ACTIVE STEWARDSHIP GUIDED BY PURPOSE

JUPITER FUND MANAGEMENT PLC

Stewardship Report for FY 2023
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JUPITER

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CHIEF EXECUTIVE OFFICER'S STATEMENT

I was appointed Chief Executive Officer in October 2022, and since then have sought to evolve our wider corporate strategy with, among other things, a focus on broadening our appeal to a wider range of clients and deepening our relationships with all stakeholders. As this relates to ESG, we have expanded the resources we allocate to sustainability and stewardship to help us deliver on our client's evolving expectations.

I am delighted to present Jupiter's Annual Stewardship Report for the period ending 2023.

Our industry faces various regulatory developments that have a bearing on client sustainability preferences and impact how specific products are designed and managed. In addition, client demands continue to call for greater transparency on stewardship-related outcomes around voting and engagement. As such, in 2023 we had a major focus on how we equip and structure ourselves to drive the business forward in relation to ESG capabilities.

As a trusted investment fiduciary, we are always seeking to deliver good investment outcomes, with these efforts supported by an ongoing focus on our responsibilities to be effective stewards of our clients' capital. However, as a former investment manager, I understand that effective stewardship is not only determined by resource, systems and processes. These are all important components, but success requires the appropriate active-ownership culture in our Investment Management department. Matt Morgan was internally promoted to Head of Fixed Income in late 2022 and Kiran Nandra joined Jupiter as Head of Equities during the summer of 2023. Both individuals are part of our Investment Management Leadership Team (IMLT) and play a crucial role in a culture that continues to integrate stewardship.

We never lose sight of the privilege it is to manage client capital. Each of our clients has different needs, and we seek to reflect the diversity of these needs in all that we do for our clients. Our stewardship activity needs to reflect this too. We recognise that we live in a very polarised world, and investors have to navigate complex issues thoughtfully and purposefully.

At Jupiter, we adopt an engaged approach with companies and, where relevant, with other market participants to ensure that we are making insightful investment decisions. We will keep moving forward, with purpose.

Matthew Beesley
Chief Executive Officer

HEAD OF STEWARDSHIP STATEMENT

Welcome to Jupiter's Stewardship Report for 2023. At its heart, stewardship is about striving to fulfil our duties to clients, as well as putting this effort in the context of the wider environmental, economic and social agenda.

Much of this report is centred on the activity of our Investment Management teams, who work in collaboration with the Sustainability and Stewardship team. This partnership between investment teams and ESG experts is very important when considering our ability to engage with companies and be able to draw meaningful insights.

The complexity and severity of real-world challenges, coupled with increasing regulations, means our ongoing stewardship effectiveness will be influenced by how we move forward as an organisation. There has been an immense amount of work over the period by various functions within Jupiter, which has played a role in enabling us to strengthen ESG integration and to help us perform as effective stewards.

As investors it is an honour to represent our client's interests and undertake work that offers so many valuable insights and connects us to so many stakeholders. Stewardship involves continual learning, and it is important to put these lessons into practice. We hope the activity outlined within this report demonstrates our commitment and values as investors.

Ashish Ray
Head of Stewardship

PRINCIPLE 1: PURPOSE, STRATEGY AND CULTURE

We are a specialist, high-conviction, active asset manager whose purpose is to create a better future for our clients and the planet with our active investment excellence. As an active manager, stewardship plays an important role in our pursuit of sustained value creation. Our purpose and values support the overarching belief expressed in the UK Stewardship Code 2020 with respect to the creation of long-term value for clients and beneficiaries leading to sustainable benefits to the economy, environment and society.

We recognise that asset managers have an important role to play in the allocation of capital, both as active owners and long-term stewards of the assets we invest on behalf of our clients. A materiality-led approach to ESG informs our investment decision making and risk analysis. Accountability for stewardship decisions and actions rests with the individual investment managers for their portfolios. However, at an organisational level, responsibility for Jupiter's stewardship efficacy and the shaping and application of relevant policies falls under the remit of the Head of Equities and Head of Fixed Income, with input from the Head of Stewardship and Head of ESG Research & Integration.

Our dedicated Sustainability & Stewardship team highlights material ESG issues to our investment managers who, as the ultimate decision makers, determine the materiality of each issue for their asset classes within the context of their investment processes. ESG materiality and extra-financial analysis is integrated into our investment managers' analyses and, alongside other relevant factors, informs their decision making around asset allocation, portfolio construction, security selection, position sizing, stewardship, engagement and decisions on whether to remain invested or to exit a position.

To supplement the understanding of our investment beliefs, this document should be read in conjunction with the:

- **Responsible Investment Policy:** We describe our ESG focus issues – climate, biodiversity, human capital, human rights, health and safety and corporate governance.
- **Proxy Voting Policy:** Our approach to how we make informed voting decisions is outlined as well as our position on a range of voting themes recognised in the market covering both governance and sustainability issues.

ACTIVITY

This report in its entirety discloses relevant organisational and investor actions that work towards ensuring effective stewardship.

This report has been approved by Jupiter's Investment Oversight Committee (IOC), which includes representation from the Head of Equities and Head of Fixed Income.

EVIDENCING EFFICACY

The efficacy of our engagement activity is covered later in this Report, in Principles 9-11. From a governance strategy point of view, during 2023 we strengthened our dedicated Sustainability & Stewardship function with additional hires and new senior roles – including a Head of ESG Research and Integration – that brings our dedicated headcount in this area to 14 as at 31 December 2023, up from six at the start of 2022. Furthermore, the appointment of a Head of Investment Management Controls, in the separate Investment Management department, brings a first-line overview of how our investment teams operate with an initial emphasis on formalising a consistent set of operating procedures in line with our wider policies which is customised to the specific characteristics of each team.

We have also continued to enhance our investment management governance framework to make it more cohesive and to further integrate stewardship and its oversight into our investment processes. A new committee structure with clear lines of reporting and accountability, as detailed in Principle 2, has enabled better monitoring and oversight of our investment activity in regard to governance procedures and effectiveness.

Caption: Chris Mahoney (Investment Manager) in discussion with members of Client Group (Victoria Glatman, Edward Robinson).

OUTCOMES

Jupiter continues to evolve as a business, and over the period we have taken steps to enhance teams and leadership capabilities. Much of the focus in this report resides with the Investment Management department and Sustainability & Stewardship team. We formed an IMLT in H2 2023 with the appointment of a Head of Equities and Head of Fixed Income. The IMLT has already implemented reforms that involve stewardship governance and oversight.

Changes to the Stewardship function were initiated in October 2022 with the team moving to report to the Chief Strategy and Transformation Officer, which is part of Jupiter's corporate division reporting into the CEO. The responsibilities of the Sustainability & Stewardship team are firmly aligned with investment management. However, major market developments require greater connectivity and workflow between the Sustainability & Stewardship team and the rest of the business. Consequently, this move into our corporate function was engineered so we could be better placed to make ESG process improvements required elsewhere in the business, while also providing clarity, resource and freedom for the Sustainability & Stewardship team to more effectively partner with Investment Management. The team was also reshaped to incorporate Corporate Sustainability and, as mentioned above, a new ESG Research & Integration function was created.

