



Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION

This year's Annual General Meeting will be held at 11.00am on
Thursday 8 May 2025 at The Zig Zag Building, 70 Victoria Street, London,
SW1E 6SQ



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If you are in any doubt as to any aspect of the proposals referred to in this document or as to the actions you should take, you are advised to seek advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Jupiter Fund Management plc (the 'Company'), please pass this document to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Whether or not you propose to attend the Annual General Meeting, please submit a proxy vote in accordance with the voting instructions on page 10. The proxy must be submitted, or in the case of a paper proxy signed, completed and returned, so as to reach the Company's Registrars, Equiniti, by no later than 11.00am on 6 May 2025.

This communication has been sent to certain beneficial owners of shares that have been nominated by their registered holders to enjoy information rights in accordance with section 146 of the Companies Act 2006. Such persons are advised that, in order to vote at the forthcoming Annual General Meeting, they must issue an instruction to the registered holder of their shares. The Company may only accept instructions from registered holders of its shares and it would therefore be unable to act upon any instructions received from their nominated persons.

Letter from the Chair

Dear Shareholder

I am pleased to be writing to you with details of the Annual General Meeting (the 'AGM') of Jupiter Fund Management plc (the 'Company'). The AGM will be held at 11.00am on Thursday 8 May 2025 at the Company's London office: The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ. The Notice of AGM is set out on pages 2 to 3 of this document and an explanation of the resolutions to be considered can be found on pages 4 to 6.

AGM arrangements

We are delighted to welcome shareholders to our offices to attend the AGM again this year.

We have arranged for an audio webcast of the AGM in the event you are not able to attend in person. The webcast will enable you to listen to the proceedings and ask questions remotely, but does not support electronic voting. Therefore, webcast participants will need to submit their vote by proxy in advance of the meeting. You can access the webcast using the following link: <https://secure.emincote.com/client/jupiter/jfm041> or via our website: <https://www.jupiteram.com/global/en/corporate/agm-information>.

Shareholders will be able to submit questions to the Company's board of directors (the 'Board') in advance of the AGM via email to shareholderservices@jupiteram.com and/or during the AGM in person or via the webcast. Any such questions will either be answered at the AGM or responses will be provided directly to shareholders by email prior to the AGM.

Please continue to monitor the Company's website and announcements for any updates in relation to the AGM arrangements that may need to be provided.

Final dividend

The Board is recommending a final dividend for the year ended 31 December 2024 of 2.2 pence per ordinary share, which is subject to approval by shareholders. If the dividend is approved at the AGM, it will be paid on 20 May 2025 to all ordinary shareholders on the register of members at the close of business on 22 April 2025.

Directors

James Macpherson was appointed as an Independent Non-Executive Director with effect from 30 September 2024. He will therefore stand for election for the first time at this year's AGM.

Siobhan Boylan will step down from the Board with effect from 31 March 2025 and therefore will not be standing for re-election.

All other directors will be standing for re-election.

The Nomination Committee has reviewed the performance and commitment of each Director standing for election or re-election and recommended their election or re-election to the Board. Information to support your votes on Directors is included in the Governance section at pages 68 to 93 of the 2024 Annual Report and Accounts, which sets out how Directors are assessed, how each Director's contribution remains important to the Group's long-term success, and full biographies showing each Director's skills and experience. The same biographies are also set out on pages 7 to 9 of this document.

Voting

Your vote is important to us, and we strongly encourage you to vote by proxy in advance of the meeting. If you appoint the Chair of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes and avoids the need for another person to attend as a proxy in your place.

We are not distributing hard copies of the proxy form but request that shareholders vote by using one of the methods detailed on page 10 of this document.

Your vote should be returned, so as to be received by Equiniti, as soon as possible and, in any event, no later than 11.00am on 6 May 2025, or not less than 48 hours before the time of any adjourned meeting.

Appointing a proxy will not prevent you from attending the AGM and voting in person, should you wish to do so.

In line with best practice, we intend to take all resolutions on a poll at the meeting. On a poll each shareholder has one vote for each share held.

