

NOTICE OF ANNUAL GENERAL MEETING

This year's Annual General Meeting will be held at 3.00pm on 17 May 2017 at The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ.

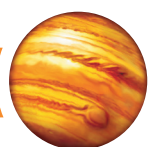
This document is important and requires your immediate attention

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 and the accompanying Form of Proxy 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 complete and submit the enclosed Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned so as to reach the Company's Registrars, Capita Asset Services by no later than 3.00pm on 15 May 2017.

This communication has been sent to certain beneficial owners of shares that have been nominated by their registered holders of shares 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.



JUPITER

24 March 2017

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 3.00pm on 17 May 2017 at the Company's registered office which is The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ. The Notice of AGM and the resolutions to be proposed are set out on pages 4 to 6 of this document.

DIVIDENDS

The declaration of a full year dividend of 10.2 pence per ordinary share for the year ended 31 December 2016 was announced on 24 February 2017 and will be paid on 7 April 2017 to all ordinary shareholders on the Register of Members of the Company at the close of business on 10 March 2017. The Directors have also decided to declare a Special Dividend of 12.5 pence per ordinary share which will be paid on 7 April 2017 to all ordinary shareholders on the Register of Members of the Company at the close of business on 10 March 2017. These dividends do not require shareholder approval so, as explained in previous years, there is no resolution to approve payment of dividends in the Notice of AGM.

ELECTION AND RE-ELECTION OF DIRECTORS

During the year, Philip Johnson stepped down as Chief Financial Officer, John Chatfield-Roberts stepped down as an Executive Director and Jon Little stepped down as a Non-Executive Director. Karl Sternberg joined the Board as a Non-Executive Director on 22 July 2016 and Charlotte Jones was appointed to the Board as Chief Financial Officer on 5 September 2016. In accordance with the requirements of the UK Corporate Governance Code, all Directors will be seeking election or re-election at the AGM.

The Biographies of all the Directors seeking election or re-election at the AGM are set out on pages 11 and 12 of this Notice.

ADOPTION OF NEW ARTICLES OF ASSOCIATION

Resolution 20 proposes the adoption of new articles of association of the Company, primarily to take account of developments in market practice since the current articles of association were adopted at the time of the Company's initial public offering on the London Stock Exchange in 2010. The substantive changes being proposed are intended to reflect developments in practice, and to provide clarification and additional flexibility.

REMUNERATION POLICY

Following consultation with major shareholders and investor bodies on a new three year remuneration policy, we received a range of useful but divergent feedback. We concluded from this that it would be better to put to the AGM a new policy based on our current policy (with a number of updates). We then intend to undertake a further consultation with major shareholders in order to put a revised policy to shareholders at, or by, the 2018 Annual General Meeting.

Details regarding all resolutions are provided in the Explanatory Notes which follow on pages 7 to 10.

SHAREHOLDER COMMUNICATIONS

The Companies Act 2006 (the 'Act') prescribes the methods by which a company is permitted to communicate with its shareholders and the Company's Articles of Association include provisions allowing the Company to use its website to publish certain statutory documents and communications.

Accordingly, this Notice of AGM and Annual Report and Accounts are published on the shareholder information page at www.jupiteram.com/Jupiter-Fund-Management-plc. Reducing the number of communications sent by post not only results in cost savings for the Company, but also reduces the impact that the printing and distribution of documents has on the environment. If you have consented to receive these documents by website publication, you will continue to be notified each time that the Company places a statutory communication on its website and this notification will be sent to you by post. In accordance with company law requirements, shareholders are contacted regularly and asked if they wish to continue to receive these documents other than by website publication.

VOTING

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the form as soon as possible in accordance with the instructions printed on it, whether or not you intend to be present at the AGM. Forms of Proxy should be returned using the reply paid envelope provided, so as to be received by the Company's Registrars, Capita Asset Services, as soon as possible and, in any event, no later than 3.00pm on 15 May 2017, or not less than 48 hours before the time of the holding of any adjourned meeting.