- More details about this team's expansion are outlined under Principle 2 with respect to new leadership and expertise to develop a dedicated ESG Research & Integration team within the wider Sustainability & Stewardship team, which formally commenced in September 2023. Enhancing our ability to serve as effective stewards was very much at the forefront of this internal development.
- These reforms have been designed to improve Jupiter's overall ESG capabilities, but it is also a very purposeful move to assign dedicated stewardship focus and specialisation within the wider Sustainability & Stewardship team to more effectively partner with Investment Management.

PRINCIPLE 2: GOVERNANCE, RESOURCES AND INCENTIVES

Teamwork is essential to how we serve clients and act as effective stewards. Wider management reforms over the period have strengthened governance, oversight and connectivity around stewardship.

In 2023, we made changes to our governance and management structures, an effort that is in line with our strategy to reduce undue complexity and to be as focused and efficient as we can be in serving our key stakeholders. One change was the creation of the Strategy & Management Committee, chaired by the CEO and including all his direct reports, and replacing the previous Executive Committee. Three other committees also were created to reflect the developments and expectations of the various regulators who oversee Jupiter's business and operations in the jurisdictions in which we operate.

The information below helps outline how our chosen organisational structure aids our stewardship approach. Key corporate decision makers and management personnel governing business processes and resources around stewardship are members of the Strategy & Management Committee with a direct line to the CEO.

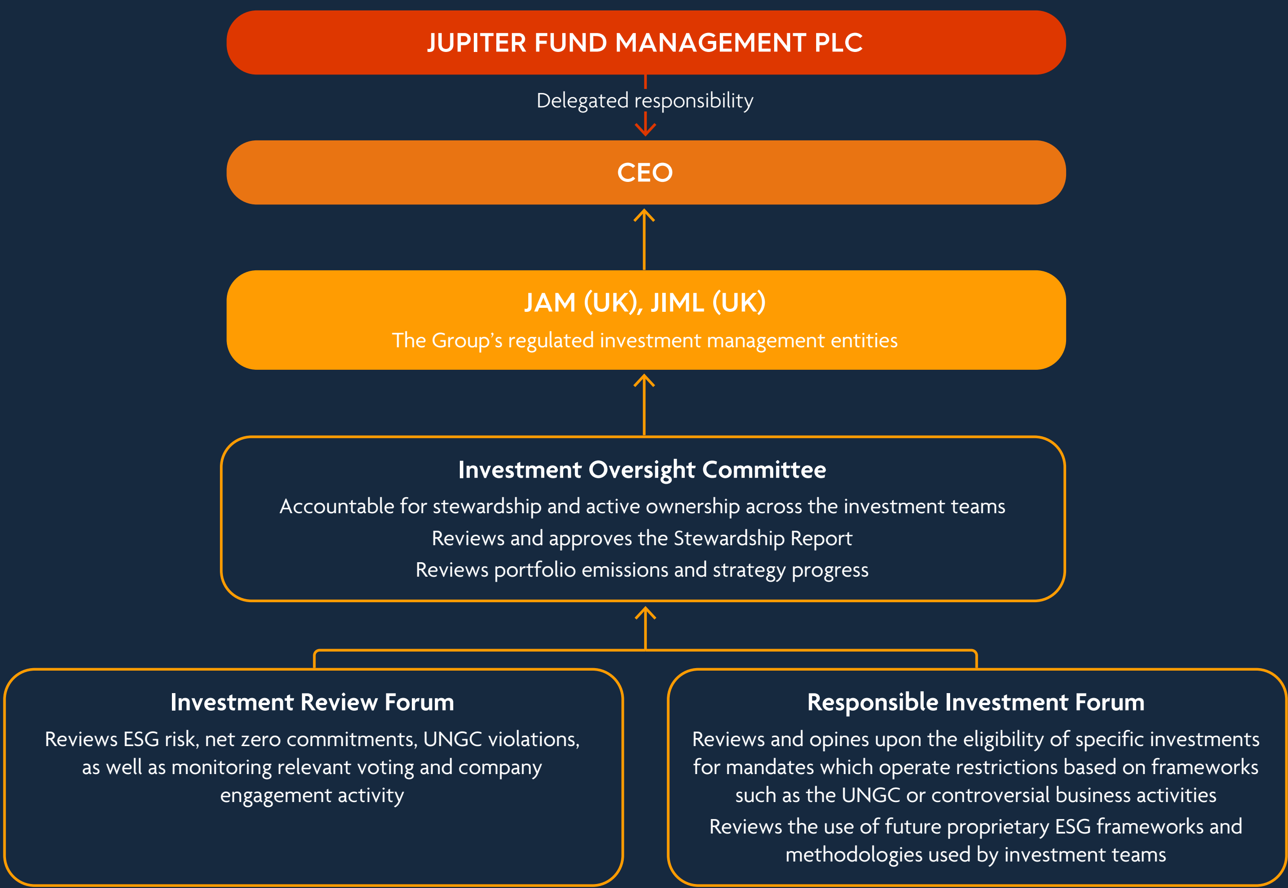
This benefits information flows and helps the firm assess how we need to strengthen our capabilities. The Head of Equities and Head of Fixed Income are also represented on this Committee, and this enables our firm-wide leadership to be kept abreast of ESG matters, including the stewardship agenda.

GOVERNANCE

We have also implemented various enhancements to our ESG and stewardship governance and policies:

- The Responsible Investment Forum (RIF) was created in 2023 to further enhance the internal review of ESG investment considerations;
- A new structure and leadership for the Sustainability & Stewardship team, including a newly hired Head of ESG Research and Integration, a Senior ESG Research & Integration Manager and a Sustainability Business Manager;
- A new internal engagement framework to formalise and enhance procedures to incorporate ESG into the investment process;
- A new Head of Investment Management Control to enhance oversight and review of ESG and sustainability risks;
- An updated Responsible Investment Policy; and
- An updated Proxy Voting Policy.

ESG GOVERNANCE



Sustainability governance

Jupiter's Board, together with our executive Strategy & Management Committee, sets and oversees our corporate strategy, which includes our corporate sustainability commitments and positioning.

We made changes to our committees in 2023 to enhance the focus and efficiency of governance and management structures. As part of this restructure, we have transferred the responsibilities of the Sustainability Committee to various governance and management committees, aligned with each committee's core activities.

Sustainability matters will continue to be challenged and overseen by the Board of JFM and, where appropriate, subsidiary boards across the Group.

Investment Oversight Committee (IOC)

The IOC is accountable for Jupiter's stewardship and active ownership across our investment teams. The IOC has broad responsibilities, including the monitoring of stewardship activities reported through its monthly sub-committee, the Investment Review Forum (IRF) and the Responsible Investment Forum (RIF), and considering where appropriate any recommendations for action made by those bodies.

The IOC's membership includes the Head of Fixed Income and Head of Equities, who are responsible for overseeing stewardship and ESG integration in their respective asset classes. Individual investment teams are responsible for stewardship and ESG integration activity within their own investment strategies. They are assisted in these endeavours, as highlighted above, by the Sustainability & Stewardship team (see below under experience and expertise).