Following the conclusion of the meeting, the results of the voting will be notified to the London Stock Exchange and posted on the Company's website as soon as practicable thereafter.

Recommendation

The Board considers that all the resolutions, as set out in the Notice of AGM, are in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that you vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

I look forward to meeting you at the AGM.

Yours sincerely,
David Cruickshank
Chair

25 March 2025

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the 'AGM') of Jupiter Fund Management plc (the 'Company') will be held at 11.00am on Thursday 8 May 2025 at The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ.

Shareholders will be asked to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 14 will be proposed as ordinary resolutions.
Resolutions 15 to 17 will be proposed as special resolutions.

Annual Report and Accounts

1. To receive the reports of the Directors and auditors and the audited accounts of the Company for the year ended 31 December 2024 (the 'Annual Report and Accounts').

Annual remuneration report

2. To approve the annual remuneration report for the year ended 31 December 2024, as set out on pages 104 to 135 of the Annual Report and Accounts.

Final dividend

3. To declare a final dividend of 2.2 pence per ordinary share for the year ended 31 December 2024 to be paid on 20 May 2025 to all ordinary shareholders on the register of members at the close of business on 22 April 2025.

Election and re-election of Directors

4. To elect James Macpherson as a Director.
5. To re-elect Matthew Beesley as a Director.
6. To re-elect David Cruickshank as a Director.
7. To re-elect Wayne Mephram as a Director.
8. To re-elect Dale Murray as a Director.
9. To re-elect Suzy Neubert as a Director.
10. To re-elect Roger Yates as a Director.

Re-appointment of auditors and auditors' remuneration

11. To re-appoint Ernst & Young LLP ('EY') as the Company's auditors to hold office from the conclusion of this AGM until the conclusion of the next general meeting of the Company at which accounts are laid.
12. To authorise the Audit and Risk Committee, acting for and on behalf of the Board, to set the remuneration of the auditors.

Political donations

13. In accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this resolution is effective be and are hereby authorised to:

- a. make political donations to political parties and/or independent election candidates;
- b. make political donations to political organisations other than political parties; and/or
- c. to incur political expenditure

in respect of each authorisation referred to under paragraphs (a), (b) and (c) above, up to a maximum amount of £100,000, and in respect of all such authorisations up to an aggregate amount of £100,000, in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next AGM of the Company after the passing of this resolution or at the close of business on 30 June 2026, whichever is the earlier. The maximum amounts referred to in this paragraph may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate. For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Act.

Authority to allot shares

14. In substitution for all existing authorities conferred at the 2024 AGM of the Company, to authorise the Directors, pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,087,612.

The authority conferred on the Directors shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution or at the close of business on 30 June 2026, whichever is the earlier, except that under this authority the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Special resolutions

Disapplication of pre-emption rights

15. Subject to the passing of resolution 14, and in substitution for all existing authorities conferred at the 2024 AGM of the Company, the Directors be authorised, pursuant to section 570 and section 573 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority of the Directors conferred by resolution 14, and/or by way of a sale of treasury shares for cash, in each case as if section 561(1) of the Act did not apply to such allotment or sale, provided that the authority conferred by this resolution shall be limited:

- a. to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- b. to the allotment of equity securities pursuant to the authority granted by resolution 14 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 15) up to an aggregate nominal value equal to £543,806;

and unless previously revoked, varied or extended, this authority shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution or at the close of business on 30 June 2026, whichever is the earlier, except that the Company may, before the expiry of this authority, make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

Authority for the Company to purchase its own shares

16. That the Company be and is hereby generally and unconditionally authorised, for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2 pence each in the capital of the Company ('ordinary shares') on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 16,314,181;
- b. the minimum price (exclusive of expenses) that may be paid for an ordinary share is 2 pence;
- c. the maximum price (exclusive of expenses) that may be paid for an ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share, on the trading venues where the purchase is carried out;
- d. the authority conferred hereby shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or at the close of business on 30 June 2026, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
- e. the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

Notice period for general meetings

17. The Directors be authorised to call a general meeting of the Company, (other than an AGM), on not less than 14 clear days' notice.