Once again, we will take all resolutions on a poll at the meeting. On a poll each shareholder has one vote for each share held. Following the meeting the results of the voting will be posted on the Company's website and notified to the London Stock Exchange.

RECOMMENDATION

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

The AGM is an opportunity for shareholders to meet the Directors and to express their views and opinions through attending, asking questions and voting.

The Board looks forward to seeing shareholders at the AGM.

Yours sincerely,

Liz Airey

Chairman

24 March 2017

Notice is hereby given that the Annual General Meeting (the 'AGM') of Jupiter Fund Management plc (the 'Company') will be held at 3.00pm on 17 May 2017 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, which will be proposed as ordinary resolutions, except for resolutions 17 to 20, which will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Annual Report and Accounts

1. To receive the report of the Directors and the Accounts of the Company for the year ended 31 December 2016, together with the report of the auditors on the Accounts.

Annual Report on Remuneration

2. To approve the Annual Report on Remuneration for the year ended 31 December 2016, as set out on pages 56 to 87 (excluding the Directors' remuneration policy on pages 60 to 67) of the Company's Annual Report and Accounts for the year ended 31 December 2016.

Remuneration policy

3. To approve the Directors' remuneration policy to take effect from the conclusion of the AGM as set out on pages 60 to 67 of the Annual Report and Accounts for the year ended 31 December 2016.

Election and Re-election of Directors

4. To elect Charlotte Jones as a Director.
5. To elect Karl Sternberg as a Director.
6. To re-elect Liz Airey as a Director.
7. To re-elect Jonathon Bond as a Director.
8. To re-elect Edward Bonham Carter as a Director.
9. To re-elect Bridget Macaskill as a Director.
10. To re-elect Maarten Slendebroek as a Director.
11. To re-elect Lorraine Trainer as a Director.
12. To re-elect Polly Williams as a Director.

Re-appointment of the auditors and auditors' remuneration

13. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the meeting.
14. To authorise the Audit and Risk Committee to fix the auditors' remuneration.

Authority to allot shares

15. In substitution for all subsisting authorities to the extent unused, to authorise the Directors pursuant to section 551 of the Companies Act 2006 (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 £3,051,332.

The authority conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or at the close of business on 30 June 2018, 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.

Political Donations

16. 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:

- (a) to make political donations to political parties and/or independent election candidates (as such terms are defined in sections 363 and 364 of the Act);
- (b) to make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act); and/or
- (c) to incur political expenditure (as such term is defined in section 365 of the Act),

in respect of each authorisation 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 annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2018, 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.

SPECIAL RESOLUTIONS

Disapplication of Pre-emption Rights

17. Subject to the passing of resolution 15, and in substitution for all subsisting authorities to the extent unused, the Directors be and they are authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authority of the Directors conferred by resolution 15, or by way of a sale of treasury shares, in each case as if section 561(l) of the Act did not apply to such allotment or sale, provided that the authority conferred by this resolution:

- (a) shall be limited to the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (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) in the case of the authority granted under paragraph (a) of this resolution 17 and/or in the case of any sale or transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, shall be limited to the allotment of equity securities up to an aggregate nominal value equal to £457,699;

and unless previously revoked, varied or extended, this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or at the close of business on 30 June 2018, whichever is the earlier, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Authority for the Company to purchase its own shares

18. That the Company be and is hereby generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (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 45,769,950;
- (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 per cent. 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 annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2018, 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 periods for general meetings

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

Adoption of new Articles of Association

20. That the Articles of Association as produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Adrian Creedy

Company Secretary
24 March 2017

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

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

APPROVAL OF RESOLUTIONS

Resolutions proposed as 'ordinary resolutions' require more than 50 per cent. of votes cast in person or by proxy to be in favour of the resolution. Resolutions proposed as 'special resolutions' require 75 per cent. or more of votes cast in person or by proxy to be in favour of the resolution.

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 2016 together with the Directors' and auditors' reports (the 'Annual Report').