Responsible Investment Forum (RIF)

The RIF gives its opinion on the actions of companies in the context of frameworks such as the United Nations Global Compact (UNGC) or controversial business activities and also reviews investment risks related to conflicts of interest or good governance. In addition, the RIF will be used to review the use of future ESG frameworks and methodologies to ensure they are fit for purpose. The five-member forum consists of the Head of ESG Research and Integration, Head of Stewardship, Head of Equities, Head of Fixed Income and Head of Investment Risk. The forum's findings are shared with the IOC.

Sustainability Advisory Council (SAC)

The SAC is an advisory body of internal and external experts with complementary expertise in the fields of academia, investment environmental policy, climate and carbon finance.

While the SAC has no authority with respect to investment decisions, its role is to provide expert counsel, insight and guidance on material sustainability issues for our labelled sustainability funds and broader strategies. In this context, the SAC has a remit to advise and bring expertise to sustainability topics to the attention of investment and Sustainability & Stewardship teams as appropriate.

The council meets on a quarterly basis and is chaired by a member of the ESG Research & Integration team.

RESOURCES

Experience and expertise: Sustainability & Stewardship team

The sustainability and stewardship function assists investment teams with ESG integration and active-ownership duties through bilateral and collective engagement, including the considered use of proxy voting. The investment management teams also carry out desk-based proprietary research, assess third-party ESG research and sell-side research. The Sustainability & Stewardship team was redesigned in October 2023 and continues to serve as the central ESG resource to the investment management department. However, this wider grouping is now segmented within three distinct (but interconnected) remits. The areas of responsibility are as follows:

- **Stewardship team:** The Stewardship team works with our investment managers and plays a critical role in the planning and execution of Jupiter's investor stewardship duties and outcomes.
- **ESG Research & Integration team:** The ESG Research & Integration team works in tandem with the Stewardship team to deliver effective ESG integration support to our investment teams. The team's responsibilities include the development of internal frameworks and ESG data sets to help our investment managers identify ESG-related risks and opportunities. Analysts within the team support individual investment managers and are responsible for in-depth research on the core material issues we have identified in our Responsible Investment Policy. As well as conducting proprietary ESG research, a core focus of the team is the intelligent application of ESG data to enhance the investment process and create an efficient and effective ESG operating model. The team currently has six members.
- **Corporate Sustainability:** The Corporate Sustainability team leads and delivers on our firm-wide sustainability ambitions and objectives and ensures alignment between our corporate and investment footprints, including our net zero commitments. This includes partnering with all business areas to integrate sustainability, driving external engagement with clients, collaborating with external bodies and supporting best practice outcomes at an industry level.

These three teams are supported by the Sustainability Business Manager, who is responsible for delivering critical ESG projects and initiatives within the sustainability and stewardship function, while working closely with colleagues across the wider business to improve Jupiter's broader organisational approach to ESG.

The Sustainability & Stewardship team saw its resources increase during 2023, with a reinforcement of expertise through the appointment of a dedicated Head of ESG Research & Integration who also brings considerable capital markets experience. This has created a skilled and balanced group, and individuals within the Sustainability & Stewardship team have experience in one or more of the following fields:

- Biodiversity; climate; corporate governance; compliance and regulatory affairs; consultancy; private markets; operations; proxy voting; corporate and policy engagement; economics; fixed income; equities.

Jupiter has dedicated investment teams operating sustainability strategies within Fixed Income, Global Equities and Thematic Investing (fundamental equities). Further details about these teams can be found on our website.

First-line controls

The new role of Head of Investment Management Control was created to strengthen existing structures. The role is to provide first-line oversight of the investment desks, including ESG and sustainability matters.

Over the period, Investment Management Controls and the Stewardship team have jointly produced an engagement framework, which is a step-by-step process for investment managers to undertake and record engagement activity.

Systems

- Projects which have been completed and actioned with respect to ESG data and systems during the period include Sustainable Finance Disclosure Regulation Level 2 Regulatory Technical Standards with respect to data analysis and reporting on matters connected to principal adverse impacts and sustainable investments. This involved our Data Science team running comparison exercises across vendors on certain aspects before making an investment into the data. The exercise looked at data quality and coverage, and feedback was provided to the vendors in question.
- Proxy voting is a representation of our clients' interests and underpins both accountability and the alignment of interests between asset owners and beneficiaries. We, therefore, understand the appetite for increased transparency and insights within this area. Proxy voting disclosures and policy were an area of focus during 2023, and enhancements have been implemented. Over the period, we engaged our voting service provider to enhance proxy voting provisions to include climate analysis.
- Refer to Principle 4 for more details concerning our progress in harnessing climate data as part of our net zero commitments.

Training programmes and opportunities

Developing the right skills across our business is crucial to the effective integration of sustainability and stewardship. During 2023, we provided staff with foundational education on ESG and sustainability, delivered by third-party experts, with the objective of deepening our overall knowledge base. This helps our people stay informed about ongoing regulatory developments and our responsibilities in relation to stewardship and ESG matters across the various territories in which we operate.

We also offer our people the opportunity to undertake company-funded external qualifications and training, and the business has sponsored employees wishing to embark on the CFA Certificate in ESG Investing.

INCENTIVES

Performance management

Stewardship has featured within the annual appraisals of our investment personnel. Given the significant leadership changes to our Investment Management department during 2023, the new leadership team has taken time to review matters before positioning appropriate performance management criteria to incentivise stewardship.

For FY24, stewardship and ESG will be factored into Investment Management objectives. These are centred on ESG and stewardship priorities being well defined and integrated into the investment approach and evidenced accordingly.