By order of the Board

Helen Archbold

Company Secretary

25 March 2025

Registered Office: The Zig Zag Building, 70 Victoria Street,
London, SW1E 6SQ

Explanatory notes to the Notice of Annual General Meeting

Approval of resolutions

Each of the resolutions set out in the Notice of AGM will be voted on a poll. Resolutions 1 to 14 are proposed as ordinary resolutions and are determined by a majority of votes cast (in person or by proxy). Resolutions 15 to 17 are proposed as special resolutions and therefore require 75% or more of votes cast (in person or by proxy) to be in favour for them to be passed.

Ordinary resolutions

Annual Report and Accounts (Resolution 1)

The Directors of the Company are required to present to the shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2024 together with the Directors' and auditors' reports (the 'Annual Report and Accounts').

Annual remuneration report (Resolution 2)

Resolution 2 seeks approval of the annual report on remuneration for the year ended 31 December 2024, which is set out on pages 104 to 135 of the Company's Annual Report and Accounts. The vote on the annual report on remuneration is advisory and therefore does not directly affect the remuneration paid to any Director.

The auditors have audited those parts of the annual report on remuneration required to be audited and their report can be found on pages 190 to 199 of the Annual Report and Accounts.

Final dividend (Resolution 3)

Resolution 3 seeks approval for the payment of a final dividend of 2.2 pence per ordinary share for the year ended 31 December 2024 to be paid on 20 May 2025 to all ordinary shareholders on the register of members at the close of business on 22 April 2025.

Election and re-election of Directors (Resolutions 4 to 10)

The Company's Articles of Association require James Macpherson, who joined the Board on 30 September 2024, to stand for election by shareholders.

Siobhan Boylan will stand down from the Board on 31 March 2025 and will not be standing for re-election.

All other Directors are offering themselves for re-election by shareholders at the AGM.

The resolutions relating to the election or re-election of the Directors are proposed as separate resolutions numbered 4 to 10.

The performance of the Board as a whole, as well as the contribution made by each individual Director, has been evaluated during the course of 2024. After considering this evaluation, the Board believes that each of the Directors standing for election or re-election is performing effectively and each demonstrates commitment to their role, and that their respective skills and experience enhance the overall operation of the Board.

Biographical details of each of the Directors standing for election or re-election and the key strengths they bring to the Company are set out on pages 7 to 9 of this document. These include a summary of the skills, experience and contribution of each Director, and illustrates why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Re-appointment of auditors and auditors' remuneration (Resolutions 11 and 12)

EY are currently appointed as the auditors of the Company. The Company is required to re-appoint the auditors, at each general meeting at which accounts are presented to shareholders, to hold office until the next such meeting. EY have indicated their willingness to continue in office and the Board, on the recommendation of the Audit and Risk Committee, is proposing to shareholders the re-appointment of EY as statutory auditors for the year ending 31 December 2025.

Accordingly, resolution 11 proposes the re-appointment of EY as the Company's auditors to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the meeting. The Audit and Risk Committee has monitored and assessed the independence of EY throughout the year and has implemented policies to help safeguard their independence. The Audit and Risk Committee has confirmed the auditors' independence and recommends their re-appointment.

Resolution 12 seeks authority for the Audit and Risk Committee to set the auditors' remuneration for 2025. Under the Competition and Markets Authority's Statutory Audit Services Order, the Audit and Risk Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board.

Political donations (Resolution 13)

This resolution seeks authority for the Company and its subsidiaries to make political donations up to an aggregate amount of £100,000.

Part 14 of the Act provides that political donations made by a company to political parties, to other political organisations and to independent election candidates, or political expenditure incurred by a company, must be authorised in advance by shareholders.