Annual report on Remuneration (resolution 2)

Resolution 2 seeks approval (on an advisory basis) of the Annual Report on Remuneration for the year ended 31 December 2016, which is set out in pages 56 to 87 (excluding the Directors' remuneration policy on pages 60 to 67) of the Company's Annual Report.

The auditors have audited those parts of the Directors' Remuneration Report required to be audited and their report can be found on pages 132 to 138 of the Annual Report.

Remuneration policy (resolution 3)

The Company is required to seek shareholders' approval of the Directors' remuneration policy as set out on pages 60 to 67 of the Company's Annual Report. The Company's remuneration policy must be approved by shareholders at least every three years, unless a change is proposed during that period. The Company's remuneration policy was last approved by shareholders at the Annual General Meeting of the Company in May 2014 (the '2014 Remuneration Policy'). Following consultation with major shareholders and investor bodies on a new remuneration policy, the Company received a range of useful but divergent feedback. The Company concluded from this that it would be better to put to the AGM a new policy based on our current policy (with a number of updates) which the Board intends to replace at, or by, the 2018 Annual General Meeting with a revised policy following further consultation with major shareholders.

At the AGM shareholder approval will therefore be sought for a new policy based on the 2014 Remuneration Policy with the following three updates:

- a) an increase in the Company's shareholding guidelines from 150% of salary to 300% of salary for the Chief Executive and 200% of salary for other Executive Directors, to further strengthen alignment with shareholders;
- b) alignment of the Company's bonus deferral provisions to meet new regulatory requirements under UCITS V; and
- c) improvements to the rigour and transparency of the decision making process for variable pay awards to Executive Directors with a clearly defined process for metrics.

Election and Re-election of Directors (resolutions 4 to 12)

The Company's Articles of Association and provision B.7.1 of the UK Corporate Governance Code (the 'Code') require that any Director appointed since the last annual general meeting should seek election by the shareholders at the next annual general meeting and, accordingly, Charlotte Jones (who joined the Board on 5 September 2016) and Karl Sternberg (who joined the Board on 22 July 2016) are standing for election. In accordance with the recommendations of the Code, the Directors offering themselves for re-election have resolved that they will all retire at the AGM.

The Board has determined that, in its judgement, all of the Non-Executive Directors being proposed for election or re-election meet the independence criteria prescribed in the Code as all are independent in character and judgement and there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

The resolutions relating to the election or re-election of the Directors are proposed as separate resolutions numbered 4 to 12. The performance of the Board as a whole, as well as the contribution made by the individual Non-Executive Directors, has been formally evaluated during the course of the year. After considering this evaluation, the Chairman believes that the performance of each of the individuals standing for election or re-election continues to be effective and each individual demonstrates commitment to the role and that their respective skills complement each other to enhance the overall operation of the Board.

Biographical details of each of the Directors standing for election or re-election are set out on pages 11 and 12 of this Notice.

Re-appointment of auditors and auditors' remuneration (resolutions 13 and 14)

The Company is required to appoint the auditors at each general meeting at which accounts are presented to shareholders to hold office until the next such meeting. PwC have indicated their willingness to continue in office. Accordingly, resolution 13 proposes the re-appointment of PwC 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.

It is common practice for a company's Audit and Risk Committee to be authorised to determine the level of the auditors' remuneration for the ensuing year. Resolution 14 proposes to give such authority to the Audit and Risk Committee.

PwC has been the statutory auditor of Jupiter Fund Management plc and its subsidiary companies since 2007 having periodically rotated its lead audit partner. A tender for the Company's audit services was conducted during the autumn of 2014. Following a comprehensive and robust process the Audit and Risk Committee recommended to the Board that PwC remained the most suitable firm to serve the Group as auditors. The Board decided to accept the Committee's recommendation based upon the experience of PwC and their approach in seeking to evolve the audit process to Jupiter's changing environment and markets.