Executive remuneration

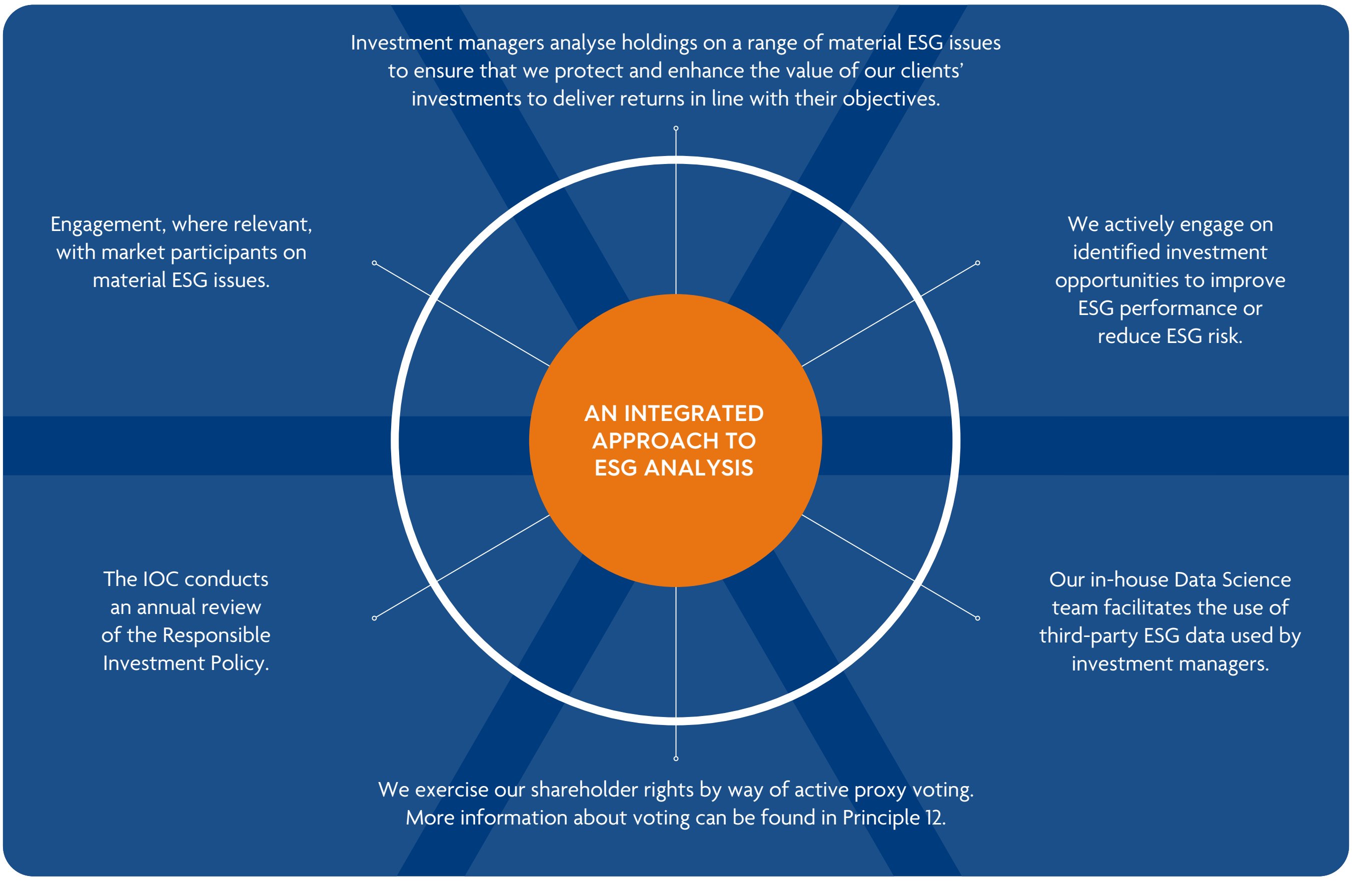
The tone from the top is essential in setting standards and cultural alignment. Sustainability, including climate change, was one of several corporate strategic performance metrics assessed as part of the Executive Directors' overall performance in 2023. All strategic performance measures comprised 25% of the Executive Directors' bonus metrics within the balanced scorecard.

Caption: Members of Investment Business Management (Zeena Bazzaz, Nick Dray) in conversation with Alastair Irvine (JIFT).

OUR MATERIALITY APPROACH TO ESG

We take an integrated approach to ESG analysis, involving dedicated ESG resource and investment managers who integrate these issues into their investment processes.

The below diagram highlights tools we use to analyse material ESG topics within our investments.



ESG data and investing in ESG analysis

ESG data, both qualitative and quantitative, is critical to support investment managers in their decision making and to provide transparent reports for our clients. During 2023, we enhanced our ESG data strategy to improve effectiveness and transparency, such as developing internal frameworks, while developing frameworks and making investment-related ESG data easily accessible.

Effectiveness of governance structures and future outcomes

We reviewed the effectiveness of our sustainability and stewardship governance structures considering our changing business needs and the evolution of ESG regulation across the jurisdictions in which we operate.

The abovementioned developments have been shaped so that sustainability and stewardship communication, decision making and oversight are strengthened. These changes were also borne out of wider reforms from the new IMLT and strategic changes made to the Sustainability & Stewardship team through the Chief Strategy and Transformation Officer's remit. In aggregate, the effectiveness of these needs to be assessed over a longer period, and we will continue to monitor and update accordingly in future reporting.

Areas for development 2024

- Review progress of the newly installed governance structures.
- Develop stewardship protocols for Sustainability Disclosure Requirements (SDR).
- Enhance ESG data dissemination as an investment tool, with oversight capacity and client reporting.
- Continue to enhance our engagement record-keeping systems, to deliver greater insight for our clients.

PRINCIPLE 3: CONFLICTS OF INTEREST

Confidence in the ability of our stewardship practices to manage potential conflicts of interest is vital if we are to retain the trust of our clients and stakeholders.

Jupiter takes all appropriate steps to prevent conflicts of interest. Where a conflict of interest cannot be prevented, Jupiter takes all appropriate steps to manage and monitor such conflicts of interest.

JUPITER'S ORGANISATIONAL APPROACH

Jupiter Asset Management Limited is an investment management company whose parent company is Jupiter Fund Management plc (JFM). Our objective as investment managers is always to act in our clients' best interests, including when considering matters such as voting and engagement, and to properly manage any potential conflicts of interest. Our funds may not invest in the shares of JFM.

In accordance with Financial Conduct Authority requirements, Jupiter maintains a Conflicts of Interest Policy appropriate to our size and organisation and to the nature, scale and complexity of our business. This policy is an internal document; however, in the interests of transparency, we also publish our Conflicts of Interest Statement publicly on our website.

Jupiter maintains and operates organisational and administrative procedures and arrangements designed to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interests of clients. The Conflicts of Interest Policy outlines where a conflict may occur and describes the processes we have put in place to limit conflicts. This is directly linked to Jupiter's stewardship protocols, where we actively manage risks and flag potential conflicts before or when they arise. For example, the policy includes procedures on employees' personal account dealings, inducements and outside business interests.

JUPITER'S APPROACH TO VOTING

We publicly disclose our approach to voting in our Responsible Investment Policy and, in 2023, we updated our Proxy Voting Policy. Conflicts of interest are duly covered in the Proxy Voting Policy and summarised below.

We are fully transparent about our voting records. From Q2 2024, we will introduce improvements to enhance both public transparency and accessibility of this data by hosting fund-by-fund and group-voting breakdowns together with associated statistics. **Please refer to voting disclosures.**

The following measures are in place to guard against conflicts of interest in the voting process. Examples of potential conflicts of interest include:

i. Where an investment manager decides to invest client money into an investment trust that is also managed by the same individual, conflicts are considered where the manager has vote discretion. The investment manager will not have direct voting authority.

Where a Jupiter-managed fund invests in a Jupiter-run listed vehicle, the ballot will be reviewed by the stewardship team with reference to this policy and independent third-party guidance. A voting outcome will be resolved with a recommendation to the Non-Executive Directors of the fund Board who will exercise the voting rights as they deem appropriate. The Head of Equities is also informed of this process.

ii. Conflicts may arise where a director or employee of the Group is a director at one of our investee companies.
iii. Conflicts may arise where we hold the listed securities of a client-related organisation. For instance, Jupiter may have client relations with an insurance arm of a financial services group in which we are invested.
iv. Conflicts may arise in the case of mergers and acquisitions, where a single investment strategy owns securities issued by both the acquiring company and the target company. The investment manager will have access to third-party research and the Sustainability & Stewardship team to consider any ESG concerns relating to the deal.

Voting discretion and accountability remain with the investment manager under scenarios ii to iv. Use of independent third-party data and guidance from the Stewardship team is also applied in these circumstances.