It is not the policy of the Company to make political donations of the type caught by these provisions and the Directors have no intention of changing this policy. However, as a result of the wide definitions in the Act, it is possible that normal expenditure such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and business activities (such as communicating with the Government and political parties at local, national and European level), might be construed as political expenditure or as a donation to a political party or other political organisation, and fall within the restrictions of the Act.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If passed, resolution 13 would ensure that the Company and its subsidiaries act within the provisions of current UK company law and best practice when carrying out activities of the type covered by the Act. If given, this authority will expire at the close of business on 30 June 2026 or at the conclusion of the AGM of the Company in 2026, if earlier.

Authority to allot shares (Resolution 14)

The Directors are seeking authority to allot ordinary shares or grant rights to subscribe for or to convert any securities into ordinary shares without restriction up to an aggregate nominal amount equal to £1,087,612 (representing 54,380,603 ordinary shares). This amount represents approximately 10% of the Company's issued share capital, excluding treasury shares, as at 11 March 2025 (the latest practicable date before the publication of this Notice of AGM). This authority will expire at the close of business on 30 June 2026 or at the conclusion of the Company's AGM in 2026, if earlier.

The Directors have no present intention of exercising this authority but wish to maintain flexibility in the capital management of the Group and therefore seek to renew an authority to allot at each AGM.

As at 11 March 2025, being the latest practicable date before the publication of this Notice of AGM, the Company has 543,806,029 voting shares in issue and holds 1,173,481 treasury shares. Treasury shares represent 0.22% of the Company's total share capital in issue excluding treasury shares. See page 11 of this document for more information on voting rights.

Special resolutions

Disapplication of pre-emption rights (Resolution 15)

If the Directors wish to exercise the authority under resolution 14 and offer ordinary shares (or sell any ordinary shares which the Company may purchase and elect to hold as treasury shares) for cash, the Act requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash or sell any shares held in treasury for cash without first offering them to existing shareholders in proportion to their holdings.

Resolutions 14 and 15 together will authorise the Directors to allot ordinary shares, pursuant to the authority granted under resolution 14, and/or sell any shares held in treasury: (i) to existing shareholders on a pre-emptive basis by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) (subject to certain exclusions), in each case up to an aggregate nominal amount of £1,087,612 (representing 54,380,603 ordinary shares), which represents approximately 10% of the Company's issued share capital, excluding treasury shares, as at 11 March 2025

(the latest practicable date before the publication of this Notice of AGM); and/or (ii) for cash, to persons other than existing shareholders up to an aggregate nominal value of £543,806 (corresponding to 27,190,301 ordinary shares), which represents approximately 5% of the Company's issued share capital, excluding treasury shares, as at 11 March 2025 (the latest practicable date before the publication of this Notice of AGM). If this authority is given, it will expire at the conclusion of the AGM of the Company in 2026 or, at the close of business on 30 June 2026, whichever is the earlier. The Directors intend to seek to renew equivalent authorities at subsequent AGMs in accordance with current best practice.

As noted above, the Directors have no present intention of using the authority to allot shares under resolution 14, and to date, this authority has not been used since the Company's listing in 2010. The Directors consider the renewal of this authority appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

Resolution 15 seeks authority from shareholders in line with the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the '2015 Statement of Principles'), and the template resolutions published by the Pre-Emption Group in May 2016. The Board notes that the Pre-Emption Group published a revised statement of principles and template resolutions for the disapplication of pre-emption rights in November 2022, which included increased thresholds in relation to the disapplication of pre-emption rights. At this time, the Board considers it appropriate to follow the 2015 Statement of Principles but confirms that it will follow the shareholder protections as set out in paragraph one of Part 2B of the revised statement of principles published in November 2022.

The Directors believe that the approval of this resolution is in the best interests of the Company.

Authority for the Company to purchase its own shares (Resolution 16)

This resolution seeks authority for the Company to repurchase its own shares. The Board's capital allocation policy is to make additional returns to shareholders on a periodic basis, based on the capital needs of the business for growth and a healthy regulatory surplus.

Further information on our capital allocation policy can be found in the Annual Report and Accounts.

This resolution seeks authority to enable the Company to make market purchases of up to 16,314,181 of its own shares (i.e. £326,284 in nominal value), representing approximately 3% of its issued share capital, excluding treasury shares, as at 11 March 2025 (the latest practicable date before the publication of this Notice of AGM).