Authority to allot shares (resolution 15)

This authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of shareholders in a general meeting. This resolution will authorise the Directors to allot ordinary shares (including any held in treasury) or grant rights to subscribe for or to convert any securities into ordinary shares without restriction up to an aggregate nominal amount equal to £3,051,332 (representing 152,566,600 ordinary shares). This amount represents approximately one-third of the Company's current issued share capital as at 24 March 2017 (the latest practicable date before the publication of this Notice).

This authority will expire at the close of business on 30 June 2018 or the conclusion of the Company's annual general meeting in 2018, if earlier. The Directors intend to seek to renew such authority at each annual general meeting. The Directors have no present intention of exercising this authority except in connection with the Company's obligations under its employee share schemes, and to date, this power has not been used since the Company's Listing in 2010.

Political donations (resolution 16)

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 Companies Act 2006 (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 16 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 2018 or at the conclusion of the annual general meeting of the Company in 2018 if earlier.

Disapplication of pre-emption rights (resolution 17)

If the Directors wish to exercise the authority under resolution 15 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 newly issued 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.

Resolution 17 will authorise the Directors to allot ordinary shares for cash or sell any shares held in treasury for cash, pursuant to the authority granted under resolution 15, (i) by way of a rights issue (subject to certain exclusions), (ii) by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) and (iii) to persons other than existing shareholders up to an aggregate nominal value of £457,699 (corresponding to 22,884,950 ordinary shares), which represents approximately 5 per cent. of the Company's issued share capital as at 24 March 2017 (the latest practicable date before the publication of this Notice). This resolution also applies to the sale and re-issue of ordinary shares held as treasury shares by the Company. If given, this authority will expire at the conclusion of the annual general meeting of the Company in 2018 or, at the close of business on 30 June 2018, whichever is the earlier. The Directors intend to seek to renew equivalent powers at each annual general meeting in accordance with current best practice.

The Directors confirm that they do not intend to issue shares representing more than 7.5 per cent. of the Company's issued share capital (excluding treasury shares) for cash on a non-pre-emptive basis in any rolling three year period without prior consultation with shareholders. The Directors have no present intention of using the authority under resolution 17 other than in connection with the Company's employee share schemes, 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. The authority granted under resolution 17 follows the Pre-Emption Group's Statement of Principles and complies with the Pre-Emption Group's guidance. 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 18)

This resolution renews the existing authority, which will expire at the conclusion of the AGM. In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and this resolution seeks authority to enable the Company to make market purchases of up to 45,769,950 of its own shares (i.e. £915,399 in nominal value), representing approximately 10 per cent. of its issued share capital (excluding treasury shares) as at 24 March 2017 (the latest practicable date before the publication of this Notice). 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 annual general meeting in 2018 or at the close of business on 30 June 2018 (whichever is the earlier). The Board, however, intends to seek renewal of this authority at subsequent annual general meetings 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 attaching to them, including voting rights and any right to receive dividends, are suspended while they are held in treasury.

Any ordinary shares purchased under the renewed authority will either be cancelled or held in treasury. 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. The Directors have no present intention of exercising the authority to purchase any of the Company's ordinary shares. The Company currently holds no ordinary shares in treasury.

Notice period for general meetings (resolution 19)

Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. If resolution 19 is passed, the Company will be able to call all general meetings (other than annual general meetings) on 14 clear days' notice. The approval will be effective until the Company's annual general meeting in 2018, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, 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.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company will also meet the requirements for electronic voting prescribed by the Act.

Adoption of new articles of association (resolution 20)

The principal changes are summarised below. The Proposed new articles ('New Articles') and current articles ('Current Articles'), marked to show all the changes proposed, will be available for inspection at the AGM and on the Company's website (www.jupiteram.com/Jupiter-Fund-Management-plc).

Untraced shareholders

The New Articles will provide greater flexibility when the Company is trying to trace shareholders. They replace the requirement to place notices in newspapers with a requirement that the Company must send a final notice to the last registered address of the shareholder and use reasonable steps in the circumstances to trace the shareholders and inform them that the Company intends to sell their shares. This can include engaging a tracing agent to search for shareholders who have not kept their details up-to-date, or by taking any other steps that are considered appropriate.