These cases are discussed at the monthly IRF.

INVESTMENT PERSONNEL

To monitor conflicts of interest effectively across our fund management teams, we require all investment personnel to disclose any personal investments within 10 business days of joining the Company. Procedures are in place to ensure potential conflicts are declared at the earliest opportunity. In addition, employees are required to complete a yearly attestation to confirm compliance with Jupiter's conduct rules including conflicts of interest. Employees and connected persons must also disclose any outside business interests and obtain pre-authorisation to trade on their personal accounts for assets that are in scope of Jupiter's Personal Account dealing rules.

COMPLIANCE TEAM

Our Compliance team provides advice and training to all staff on the identification, prevention, management and monitoring of conflicts of interest and maintains the Conflicts of Interest Policy and the Conflicts of Interest Register, which details potential conflicts impacting Jupiter, as well as the internal arrangements and procedures in place to manage those potential conflicts. These arrangements, including those specific to stewardship and voting, are reviewed quarterly and if the business changes or significant events occur. All staff are required to comply with Jupiter's Code of Ethics covering personal account dealing, gifts and hospitality, outside business interests and political contributions.

MARKET ABUSE REGULATION TRAINING FOR INVESTMENT STAFF

Jupiter requires all investment staff to attend annual mandatory market abuse regulation (MAR) training. These sessions are typically facilitated by an external law firm, and the training encompasses a broad range of factors and technical updates surrounding MAR. These sessions are comprehensive and cover a wide range of investment themes, including stewardship responsibilities.

UNLISTED ASSETS

As of February 2023, we decided to change Jupiter's policy regarding unlisted assets. We will no longer make any new private investments through our open-ended funds. Where we retain very small stakes in a minimal number of unlisted assets, we will prudently manage these exposures over time with a view to generating maximum value for our clients. This decision is consistent with client feedback and aligns with our overall ambition of decreasing undue complexity in our business and taking decisive action to ensure our investment offering best reflects the needs and demands of our clients.

OUTCOMES

In 2023, there were no identified conflicts of interest associated with our stewardship role that could not be managed.

PRINCIPLE 4: SYSTEMIC RISKS AND PROMOTING WELL-FUNCTIONING MARKETS

We are committed to working with stakeholders, and within our capabilities, respond to market-wide and systemic risks to help promote well-functioning markets.

As an active asset manager, we believe our investment managers are well placed to identify and respond to market-wide risks. We have policies in place to direct our investment managers, but we do not have a "house view", which gives our investment management teams the freedom to follow their own active, high-conviction approaches and deliver returns for clients. Additionally, our experience and commitment to active ownership is centred on client duty and the pursuit of sustained value creation.

ROLE IN INDUSTRY INITIATIVES

We are aligned with the Code's focus on working with stakeholders to promote the continued improvement of the functioning of markets. Details on our activity with stakeholders and associated collaborative engagement can be found in Principle 10, where we highlight our role and contribution to industry initiatives. We have taken a focused approach to market initiatives commensurate with Jupiter's size and investment approach.

IDENTIFYING SYSTEMIC AND STRATEGIC ESG RISKS

Through our Responsible Investment Policy, we have developed a process for identifying systemic and strategic ESG risks. We have identified a core set of material issues that our investment managers are able to interpret as appropriate for their asset classes and investment processes.

Engagement supports our approach to tackling material ESG issues and encourages well-functioning markets by addressing systemic risks directly with our investee companies.

We have identified the following material issues:

- Climate;
- Biodiversity;
- Human rights;
- Human capital;
- Health and safety; and
- Corporate governance.

Throughout the year, we increased our dialogue with clients and companies on ESG issues, including conducting our first client survey and supporting our clients with navigating systemic risks such as climate risk reporting. Further information can be found under Principle 6.

SYSTEMIC RISK: BIODIVERSITY

There is a growing consensus that biodiversity loss poses a significant systemic risk to capital markets, as the economy and financial assets are dependent upon the ecosystem services provided by the environment and nature. Jupiter acknowledges the importance of the financial sector in preventing, halting and reversing ecosystem degradation. We have experience investing in businesses that offer environmental and ecological solutions, and we have developed subject matter expertise within our investment teams and our ESG Research & Integration team. Biodiversity remains one of the material ESG issues identified within our Responsible Investment Policy, a signal of its importance to our investment strategy approach.

As a Finance for Biodiversity (FfB) Pledge signatory and Foundation member since 2021, we have committed to the five core Pledge elements: to collaborate, share knowledge, engage with companies, assess our impact, set targets, and publicly report on these activities by 2025. We remain involved in the FfB's "Engagement with Companies" Working Group and are working towards meeting the Pledge requirements and intend to report a full progress update in due course.

A YEAR OF ACCELERATED POLICY RESPONSE

With the Kunming-Montreal Global Biodiversity Framework being adopted at the COP15 summit in December 2022, 2023 was a year of accelerated policy response. A key event was the publication of the Taskforce on Nature-related Financial Disclosures' (TNFD) final recommendations, a much-anticipated framework, which complements both the language and structure of the Taskforce on Climate-related Disclosures (TCFD) and the International Sustainability Standards Board (ISSB). This guidance should encourage businesses and finance to assess, report and act on their nature-related dependencies, impacts, risks and opportunities.

The European Union also passed the Deforestation Regulation in June 2023, effective 30 December 2024, which aims to restrict EU-linked deforestation by halting the sale and export of goods unless they are "deforestation-free" and have been so since December 2020. The introduction of this regulation and associated risks and opportunities has been featuring regularly in our investee-company engagements where relevant.

INTEGRATING NATURE INTO OUR STEWARDSHIP AND INVESTMENT PROCESSES

Following the establishment of our ESG Research & Integration team, we have a dedicated analyst who assists investment teams with thematic research on nature and biodiversity.

HIGH-IMPACT COMPANIES AND ENGAGEMENT

During the year, we continued to analyse selected companies within high-impact sectors across our equity and corporate bond holdings, to better understand nature-related impacts, dependencies, risks and opportunities. We conducted deep dives into these companies, exploring their high-risk classification, identifying nature-related disclosures and ambitions, any evidence of related controversies, if they offer any solutions, and whether there is any evidence of biodiversity-related policy and regulation lobbying. For location-specific biodiversity and water risk analysis, we used tools such WWF Risk Filter.

Looking ahead, we plan to build upon the quality of the portfolio-level analysis across strategies as available data develops, company disclosures improve and the market's understanding of these nascent issues progresses in an effort to deliver real-world outcomes for our investment strategies and, ultimately, our clients.

SOVEREIGN FRAMEWORK

We have incorporated nature-related data points such as biodiversity and protected areas (marine and terrestrial), deforestation, water pollution and stress, and waste generation into our proprietary Sovereign ESG Framework. Among other things, the framework provides our investment teams with insight into a country's nature-related risks. More information about the Sovereign ESG Framework can be found in the upcoming section on climate change systemic risks.