The resolution specifies the maximum and minimum prices at which shares may be bought, exclusive of expenses, reflecting the requirements of the Act and the Financial Conduct Authority's Listing Rules.

The authority will expire at the conclusion of the Company's AGM in 2026 or at the close of business on 30 June 2026, whichever is the earlier. The Board, however, intends to seek renewal of this authority at subsequent AGMs in accordance with current best practice. The Act allows the Company to hold its own shares in treasury following a buyback instead of having to cancel them. This enables the Company to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash, but all rights attached to them, including voting rights and any right to receive dividends, are suspended while they are held in treasury.

Any ordinary shares purchased under this renewed authority will either be cancelled or held in treasury (and if held in treasury may be subsequently transferred to or used by the Company's Employee Benefit Trust to satisfy employee share awards). The Directors will use this authority to purchase shares after taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Further, the Directors will only purchase such shares after taking into account the effects on earnings per ordinary share and if such purchase is in the interests of shareholders generally.

As at 11 March 2025, being the latest practicable date before the publication of this Notice of AGM, the Company has 543,806,029 voting shares in issue and holds 1,173,481 treasury shares. Treasury shares represent 0.22% of the Company's total share capital in issue excluding treasury shares. See page 11 of this document for more information on voting shares.

To the extent that purchases are made to the fullest extent permitted under the share repurchase authority, existing rights to subscribe for shares would represent a marginally increased proportion of the issued share capital as at 11 March 2025, as per the below:

- the total number of ordinary shares that may be issued on the exercise of outstanding options as at 11 March 2025 is 79,279,703 which represents approximately 14.6% of the issued share capital, excluding treasury shares as at that date; and
- if the Company were to purchase shares up to the maximum permitted by this resolution 16, and taking into account the authority granted at the 2024 AGM which is in the process of being used, the proportion of ordinary shares subject to outstanding options would represent approximately 15.5% of the issued share capital excluding treasury shares.

Notice period for general meetings (Resolution 17)

The Act requires companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of a general meeting at shorter notice.

The Company wishes to retain the option of calling general meetings on 14 clear days' notice, with the exception of AGMs which will continue to be called on at least 21 clear days' notice.

If the resolution is passed, the Company will continue to be able to call all general meetings (other than AGMs) on 14 clear days' notice. The resolution is valid until the Company's 2026 AGM or the close of business on 30 June 2026, whichever is the earlier. It is the intention of the Board to renew the authority at each AGM.

The shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

To provide shareholders with the ability to participate in voting as quickly and easily as possible the Company will offer the facility for shareholders to vote by electronic means.

Directors' biographies



David Cruickshank
Chair

Appointed

Chair in April 2023 and Independent Non-Executive Director in June 2021

Committees

- Chair of the Nomination Committee

Skills and experience

David spent his executive career at Deloitte and retired from the firm in June 2020. He qualified as a chartered accountant in 1982 and specialised in advising on large international corporate transactions. He was appointed a partner in 1988 and led the UK Tax Practice from 1998 until 2006. He was elected Chair of Deloitte's UK Board in 2007 and served two terms before being elected Chair of Deloitte's Global Board in 2015. During this period David led the Boards through a period of major regulatory change and business transformation.

David has broad experience across different industry sectors and geographies and brings extensive Chair experience to the role. He has excellent financial knowledge and experience of corporate transactions. David also brings substantial sustainability knowledge from both previous and current roles.

Previous non-executive appointments

David previously served as Co-Chair of the Partnering Against Corruption Initiative at the World Economic Forum.

Current external appointments

David is the Non-Executive Chair of McInroy & Wood Ltd, the Social Progress Imperative Inc and the Education and Employers Charity.

He is also a member of the Council of the Institute of Chartered Accountants of Scotland.