Under the Current Articles, the Company may sell the shares of shareholders who have been untraced for a period of 12 years or more and can use the proceeds of that sale for the purposes of its business. The former shareholder remains a creditor of the Company, so they may subsequently claim the proceeds at any time. The New Articles treat the proceeds of such a sale as forfeited by the former shareholder after a period of two years following the sale of the shares and the former shareholder will have no further right to claim the proceeds.

The New Articles also contain related changes in respect of unclaimed dividends or other money payable on the shares of untraced shareholders which are sold.

Retirement of directors

In line with the recommendations in the Code and to reflect the Company's established practice, the New Articles provide for the automatic retirement of all of the Company's Directors at each annual general meeting and that they will be subject to annual re-election by shareholders.

Directors' fees

The New Articles increase the limit on the aggregate fees payable to Directors (other than alternate Directors, executive Directors or any Director employed by the Company) from £1,000,000, set at the time of the Company's initial public offering on the London Stock Exchange in 2010 (the 'IPO'), to £1,250,000 per annum. The increase in aggregate ordinary remuneration provides additional flexibility over the number of Directors on the Board and to ensure the Company continues to have the ability to pay directors' fees in line with market practice in the future.

Borrowing powers

Under the Current Articles, the Directors' borrowing power threshold was a formula based on a multiple of share capital at the time of the IPO. The New Articles borrowing threshold is equivalent to three times the amount of the Company's share capital and reserves, the same multiple as in the Current Articles. The amendment is to bring the Current Articles in line with common practice for other listed companies and with institutional guidance.

Payment of dividends

The New Articles update the provisions of the Current Articles that relate to the way dividends are paid. The ICSA Registrar's Group issued guidance in 2014 including recommending wording for the articles of association to allow sufficient flexibility for electronic payment of dividends. The New Articles confirm the existing flexibility under the Current Articles to allow the payment of dividends by different methods (including by cheque, bank transfer, electronic and other means). The New Articles additionally permit the Board to decide which payment method is to be used on any particular occasion.

Although it is not the Company's intention to change the current methods of payment at this time, it is important that the Company is able to cater for new developments and changes in practice, including considering the efficiency and cost savings if the Company changed to electronic payment only. The New Articles therefore follow the wording recommended by the ICSA Registrar's Group guidance and make express provision for setting a default method of payment.

The New Articles provide that if the Company sells shares of an untraced shareholder, any dividend or money unclaimed in respect of those shares will be forfeited after a period of 12 years.

General

As it is proposed to adopt the New Articles in order to effect the changes noted above, the opportunity has been taken generally to include some clarificatory amendments in other parts of the New Articles to update them in line with common market practice. Such minor, technical and clarifying changes have not been noted.

DIRECTORS' BIOGRAPHIES

LIZ AIREY

Chairman

Appointed

Non-Executive Director in May 2010
Chairman in September 2014

Appointed

Chairman of the Nomination Committee
Member of the Remuneration Committee

Skills and experience

Liz brings a wealth of relevant financial skills and experience in financial governance and executive leadership.

Previous appointments

Liz's previous roles have included Non-Executive Director of Dunedin Investment Enterprise Trust plc where she held the roles of Senior Independent Director and Chairman of the Audit Committee (2005-2016), Chairman of the Unilever UK Pension Fund (2008-2014), Non-Executive Chairman of JP Morgan European Smaller Companies Trust plc (2006-2011) and Non-Executive Chairman of Zetex plc (2003-2007), a formerly listed manufacturer of specialist semi-conductors. In 1999 she was appointed a Non-Executive Director of AMEC plc, and served as Senior Independent Director (2004-2009). Prior to this in her executive career she was Finance Director of Monument Oil and Gas plc, a post she held from 1990 until the sale of the company to Lasmo plc in 1999.

Current external appointments

Liz is currently Non-Executive Director of Tate & Lyle plc and is also a member of the Corporate Governance Committee of the ICAEW.

