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## NOTICE OF ANNUAL GENERAL MEETING

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# INTERNATIONAL PUBLIC PARTNERSHIPS LIMITED

(REGISTERED IN GUERNSEY WITH REGISTRATION NUMBER 45241) (THE "COMPANY")

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your ordinary shares in the Company, you should send this document, together with the accompanying proxy form, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



# NOTICE OF ANNUAL GENERAL MEETING

**International Public Partnerships Limited**  
**Registered in Guernsey with Registration Number 45241**  
**(The “Company”)**

NOTICE is hereby given that the Annual General Meeting of the Company is to be held at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey, at 10.00 am on 7 June 2017 for the transaction of the following business:

**Ordinary Resolutions**

1. To receive and adopt the audited accounts, the Directors’ report, and the Auditors’ report for the period ended 31 December 2016.
2. To approve the Directors’ remuneration for the period ended 31 December 2016.
3. To increase the aggregate remuneration of the Directors to a maximum of £500,000 per annum, in accordance with Article 79(1) of the Company’s articles of incorporation.
4. To re-appoint Rupert Dorey as Director of the Company, retiring in accordance with the AIC Code of Corporate Governance.
5. To re-appoint John Le Poidevin as Director of the Company, retiring in accordance with the AIC Code of Corporate Governance.
6. To re-appoint John Stares as Director of the Company, retiring in accordance with the AIC Code of Corporate Governance.
7. To re-appoint Claire Whittet as Director of the Company, retiring in accordance with the AIC Code of Corporate Governance.
8. To re-appoint John Whittle as Director of the Company, retiring in accordance with the AIC Code of Corporate Governance.
9. To re-appoint Giles Frost as Director of the Company, retiring in accordance with the UKLA Listing Rules and the AIC Code of Corporate Governance.
10. To note and sanction an interim dividend in respect of the six months ended 30 June 2016 of 3.325 pence per share and an interim dividend in respect of the six months ended 31 December 2016 of 3.326 pence per share.
11. To reappoint Ernst & Young LLP, of Royal Chambers, St Julian’s Avenue, St. Peter Port, Guernsey, GY1 4AF as Auditors of the Company and to hold office until the next Annual General Meeting.
12. To authorise the Directors to determine Ernst & Young LLP’s remuneration.
13. THAT, in accordance with Article 108 of the articles of incorporation, the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the annual general meeting of the Company to be held in 2018, offer the holders of the ordinary shares in the capital of the Company of par value 0.01 penny each (the “**Ordinary Shares**”) the right to elect to receive further Ordinary Shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such period or periods.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### Special Resolutions

14. To approve that the Company generally be and is hereby authorised for the purposes of section 315 of the Companies (Guernsey) Law, 2008 as amended (the "**Law**") to make market acquisitions (as defined in the Law) of ordinary shares in the capital of the Company of par value 0.01 penny each (the "**Ordinary Shares**") provided that:
- The maximum number of Ordinary Shares authorised to be purchased shall be 14.99 per cent. of the Ordinary Shares in issue immediately following this annual general meeting (excluding treasury shares);
  - The minimum price (exclusive of expenses) which may be paid for such shares is £0.01 per Ordinary Share;
  - The maximum price (exclusive of expenses) payable by the Company which may be paid for Ordinary Shares shall be the higher of (i) 5 per cent. above the average market value for the five business days before the purchase is made and (ii) the higher of the price of the last independent trade and the highest independent bid at the time of the purchase for any number of Ordinary Shares on the trading venue where the purchase price is carried out;
  - The authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the annual general meeting of the Company to be held in 2018 or, if earlier, the date falling eighteen months from the passing of these resolutions;
  - The Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
  - Any Ordinary Share acquired by the Company pursuant to the above authority may, subject to the requirements of the Law, be held as a treasury share in accordance with the Law or be cancelled by the Company.
15. THAT the Directors of the Company from time to time (the "**Board**") be and are hereby generally empowered in accordance with Article 40(4) of the articles of incorporation (in substitution for the existing power and authority granted at the Company's annual general meeting held in 2016, but without prejudice to any other authority to allot Ordinary Shares that may be granted by Shareholders at the Extraordinary General Meeting convened for 5 May 2017 or any adjournment thereof) to allot up to the aggregate number of Ordinary Shares as represent 9.99 per cent. of the number of Ordinary Shares already admitted to trading on the London Stock Exchange's main market for listed securities immediately following the passing of this resolution as if the pre-emption provisions contained in Article 40(1) of the articles of incorporation did not apply to any such allotment, provided that this power shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the annual general meeting of the Company to be held in 2018, save that the Company may make prior to such expiry any offer or agreement which would or might require shares to be allotted after expiry of such period and the Board may allot Ordinary Shares pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.