Matthew Beesley
Chief Executive Officer

Appointed

Chief Executive Officer (CEO) in October 2022, Deputy CEO in June 2022, and Chief Investment Officer in January 2022

Skills and experience

With over 25 years of experience in the investment industry including leadership positions at Artemis, GAM and Henderson, Matt has an in-depth knowledge of the industry with experience in the management and oversight of teams specialising in varying investment strategies based in Europe, Asia and the US.

Matt's strategic insights, leadership skills and unwavering focus on client outcomes mean that he is ideally placed to lead Jupiter.

Matt was previously Chief Investment Officer at Artemis and has held senior investment roles at GAM and Henderson Global Investors.

Matt was also formerly a member of the Church of England Pension Board's Investment Committee, advising on \$4bn of ethically invested pension fund assets.

Current external appointments

Matt is a member of the Board of Directors of the Investment Association.



Wayne Mephram
Chief Financial & Operating Officer

Appointed

Chief Financial & Operating Officer (CFOO) in January 2024 and Chief Financial Officer in September 2019

Skills and experience

Wayne has nearly 30 years' experience in asset management and across the financial services sector gained in senior financial roles and as a chartered accountant. He brings extensive financial management, accounting and investment industry knowledge to the role, which he applies strategically for the benefit of our stakeholders.

Wayne also brings a detailed understanding of risk management, internal control frameworks and asset management operations, supporting his wider role within the organisation.

Wayne began his career at PricewaterhouseCoopers (PwC) where he progressed to lead audits in the Insurance and Asset Management practice.

Prior to joining Jupiter, he worked at Schroders plc for nine years and was responsible for the Global Finance function as well as Procurement and Investor Relations.

Current external appointments

Wayne has no external appointments.



Appointed

Independent Non-Executive Director in September 2021

Committees

- Interim Chair of the Audit and Risk Committee (from April 2025)
- Member of the Nomination Committee
- Member of the Remuneration Committee (from January 2025)

Skills and experience

Dale is a qualified accountant and technology entrepreneur. She brings to the role a good understanding of technology and disrupted markets, combined with financial acumen and an entrepreneurial spirit, having founded and invested in businesses within the technology sector. Dale also brings a sharp focus on cultural issues and is passionate about DE&I.

Dale co-founded the British mobile telecoms software business Omega Logic. Following Omega Logic's sale to Eposh Ltd, then First Data Corporation, Dale served as CEO of the enlarged Group until 2005. She then made a number of investments in the digital sector and was awarded the British Angel Investor of the Year in 2011.

Previous non-executive appointments

Dale was previously a Non-Executive Director at Peter Jones Foundation, UK Trade & Investment, Sussex Place Ventures Ltd, the Department for Business, Innovation and Skills, Rated People Limited, and Lendinvest plc.

Current external appointments

Dale serves as a Non-Executive Director of Xero Ltd, The Cranemere Group Ltd and Lead Independent Director of Lightspeed Commerce Inc.



Appointed

Independent Non-Executive Director in September 2024

Committees

- Member of the Audit and Risk Committee
- Member of the Nomination Committee
- Member of the Remuneration Committee

Skills and experience

James is a portfolio manager with nearly 40 years' experience in the asset management sector. He commenced his career at Mercury Asset Management, moving through acquisitions to Merrill Lynch Investment Advisors and BlackRock, where his roles included Head of Equities and Deputy Chief Investment Officer for Fundamental Active Equities, and where he held various committee roles extending from executive committee through to ESG stewardship.

James has previously held a number of senior roles, including Head of UK Equities at Merrill Lynch Investment Advisors, and at BlackRock post-acquisition, Deputy Chief Investment Officer for Fundamental Active Equities, where he was also an Executive Committee member leading on investment process for fundamental equity teams. He also sat on the Executive Committee at Sciteb Limited. He has been active throughout his career with various industry and government bodies, acting in an advisory capacity. His most recent advisory role was with Hambro Perks.

Current external appointments

James is Chair of JPMorgan Global Growth and Income plc, a Non-Executive at Facewatch Limited, and a trustee of River Action UK.