JONATHON BOND

Independent Non-Executive Director

Appointed

Non-Executive Director in July 2014

Committees

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

Skills and experience

Jonathon spent 25 years in the private equity industry with a particular focus on raising standards of governance and performance. He has extensive international and general management experience having founded and served on the board of several significant businesses.

Previous appointments

Jonathon was a founding Partner of Actis LLP, the emerging markets specialist alternatives fund manager, where he spent over 10 years. During that time he was a member of the Supervisory Board, Investment and Executive Committees, as well as setting up and running the in-house fund raising team. For a number of years, Jonathon was a Non-Executive Director on the Board of Celtel, the first pan-African mobile company. Jonathon previously worked as a founding Director of HSBC Private Equity in India (1994-2000), Electra Private Equity Partners in London and Paris (1988-1994) and Bain & Co in London (1985-1988).

Current external appointments

Jonathon is Executive Chairman of the Skagen Group, based in London. The Skagen Group is a family-owned group of companies operating in the UK, Europe and the USA, which includes green cleaning specialist Ecover and Method among its portfolio.

EDWARD BONHAM CARTER

Vice Chairman

Appointed

Group Chief Executive in 2007
Vice Chairman in March 2014

Committees

None

Skills and experience

With 35 years' experience in the investment market and 23 years working at Jupiter, including seven years as CEO, Edward has extensive knowledge of the fund management business. His role as Vice Chairman focuses on engaging with the Company's key stakeholders, including clients, prospective clients and industry bodies.

Previous appointments

Edward joined Jupiter in 1994 as a UK fund manager, after working at Schroders (1982-1986) and Electra Investment Trust (1986-1994). He was appointed Chief Investment Officer in 1999 and Joint Chief Executive in May 2000. He became Group Chief Executive in 2007 and led Jupiter through its management buyout that year and its subsequent IPO in June 2010. Edward relinquished his role as Group Chief Executive in March 2014, on Maarten Slendebroek's appointment.

Current external appointments

Edward joined the Board of Land Securities Group plc as a Non-Executive Director and member of the Remuneration Committee in January 2014 and was subsequently appointed Senior Independent Director in July 2016. Edward is also a Board member of The Investor Forum, a Trustee of the Esmeé Fairbairn Foundation, and a member of the Strategic Advisory Board of Livingbridge.

CHARLOTTE JONES

Chief Financial Officer

Appointed

Chief Financial Officer in September 2016

Committees

None

Skills and experience

Charlotte has extensive experience in the global financial services sector gained in senior financial roles and is a chartered accountant.

Previous appointments

Charlotte commenced her career at Ernst & Young where she progressed to be an audit Partner in the Financial Services Practice. She subsequently worked at Deutsche Bank for nine years in various roles, latterly as Deputy CFO and was appointed as Head of Group Finance and Chief Accounting Officer at Credit Suisse in 2013.

BRIDGET MACASKILL

Independent Non-Executive Director

Appointed

Non-Executive Director in May 2015

Committees

Member of the Nomination Committee
Member of the Remuneration Committee

Skills and experience

Bridget brings substantive knowledge and deep understanding of

the investment management industry and extensive experience at board level. She has 25 years' experience in the investment management industry and has held several senior board appointments in the UK and USA.

Previous appointments

Bridget joined First Eagle Investment LLC in 2009 where she held the position of President and Chief Executive of First Eagle Investment LLC until March 2016. Prior to joining First Eagle, she was President and Chief Executive at Oppenheimer Funds, Incorporated. Bridget has also served as a Non-Executive Director of Prudential plc, J. Sainsbury plc, Scottish & Newcastle plc and Hillsdown Holdings plc.

Current external appointments

Bridget is currently Chairman of First Eagle Holdings LLC, the parent company of First Eagle Investment Management LLC where she serves as a Senior Adviser. Bridget is also a Non-Executive Director of Close Brothers Group plc, Jones Lang LaSalle Incorporated, and is a trustee of TIAA-CREF funds.