COLLABORATIVE ENGAGEMENT

We acknowledge the importance of industry collaboration on the nascent topic of biodiversity. Collaboration with peers enables industry debates. As climate initiatives such as Climate Action 100+ demonstrate, investor coalitions can establish a common agenda for engagements, define company expectations and ultimately drive corporate action. During 2023, we participated in two collaborative initiatives:

Nature Action 100

Nature Action 100 is a global investor engagement initiative focused on driving greater corporate ambition and action to reverse nature and biodiversity loss. The initiative engages companies in key sectors that are deemed to be systemically important in reversing nature and biodiversity loss by 2030.

Jupiter joined the initiative as an investor participant in September 2023 and signed several baseline engagement letters sent to the initial 100 companies identified by the initiative. We have been assigned to the investor engagement groups for two companies in the speciality chemicals and food industries. In collaboration with our peers, we look forward to engaging with them in 2024 on corporate actions required to protect and restore nature and ecosystems.

FAIRR

The FAIRR Initiative (FAIRR) is a collaborative-investor network that raises awareness of the ESG risks and opportunities in the global food sector. We have joined FAIRR on various UK and overseas engagements over recent years, and this included workstreams relating to sustainable proteins, aquaculture and waste and pollution.

We have continued with this valued relationship in 2023, collectively partnering on a targeted waste and pollution engagement with JBS. Please refer to Principle 10 for relevant case study.

SYSTEMIC RISK: CLIMATE CHANGE

Climate policy: Shifting the landscape from target setting to transition planning

The impact of climate change is one of the key issues facing our society and one that impacts all companies. We recognise climate change as a material systemic risk to our business and investments.

In 2023, we noticed an industry-wide policy shift from companies setting climate targets and disclosing greenhouse gas (GHG) emissions, to developing and delivering on credible climate transition plans and raising capital to finance climate transition. In July 2023, the UK government published its third National Adaptation Programme[1], explaining the key actions required to deliver their Green Finance Strategy 2023. The UK Transition Plan Taskforce (TPT) published the final disclosure framework in October 2023, providing recommendations to help companies, including asset managers, make high-quality, credible, consistent and comparable climate transition plan disclosures. The Prime Minister's national statement at COP 28[2] clearly recognised the increasing gap between climate pledges and delivery on those pledges, which is undermining the credibility of climate commitments.

1. Government response to the Climate Change Committee 2023 report to Parliament – progress in adapting to climate change – GOV.UK (www.gov.uk).
2. PM's National Statement at COP28: December 01 2023 – GOV.UK (www.gov.uk).

JUPITER'S CLIMATE STRATEGY– PUBLISHED IN 2023

In 2023, we published our climate strategy, which sets out our group-wide climate commitments and near-term actions to achieve these commitments.

Carbon emissions from the investments we manage on behalf of our clients make up the largest proportion of our carbon footprint. We joined the Net Zero Asset Managers initiative (NZAM) in 2021. As of October 2021, we committed 42% AUM, consisting of our fundamental, long-only, developed market equities and Article 8 and 9 strategies, as in-scope of our portfolio net zero targets. As NZAM members, we are committed to supporting the goal of net zero GHG emissions by 2050 or sooner, in line with global efforts to limit warming to 1.5°C, and our climate strategy sets out Jupiter's group-wide climate commitments including:

- Interim 2030 and long-term 2050 net zero targets.
- Approach to the management of our climate-related risks and opportunities.
- Implementation plan to decarbonise our operational and financed emissions.

We expect that the transition to a more sustainable economy will not be linear nor risk-free and that policy actions and inactions will influence both the pace of the transition, how asset prices respond and the investment objectives of our managed portfolios. There is also an inherent expectation that governments and policymakers will deliver on commitments to achieve the 1.5°C temperature goal of the Paris Agreement.

Further details to our net zero approach can be found in Jupiter's climate strategy, which is available on our website. We report below how the climate strategy supports our stewardship commitments.

ACCELERATING PORTFOLIO TRANSITION

Our strategy to accelerate portfolio transition is based on four key approaches. At an investment strategy level, our investment teams can assess asset alignment based on the Net Zero Investment Framework (NZIF), portfolio carbon intensity, science-based decarbonisation targets in accordance with the Science Based Targets initiative (SBTi) and temperature pathways or scenarios consistent with the goals of the Paris Agreement. Such analysis informs our assessment of climate risks in our portfolios. We also recognise that our approach will need to be updated periodically to respond to evolving regulation, industry best practice, data availability and client needs.

With the establishment of our ESG Research & Integration team in 2023, we have focused and dedicated resource to assist investment teams with integrating proprietary climate research and third-party climate data into portfolio management, as well as in undertaking climate-focused thematic research. The analysts focus on understanding the climate risks and opportunities facing companies, including their net zero alignment, through in-depth company research and analysis of sector trends. They also use third-party datasets to monitor absolute emissions and emissions intensity and to identify the carbon-intensive areas within the NZAM in-scope investment strategies.

ASSET NET ZERO ALIGNMENT – PROGRESSION OVER 2023

We continued the application of the industry-recognised net zero asset alignment approach applying the Paris Aligned Investment Initiatives (PAII) and NZIF by undertaking a proprietary review of ~700 investee companies. This included a review of the top holdings by invested value held within the investment strategies in-scope of our group NZAM commitment to measure the year-on-year net zero alignment progress of the largest holdings within our in-scope AUM. As at the end of 2023, our in-house net zero alignment database had a coverage of over 1,200 holdings proprietarily assessed under the guidance of our resident climate experts within the ESG Research & Integration team. This research database is used by our investment teams to integrate climate risk in their assessments and set climate-focused engagement priorities.

SOVEREIGN FRAMEWORK

The ESG Research & Integration team's analyst with a specific focus on fixed income reviewed our proprietary sovereign ESG framework in 2023. Climate factors are considered within this proprietary sovereign framework, with inputs from the third-party climate dataset by Maplecroft. The factors aim to capture key climate-related issues such as a sovereign exposure to the physical impacts of climate change, the ability of a sovereign nation or economy to adapt to climate-related risks or take advantage of the perceived opportunities and modelled stresses resulting from climate change.

THE DATA CHALLENGE: SURFACING RELEVANT CLIMATE DATA

In 2023, we focused on scaling climate-dataset integration, enhancing the visibility and consistency of both our proprietary and third-party proxy climate data for our investment management, ESG research and integration, stewardship, investment oversight, monitoring and client reporting teams. This required a clear-cut focus on surfacing and presenting simple, relevant climate datasets in a digestible format to help investment managers better integrate climate risk in portfolio management, maintain data consistency and transparency across oversight and monitoring functions and enhance our climate-data reporting capabilities.

To achieve this, we upgraded the technical features of our own proprietary climate database, automated the generation of portfolio net zero alignment dashboards, and conducted a comprehensive review of our existing third-party climate data providers to develop our climate data dictionary. Our resident climate experts collaborated with the technology team and data science experts to surface the proprietary asset net zero alignment dataset and third-party climate data on our order management system, achieving significant improvements in climate data accessibility to investment and oversight teams.

Following this, they created simple, customised climate-data dashboards to track and monitor the progress of the asset net zero alignment, carbon emissions and carbon intensity at both the security and portfolio level. This has enabled better selection of investee companies for climate-focused engagements in keeping with the other ESG priorities of the respective investment strategy.