Suzy Neubert
Senior Independent Director

Appointed

Independent Non-Executive Director in March 2022 and Senior Independent Director (SID) in January 2025

Committees

- Member of the Nomination Committee
- Member of the Remuneration Committee

Skills and experience

Suzy is a qualified barrister with broad asset management experience extending over 30 years. She has an in-depth knowledge of capital markets and, importantly, evolving client needs. Suzy started her career in asset management as an analyst before moving into sales and marketing, and held roles as Managing Director of Equity Markets at Merrill Lynch and Global Head of Distribution at J O Hambro Capital Management. Suzy therefore brings an excellent understanding of the international wholesale and institutional channels in which the Company operates.

Previous non-executive appointments

Suzy was previously a Non-Executive Director of ISIO.

Current external appointments

Suzy is Senior Independent Director of LondonMetric Property plc, and a Non-Executive Director of Howden Joinery Group plc and LV=. She is also a trustee of the King's Trust.



Roger Yates
Independent
Non-Executive Director

Appointed

Non-Executive Director in October 2017. Roger served as SID between May 2021 and January 2025

Committees

- Chair of the Remuneration Committee
- Member of the Audit and Risk Committee
- Member of the Nomination Committee

Skills and experience

Roger has considerable knowledge of the asset management business with over 40 years' experience in the industry having served as a fund manager, CEO, Non-Executive Director and Chair. Having led two global asset managers, Roger also brings significant understanding of international business management to the Board. He has extensive remuneration experience both from an executive perspective and as a Remuneration Committee Chair.

Roger started his career at GT Management in 1981 and subsequently held positions at Morgan Grenfell and Invesco as Chief Investment Officer. He was appointed Chief Executive Officer of Henderson Group plc in 1999 and led the company for a decade.

Previous non-executive appointments

Roger was a Non-Executive Director of IG Group Ltd, Chair of Electra Private Equity plc, Chair of Pioneer Global Asset Management Sp.A, and Senior Independent Director and Chair of the Remuneration Committee of St James's Place plc. He was also a Non-Executive Director of JPMorgan Elect plc from 2008 to 2018.

Current external appointments

Roger is the Senior Independent Director at Mitie Group plc and Non-Executive Chair of The Biotech Growth Trust plc, and Pacific Horizon Investment Trust plc.

Notes

1. Appointment of proxies

Shareholders are able to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. We strongly encourage shareholders to appoint a proxy in accordance with the procedures set out below in order to vote in advance of the AGM. Such a proxy need not also be a shareholder of the Company. If you appoint the Chair of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes and avoids the need for another person to attend as a proxy in your place. More than one proxy may be appointed, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. This year we are not distributing a hard copy of the proxy form unless specifically requested.

We are encouraging shareholders to vote electronically. Detailed below are the methods available to appoint a proxy:

1. completing your proxy appointment online by logging on to Equiniti's Shareview Portfolio service, log into your account at www.shareview.co.uk and select Jupiter Fund Management plc. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication process;
2. requesting a hard copy form of proxy from Equiniti by calling +44 (0)371 384 2030 and returning the completed form to the address shown on the form;
3. in the case of CREST electronic proxy appointment service, in accordance with the procedures set out below; or
4. for institutional investors you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

For shareholders holding their shares through a nominee, please contact your nominee in order to register your vote.

In each case proxies need to be received by Equiniti no later than 11.00am on 6 May 2025. Completion of a form of proxy will not prevent the shareholder from attending the meeting and voting in person.

Amended instructions must also be received by Equiniti by the deadline for receipt of forms of proxy.

2. Regulation 41 of the uncertificated securities regulations 2001 (as amended)

The Company specifies that only those shareholders registered on the Company's register at 6.30pm on 6 May 2025 (the 'Specified Time') (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.30pm on the day which is two business days before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time.

If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of shareholders to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the entries on the Company's share register after that time shall be disregarded in determining the rights of any shareholder to attend and vote at the meeting, notwithstanding any provision in any enactment or the Company's Articles of Association.

3. Crest voting

CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual which can be viewed at euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA19) by the latest time for receipt of proxy appointments specified in Note 1 above.