By order of the Board  
Heritage International Fund Managers Limited  
Company Secretary

4 May 2017

Heritage Hall  
Le Marchant Street  
St Peter Port  
Guernsey

## Explanatory Notes

### **Directors' remuneration report – resolution 2**

Guernsey-registered companies are not obliged to prepare and publish a Directors' Remuneration Report. However, the Company has included details of its Directors' remuneration within the Annual Report and Accounts and an ordinary resolution will be put to shareholders seeking approval of the Directors' remuneration.

### **Directors' aggregate remuneration – resolution 3**

It is four years since the Directors' fees were last reviewed and, during this period, the Company's market capitalisation has grown to c.£1.7 billion, with commensurate increases in the responsibilities and time commitment of Directors. During 2016, the independent Board members met formally on 26 occasions (see page 50 of the Annual Report) and this level of commitment reflects the complexity, value and volume of the new investment opportunities that the Board reviews and the ever increasing regulatory and compliance obligations on the Company. Examples of the latter include changes to London Stock Exchange Listing Rules, EU Market Abuse Regulations, AIFMD, changes to IFRS and taxation changes.

Currently, the gross aggregate Directors fees' are limited by the Company's articles of incorporation to £350,000 per annum. At the AGM the Company will be asking shareholders to approve an increase in this limit to £500,000 which comfortably exceeds the current or proposed levels of remuneration for the Board but allows scope for the appointment of additional directors which is particularly desirable to facilitate future Board succession planning and allow an overlap between the appointment of any new Directors and the retirement of any outgoing Directors. The increase will enable the Company to ensure that the Board remuneration, composition and succession planning can be sustained for the foreseeable future. In making this request the Board feels it appropriate to detail its intention with regard to the fees payable to Directors with effect from 1st January 2017 and they are as follows:

Position	Current	Future	Number
Chairman	£60,000	£67,500	1
Audit & Risk Chairman	£50,000	£55,000	1
Independent Directors	£37,500	£43,000	3
Non-Independent Director	£32,000	£43,000	1
<b>Total Proposed Board Annual Fees</b>	<b>£254,500</b>	<b>£294,500</b>	

These fees include an allowance for the attendance of independent directors at the key Board committees which comprise the Audit & Risk Committee, the Investment Committee, the Management Engagement Committee and the Nomination & Remuneration Committee. In addition to these fees, Board members may receive additional fees as recompense for specific tasks such as capital raising although these are paid out of the capital raising they are reported within and included in total Directors emoluments which are subject to the above noted maximum. In addition to these specifically approved fees, the total also includes any additional fees including, but not limited to, the fees in relation to the appointment of a Director as part of succession planning, the appointment of an additional Director or the making of payments to a Director for a specific task.

### **Reappointment of Director – resolutions 4 to 9**

In accordance with the AIC Code of Corporate Governance, the Board have resolved that, with effect from the 2017 AGM, each Director shall offer themselves for re-election on an annual basis. Further, when and if any director shall have been in office (or on re-election would at the end of that term of office) for more than nine years the Company will consider further whether there is a risk that such a director might reasonably be deemed to have lost independence through such long service. Mr Dorey has been a Board member since August 2006 and as such has now been a Board member for over nine years. However, the Board is confident that Mr Dorey remains independent and has offered himself for re-election on an annual basis since 2014.

### **Scrip dividends – resolution 13**

This resolution renews the power, given by the Company's shareholders at the last annual general meeting, for the Board to offer shareholders the right to elect to receive further Ordinary Shares, credited as fully paid, instead of cash in respect of all or any part of any dividend (a scrip dividend). The Board believes that the ability for shareholders to receive future dividends from the Company wholly or partly in the form of new ordinary shares in the Company will be advantageous for the Company as it will benefit from the ability to retain cash which would otherwise be paid as dividends. It may also benefit certain shareholders depending on their tax status.