While these steps have improved climate data integration for the investment, ESG research, oversight and reporting teams, we are constantly working with our technology and data science experts on improving it.

STAKEHOLDER ENGAGEMENT

We believe that a transition towards a low-carbon economy is in the long-term interest of our clients and our investment performance. We use our influence as an investor through stewardship and active ownership to encourage companies to identify, manage and mitigate climate change risks or opportunities. We also recognise that we cannot achieve our net zero ambitions alone, and we, therefore, work collectively with other investors and stakeholders to promote climate transition and shape climate-related policy and regulation.

Direct engagement:

We undertook climate-focused reviews with some of our NZAM in-scope investment strategies proposing targeted climate-focused engagements with high-climate-impact investee companies applying a blended engagement selection criteria of asset net zero alignment, contribution to the portfolio's carbon footprint, public climate disclosures and the investee company's management of its climate-related risks.

Collaborative engagement:

We have ongoing affiliation with several climate partners with whom we collaborated during the year. We collaborated with the Institutional Investors Group on Climate Change (IIGCC), Principles of Responsible Investment (PRI) and the UK Sustainable Investment and Finance Association (UKSIF) contributing towards shaping industry guidance and undertaking collaborative engagement.

We are a supporting investor in the IIGCC Banks Working Groups with Barclays Plc and HSBC Holdings Plc. In September 2023, as supporting investors in the working group, we signed a letter to HSBC Holdings Plc drawing their attention to specific areas of improvements in the scope of their climate targets and climate transition plan and highlighting the carbon lock-in risks due to their financing activities while recognising their leadership among peers in setting net zero commitments.

More information relating to how we have engaged with the wider industry with respect to investor initiatives, thematic assignments and market-wide risks can be found under Principle 10.

1. Government response to the Climate Change Committee 2023 report to Parliament – progress in adapting to climate change – GOV.UK (www.gov.uk),
2. PM's National Statement at COP28: December 01 2023 – GOV.UK (www.gov.uk).

BIODIVERSITY CASE STUDY

TESCO

Class: Equity & Fixed Income
Industry: Food Retail
Issue: Environmental
Type of engagement: Direct engagement
Outcome: Remain invested – exploring industry collaboration as a viable engagement strategy

CONTEXT

There is an increasing media focus on the poor condition of the UK's rivers, with just 14% of England's rivers in 'good' ecological condition[1]. While much of the focus has been on water utilities, the regulator Ofwat, the Environment Agency and DEFRA, scrutiny has also been directed at large UK supermarkets due to the impact of their agricultural supply chains as a driver of biodiversity loss.

The Wye Valley, a designated Special Area of Conservation and Area of Outstanding Natural Beauty, has attracted attention following Natural England downgrading the ecological status of the River Wye from 'unfavourable-improving' in 2010 to 'unfavourable-declining' in May 2023. Many parties attribute its decline to the expansion of poultry farming in the river's catchment area. An estimated 24 million birds are being farmed at any one time, up from 13 million a decade ago, earning the Wye Valley a reputation as the chicken capital of the UK. The runoff of chicken manure into local water catchments can cause thick algal blooms, reducing the oxygen content, destroying aquatic life and impacting water quality. Scientists of catchment biogeochemistry at Lancaster University found the phosphorus surplus in the River Wye catchment to be nearly 60% greater than the national average as a result of the livestock manure volumes being produced locally.

ACTIVITY

Tesco is the UK's largest supermarket with 22.5%[2] of the UK fresh poultry retail market and, as such, the sourcing of poultry and the associated environmental impact is a material topic for our engagement with the company. Jupiter is a long-term holder of Tesco equity and debt, and we requested a meeting with the company to better understand how they view the issue, explore the environmental standards they set for livestock and poultry suppliers, understand any regulator and government interactions, and explore potential solutions to the issue.

During the call, Tesco confirmed the severity of the pollution in the River Wye and shed light on what they feel is a significant contributor to the problem, which was not fully captured by media reports. They noted that arable farmers in the catchment area are purchasing poultry manure from local poultry farmers to spread on their crops as fertiliser. When soils are saturated with phosphorus, surplus phosphorus is running off into the river in large volumes. Tesco did not distance themselves from the problem; they acknowledged that they have a role to play and plan to establish environmental certification schemes for their UK livestock and poultry farmers, as they have done with their UK fruit and vegetable suppliers. However, they were transparent with us about the challenges they face on implementing such schemes, particularly in areas within their supply chain that are hard to trace.

OUTCOME

The decline of the River Wye is a complex, multi-faceted issue involving many parties. In our view, the systemic nature of the issue means that no single party can solve this problem, and progress requires collective action. From our research, engagement with Tesco and other parties with an interest in the declining condition of the River Wye, we get the impression that updated Government guidance and regulatory enforcement is needed, and we consider this to be a potential policy engagement point. For UK supermarkets, collaboration with peers can be seen as challenging due to competition law restrictions and, as a result, we felt it was appropriate to initiate a conversation with the Investor Forum to explore possible routes for an investor-focused collaboration engagement with both UK supermarkets and the Government. This is something we are currently exploring alongside generally continuing to monitor this issue.

1. House of Commons Committee Report – Water quality in rivers, 2021-2022.
2. As of www.poultryworld.net dated 17th May 2023.

CASE STUDY

PROMOTING WELL-FUNCTIONING MARKETS

HOW WE RESPONDED TO THE FCA'S CONSULTATION ON UK LISTING REFORMS

Balancing competitiveness and investor protection

As a UK-based asset manager, we have a stake in the future of the UK's capital markets and the opportunities they offer for our clients. We welcome initiatives that aim to enhance the attractiveness and competitiveness of the UK as a listing venue. However, we also believe that efforts to revitalise UK capital markets should not compromise the investor protections and corporate governance standards that have made the UK a trusted and respected market. These standards help us safeguard the interests of our clients and ensure that they are treated fairly by the companies in which they invest. We, therefore, believe we have a duty to participate in policy debates about the future of the UK listing regime. It was in this context that we provided feedback on the FCA's proposed changes to the listing rules via our trade association, based on our experiences as a long-term investor in the UK market.

One of the reasons why many believe that action is needed to restore the attractiveness of the UK as a listing venue is that the UK has been steadily losing market share to other jurisdictions, especially the US and Asia. According to the UK Listing Review, the number of listed companies in the UK has fallen by about 40% since 2008, while the UK accounted for only 5% of global initial public offerings (IPOs) of companies between 2015 and 2020. The FCA's consultation paper cited several factors that may have contributed to this trend, such as the availability of alternative sources of finance, the increased costs and regulatory burdens of listing, the lack of liquidity and research coverage for smaller companies, and the perception that the UK is less attractive for technology and growth companies.

The FCA's proposals aim to address some of these challenges. The proposed creation of a new, single listing category is intended to attract companies with alternative governance or ownership structures, such as dual-class share structures or sovereign-owned entities. It is hoped that the new category, coupled with a streamlined approach to corporate governance requirements, would encourage more high-quality, innovative and diverse companies to list in the UK.