MAARTEN SLENDEBROEK

Chief Executive Officer

Appointed

Distribution and Strategy Director in September 2012
Chief Executive Officer in March 2014

Committees

None

Skills and experience

Maarten has more than 25 years of asset management and financial services experience.

Previous appointments

Before joining Jupiter in 2012 as Head of Distribution and Strategy, Maarten spent 18 years at BlackRock and its predecessor companies. He was a member of the global operating committee and the European executive committee at BlackRock. His last two roles were Head of Solutions EMEA and Head of International Retail. Earlier in his career, Maarten gained extensive experience as a sell-side European equity analyst.

KARL STERNBERG

Independent Non-Executive Director

Appointed

Non-Executive Director in July 2016

Committees

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

Skills and experience

Karl brings some 30 years' international experience in the investment industry gained through both executive and non-executive roles.

Previous appointments

Karl was a founding Partner of institutional asset manager Oxford Investment Partners, which was bought by Towers Watson in 2013, and prior to that, held a number of positions at Morgan Grenfell/Deutsche Asset Management between 1992 and 2004 including Chief Investment Officer for London, Australia, Europe and the Asia Pacific. Since 2006 he has developed his non-executive career, with a focus on investment management and the investment trust sector in particular. From 2010 to 2015 he was a Non-Executive Director of Friends Life Group plc where he was a member of the Audit Committee and chairman of the Investment Oversight Committee. Karl was Chairman of JPMorgan Income & Growth Investment Trust plc until November 2016.

Current external appointments

Karl is the Senior Independent Director of Alliance Trust plc, and a Non-Executive Director of Herald Investment Trust plc, The Monks Investment Trust plc, Clipstone Logistics Reit plc, Lowland Investment Company plc, and JPMorgan Elect plc

LORRAINE TRAINER

Senior Independent Director

Appointed

Non-Executive Director in May 2010
Senior Independent Director in September 2014

Committees

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

Skills and experience

Lorraine brings substantial experience in human resource leadership, in the areas of cultural development, team performance and reward, both from her executive career and her work on director development.

Previous appointments

In her executive career, Lorraine has had a number of HR leadership roles in international organisations, focusing on performance development. These included Citibank NA, the London Stock Exchange and Coutts, part of the NatWest Group. Her previous roles have included Non-Executive Director of Aegis Group plc (2005-2013), and Non-Executive Director of Colt Group S.A (2013-2015).

Current external appointments

In addition to her Board work, Lorraine works in the area of director development at and around board level for a variety of international groups. She is a Non-Executive Director of Essentra plc, where she chairs the Remuneration Committee and is a member of the Audit and Nomination Committees, and of Sonae SGPS S.A, where she chairs the Nomination and Remuneration Committee and is a member of the Audit and Finance Committee.

POLLY WILLIAMS

Independent Non-Executive Director

Appointed

Non-Executive Director in March 2015

Committees

Chairman of the Audit and Risk Committee
Member of the Nomination Committee

Skills and experience

Polly has a wealth of relevant experience, including roles with particular responsibility for audit and risk oversight, and is a chartered accountant. Previously, Polly was a Partner with KPMG, with responsibility for the Group Audit of HSBC Group plc.

Previous appointments

Polly's previous non-executive directorships include Worldspreads Group plc, APS Financial Limited, Z Group plc, National Counties Building Society (as Chairman) and Scotiabank Ireland Limited.

Current external appointments

Polly is a Non-Executive Director of TSB Banking Group plc, where she is Chairman of the Audit Committee and a member of the Risk and Remuneration Committees. She is also a Non-Executive Director of Daiwa Capital Markets Europe Limited and XP Power Limited. Polly serves as a trustee of the Guide Dogs for the Blind Association and is Chairman of the Trustees for the Westminster Almshouses Foundation.

1. ENTITLEMENT TO ATTEND AND VOTE

A shareholder who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. Such a proxy need not also be a shareholder of the Company, but must attend the meeting in person for the shareholder's vote to be counted. If a shareholder appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the shareholder.