For this purpose, the time of the receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take, or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s), such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

4. Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

5. Nominated persons

Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 (the 'Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons.

The rights described in those paragraphs can only be exercised by shareholders of the Company. Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the shareholder who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that shareholder, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interests in the Company (including any administrative matter). The only exceptions to this are where the Company expressly requests a response from a Nominated Person.

6. Votes withheld

The 'Vote Withheld' is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

7. Joint shareholders

In the case of joint shareholders only, the vote of the most senior shareholder (as determined by the order in which the names are listed on the Register of Members) present (physically or by proxy) at the meeting shall be accepted.

8. Voting rights

As at 11 March 2025 (the latest practicable date before the publication of this Notice of AGM) the Company's issued share capital comprised 544,979,510 ordinary shares of 2 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. As at 11 March 2025, the Company held 1,173,481 shares in Treasury, meaning the total voting rights in the Company as at 11 March 2025 were 543,806,029. The Company may not exercise any right to vote attached to Treasury shares.

The Company is currently undertaking a share buyback programme under the authority granted at its 2024 AGM and the total voting rights of the Company is therefore changing daily. Shareholders should monitor the Company's daily announcements for the latest share capital information.

9. Audit statements on website

A copy of this Notice of AGM and other information required by section 311A of the Act can be found at <https://www.jupiteram.com/global/en/corporate/agm-information>.

Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

10. Shareholder questions

All shareholders and their proxies will have the opportunity to ask questions at, or in advance of, the AGM. The Company must cause to be answered any question relating to the business being dealt with at the meeting. Shareholders should note that questions need not be answered at the meeting if:

1. it would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
2. the answer has already been given on a website in the form of an answer to a question; or
3. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

In circumstances where an answer is not available for the Chair to provide, they may nominate a Company representative to answer a specific question after the meeting.

11. Communications with the Company

Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this document, the Annual Report and Accounts or in any related documents should not be used for the purpose of communicating with or serving information on the Company (including the service of documents or information relating to the proceedings at the AGM).

12. Inspection of documents

The following documents may be inspected at the registered office of the Company during business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) or by request to shareholderservices@jupiteram.com from the date of this Notice of AGM to the date of the AGM and will be available for inspection at the AGM from 10:45am on 8 May 2025 until the conclusion of the meeting:

- Register of Members;
- Copies of the Executive Directors' service contracts and the letters of appointment of the Non-Executive Directors; and
- Articles of Association, which are available to view on the Company's website <https://www.jupiteram.com/global/en/corporate/board-and-governance/>.

13. Shareholder rights

Under sections 338 and 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (a) to give, to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (b) to include in the business to be dealt with at the meeting any matter (other than a proposed

resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business of the meeting, must be authorised by the person or persons making it, must be received by the Company not later than 26 March 2025, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request. We do not permit any behaviour that may interfere with anyone's security or safety or the good order of the meeting. Such behaviour will be dealt with appropriately by the Chair of the meeting.

14. Directors' shareholdings

The Company provided details of Directors' interests in the ordinary shares of the Company as at 31 December 2024 on pages 123 to 129 of the Annual Report and Accounts. As required pursuant to Listing Rule 6.6.6, the paragraph and table below detail changes to the Directors' interests from those disclosed in the Annual Report and Accounts up to 11 March 2025 (being the latest practicable date before the publication of this document). All Directors' dealings detailed in the table below have been announced to the market.

Non-Executive Directors: Dale Murray acquired 33,000 shares on 28 February 2025, taking her total shares held to 105,012. David Cruickshank acquired 100,000 shares on 4 March 2025, taking his total shares held to 160,000.

	31 December 2024		3 March 2025	10 March 2025	11 March 2025	
	Total Shares	Total Options	Grant of Options	Grant of Options	Total Shares	Total Options
Executive Directors:						
Matthew Beesley	241,410	5,024,603	3,340,261	–	241,410	8,364,864
Wayne Mepham	242,072	2,858,846	1,727,558	144,197	242,072	4,730,601



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Registered in England and Wales
No: 06150195

www.jupiteram.com