### **Market purchases – resolution 14**

This resolution renews the share buy-back authority that was given by the Company's shareholders at last year's annual general meeting. Resolution 14 gives the Board authority to make market purchases of the Company's own shares, up to 14.99 per cent. of the Company's issued share capital (as at the time immediately following the passing of the resolution) and subject to minimum and maximum purchase prices. This authority will only be invoked if, after taking proper advice, the Directors consider that benefits will accrue to shareholders generally.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### **Disapplication of pre-emption rights – resolution 15**

This resolution, a standard resolution for investment companies listed under Chapter 15 of the UK Listing Rules, renews the authority given to the Board at last year's general meeting to allot Ordinary Shares for cash without first offering them to existing holders on a pro rata basis. The number of shares allotted must be less than 10 per cent. of the number of Ordinary Shares admitted to trading on London Stock Exchange plc's main market for listed securities immediately following the passing of this resolution.

The Board does not currently intend to allot shares under this power other than to take advantage of opportunities in the market as they arise, and only if they believe it would be advantageous to the Company's shareholders to do so. The Board also confirms that no allotment of new shares will be made unless the lowest market offer price of the shares is at least a premium to the latest published net asset value.

### **Note from the Board:**

Members are requested to submit their votes in respect of all the resolutions proposed in this Notice of Annual General meeting. It is the recommendation of the Board that Members vote in favour of each resolution on the basis that the Board considers their passing to be in the best interests of the members as a whole.

Certain of the Board are also members of the Company, each of whom intends to vote in favour of all resolutions proposed in this Notice of Annual General Meeting. Their holdings as at the date of this notice are as follows:

	Ordinary Shares of 0.01p each held	Percentage of total issued share capital as at 12 April 2017
Rupert Dorey*	793,687	0.07%
Giles Frost**	513,274	0.05%
John Le Poidevin	0	0.00%
John Stares	75,000	0.01%
Claire Whittet***	52,257	< 0.01%
John Whittle***	52,198	< 0.01%

\*all shares are held by Mr Dorey's spouse

\*\*directly and through a wholly-owned company

\*\*\*shares held through a retirement annuity trust.

#### Notes to the Notice of the Annual General Meeting:

1. A member who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on behalf of him. The proxy need not be a member of the Company.
2. A form of proxy is enclosed with this notice. To be effective, the instrument appointing a proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of such power) must be sent to the Company's Registrar, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England, by 10.00 am on 5 June 2017. A corporation may execute a proxy under its common seal or by the hand of a truly authorised officer or other agent. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.
3. An ordinary resolution of the members means a resolution passed by a simple majority.
4. A special resolution of the members means a resolution passed by a majority of not less than 75%.
5. The form of proxy is valid for use at the Annual General Meeting and any adjournment thereof.
6. More than one proxy may be appointed provided each proxy is appointed to exercise the rights attached to different shares. A member who wishes to appoint more than one proxy may obtain additional proxy forms from Capita Asset Services and must indicate clearly on each proxy form the number of shares it is instructing that proxy in respect of.
7. A member is not entitled to take part in the Annual General Meeting or vote at the same (whether personally or by representative or proxy) unless the following conditions have been satisfied: (i) all calls and amounts due from him to the Company have been paid; (ii) in respect of any Ordinary Shares he has acquired, he has been registered as their holder; and (iii) if and for so long as the Directors determine, he or any other person appearing to be interested in the Ordinary Shares held by him has complied with any notice requiring the disclosure of Members' interests.
8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the Company at close of business on 5 June 2017 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at that meeting.
9. The register of directors' interests kept by the Company shall be open to the inspection of any member of the Company between the hours of 10.00am and noon for a period beginning fourteen days before and ending three days after the Annual General Meeting and from the commencement until the conclusion of the Annual General Meeting.
10. The total issued share capital of the Company as at the date of this Notice is 1,127,421,076 ordinary shares of 0.01p each. Pursuant to the Company's articles of incorporation, on a show of hands every member (being an individual) present in person or by proxy or (being a corporation) present by a duly authorised representative shall have one vote on a show of hands, and one vote per Ordinary Share (or fraction of an Ordinary Share held by him) on a poll (other than the Company itself where it holds its own shares as treasury shares).
11. As at the date of this Notice of Annual General Meeting, there are no outstanding warrants and/or options to subscribe for Ordinary Shares.