2. APPOINTMENT OF PROXIES

A Form of Proxy for use by shareholders at the AGM is provided with this document. If a shareholder wishes to appoint more than one proxy and so requires additional Forms of Proxy, the shareholder should photocopy the Form of Proxy or contact Capita Asset Services on 0871 664 0300*. In order to be valid, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy thereof) must be lodged with the Company's Registrar using the prepaid envelope provided or by one of the following methods:

- (i) in hard copy, by post using the pre-paid envelope provided to PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or
- (ii) by courier or by hand (during normal business hours only) to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
- (iii) in the case of CREST electronic proxy appointment service, in accordance with the procedures set out below,

and in each case to be received by Capita Asset Services no later than 3.00pm on 15 May 2017. Completion and return of the Form of Proxy will not prevent the shareholder from attending the meeting and voting in person. Amended instructions must also be received by Capita Asset Services by the deadline for receipt of Forms of Proxy.

*(Calls cost 12 pence per minute plus network extras, lines are open 9.00am to 5.30pm Monday to Friday).

3. REGULATION 41 OF THE UNCERTIFICATED SECURITIES REGULATIONS 2001 (AS AMENDED)

The Company specifies that only those shareholders registered on the Company's register at 6.00pm on 15 May 2017 (the 'Specified Time') (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.00pm on the day which is two working 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 purpose of determining the entitlement of members 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.

4. CREST VOTING

CREST members who wish to appoint a proxy or proxies by utilising 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 & Ireland 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: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 2 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 his 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 providers 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).

5. CORPORATE REPRESENTATIVES

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

6. NOMINATED PERSONS

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies 2006 Act (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 Notes 1 and 2 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.

7. 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' vote 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.

8. VOTING RIGHTS

As at 24 March 2017 (the latest practicable date before the publication of this Notice) the Company's issued share capital comprised 457,699,916 ordinary shares of 2 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. The total voting rights in the Company as at 24 March 2017 are 457,699,916.

9. WEBSITE

A copy of the Notice of Meeting and other information required by section 311A of the Act can be found at www.jupiteram.com/Jupiter-Fund-Management-plc.

10. SHAREHOLDER REQUESTS UNDER SECTION 527 OF THE ACT

Under section 527 of the Act, shareholders 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 auditors' report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual report and accounts were laid in accordance with section 437 of the Act. The Company

may not require the shareholders requesting any such website publication to cover any costs incurred in complying with sections 527 to 528 of the Act and is required to forward any statement placed on a website to the Company's auditors not later than the time when it makes the statement 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.

11. SHAREHOLDER QUESTIONS

All shareholders and their proxies will have the opportunity to ask questions at the AGM. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a shareholder attending the meeting. When invited by the Chairman, it would be useful if you could state your name before you ask your questions. Shareholders should note that questions need not be answered at the meeting if, (i) it would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question or, (iii) 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 Chairman to provide, he may nominate a Company representative to answer a specific question after the meeting.

12. SHAREHOLDERS

Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in the Notice of AGM, Form of Proxy or 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).

13. INSPECTION OF DOCUMENTS

The following documents may be inspected at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded), from the date of this notice to the date of the AGM and will be available for inspection at the AGM from 2.45pm on 17 May 2017 until the conclusion of the meeting:

- Register of members;
- Copies of the Executive Directors' service contracts;
- Copies of the letters of appointment of the Non-Executive Directors;
- Articles of Association (Current Articles marked to show all the changes proposed and New Articles); and
- Details of proxies received.

14. SHAREHOLDER RIGHTS

Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:

- (a) to give, to members 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, must be authorised by the person or persons making it, must be received by the Company not later than 4 April 2017, 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.

GETTING TO THE ANNUAL GENERAL MEETING

This year's Annual General Meeting will be held at

3.00pm on 17 May 2017 at
The Zig Zag Building,
70 Victoria Street,
London,
SW1E 6SQ.

Travelling to the AGM

The closest Underground stations are Victoria and St James's Park. The nearest bus stop is Westminster Cathedral. Car parking facilities can be found at Victoria train station.