The proposals have sparked a lively debate among various stakeholders, including investors, issuers, advisers, regulators and policymakers, each of whom bring their own perspective on the potential benefits and risks of the changes. On one hand, some argue that the changes are necessary and timely to improve the attractiveness of the UK as a listing venue and support the growth and competitiveness of the UK economy. On the other hand, others believe that the changes, while well intentioned, place too great an emphasis on the UK's corporate governance and shareholder protections rather than addressing other, structural headwinds facing the UK equity market. This approach could have unintended consequences, such as exposing investors to greater risks of fraud and abuse and risks impairing the ability of fund managers to exercise their stewardship responsibilities on behalf of clients.

During the consultation, we engaged with both the Investment Association (IA) and the Investor Forum to discuss the proposals. We expressed support for the FCA's objectives and the creation of a single listing category; however, we swiftly identified three areas of particular concern, which we found were shared by other IA members. These were the extended flexibility to accommodate dual-class share structures within the new listing category and the removal of the requirement for significant (Class 1) transactions and related-party transactions to be approved by shareholders. The IA's response strongly opposed these elements, highlighting the shared view that these changes weaken the ability of minority shareholders to hold companies to account.

Since the consultation period, the FCA has indicated that it intends to adopt many of the original proposals, subject to some modifications and clarifications based on the responses it received. In our view, the FCA's proposals represent a significant shift in corporate governance expectations that will have implications for all UK equity investors. We continue to monitor developments and have engaged with the FCA via industry bodies since period end.

CASE STUDY

PROMOTING WELL-FUNCTIONING MARKETS

UK REMUNERATION: HOW MUCH IS ENOUGH?

2023 was an immensely pressurised period for families, with the biggest cost-of-living crisis since the 1970s. Consumers and businesses are also facing strains as supply chain restrictions and labour shortages continue to be problematic in certain sectors. Here in the UK, we have also witnessed industrial action across transport networks and the health service. It is clear that many people are experiencing major difficulties, and these complex issues continue to be played out. Therefore, within such an intensive setting it may appear strange to suggest that certain CEOs need to be paid more.

Our view on this topic reflects our experience with certain segments of the UK market, where UK-listed companies that have a significant US presence or revenues are finding it increasingly difficult to attract and retain top talent. As active managers, we are capable and committed to understanding these issues in their fullest through an investment-led engagement approach.

Remuneration is a frequent trigger for engagement. These conversations are not transactional, nor simply centred on negotiations concerning the quantum of pay and how it is structured. Instead, we look to unearth the strategic rationale behind an incentivisation framework and probe into matters concerning management effectiveness, leadership culture, corporate performance and strategic execution. Shareholder alignment and the shareholder experience is an important factor in these deliberations and so is the treatment of the workforce.

During 2023, when engaging with companies on executive remuneration proposals, we were encouraged to see companies implementing workforce measures in response to the cost-of-living crisis. As stewards of our client's capital, it is sensible to adopt a cautious approach when engaging on pay. For instance, we review remuneration on a case-by-case basis, but companies seeking executive pay rises on the sole basis of a benchmarking exercise may be rebuffed.

We have encountered many companies over the years that approach us with the message that their management teams are underpaid. We may contest these sentiments or treat them with a degree of healthy scepticism. However, we have encountered an important dynamic within the UK market (particularly small and midcap companies), which should be backed with sensible and constructive dialogue.

It is evident that UK-listed businesses with meaningful US operations face a quandary. Management teams may be US based or at least heavily tilted towards the US because of the scale of the overseas revenues. Therefore, competitive forces around remuneration are not domestic but transatlantic. In such situations, companies find themselves restricted by operating within UK frameworks when considering both retention and succession

We are not advancing an approach that gives carte blanche to companies to increase pay simply because they have US exposure, but we are advocating greater openness, awareness and flexibility in these conversations across the investment chain. This is not only important from an ownership perspective, whereby we require top talent to help grow profitability, but there is a wider consideration linked to well-functioning markets.

Given the UK's percentage of global GDP, the ability for certain domestic companies to grow through successful international trade is critical to our economic wellbeing and societal prospects. Therefore, UK companies will be subject to greater competitive forces including the battle for top talent. As investors, we have a vested interest in the UK attracting strong talent to drive businesses forward and also aid growth and employment prospects and foster innovation.

We don't want a situation where able leaders are in situ for three to five years, but then leave for overseas. Furthermore, it is not optimal for the UK market to serve as a CEO training ground for other markets. The pay mantra must be based on pay for performance, and we must work to remove rewards for failure.

We do not suggest that pay is the only factor or the most important consideration in promoting UK competitiveness, but a more thoughtful and engaged approach to executive pay should be applied. We will continue to be actively engaged on remuneration and fully expect companies to be able to justify the employee pay agenda as well as their executive policies. We believe existing best practice guidance and industry frameworks provide the conditions to adequately respond to these situations. We do not advocate the watering down of governance standards, but we think investors should act as engaged owners and build informed voting decisions, which includes an understanding of the sector and business dynamics.

The information below highlights UK-remuneration engagements where the abovementioned US–UK dynamics have been a significant feature in the discussions. This information is not exhaustive and does not provide an indication of voting preferences or our conclusions linked to the dialogue. Associated voting outcomes will be duly disclosed on Jupiter's website.

Smith & Nephew	TI Fluid Systems	Spirent
SAGE Group	WPP	

PRINCIPLE 5: REVIEW AND ASSURANCE

We improved ESG governance structures across the business in 2023, which has a positive impact in how stewardship activity is overseen.

We upgraded our sustainability governance framework, which is under the authority of the Strategy & Management Committee (SMC) and the Board. Jupiter's Board and the SMC have overall accountability for our corporate strategy, including our corporate sustainability objectives, positioning and stewardship. We started our RIF to examine exceptions and overrides related to ESG investment policies and procedures as well as to assess developments to ESG frameworks and methodologies. Additionally, we took the decision to disband our Sustainability Committee and transfer the responsibilities of the committee into various internal governance and management committees to better reflect the fact that sustainability is integrated across our strategy and business.

REVIEW OF POLICIES

Jupiter's relevant policies refer to the Responsible Investment Policy and the Proxy Voting Policy. Both frameworks are reviewed on an annual basis. The Head of ESG Research and Integration is responsible for overseeing the development of the Responsible Investment Policy, and the Head of Stewardship has oversight of the Proxy Voting Policy. Each of these frameworks have different technical standards and approaches, but in principle our subject matter experts review these documents, taking into account the following:

- Investor experience
- Relevant client feedback
- Changes in best practice and regulations

Once finalised, these frameworks are submitted to for internal governance review and approval through the IOC.

During the year under review, the Responsible Investment Policy and the Proxy Voting Policy were approved by the IOC.

REVIEW, ASSESSMENT AND EFFECTIVENESS

The following internal and external processes were undertaken to provide assurance over our stewardship activities:

AAF Audit

Jupiter's voting process is subject to independent assurance as part of the International Standard on Assurance Engagements (ISAE) 3402 and Audit and Assurance Faculty (AAF) 01/20 controls report, which are provided to institutional clients of Jupiter Asset Management Limited and to the boards of investment trusts that have appointed Jupiter as manager.

Sustainability Advisory Committee

We made changes to our committees in 2023 to enhance the focus and efficiency of governance and management structures. As part of this restructure, we considered the roles and responsibilities of each committee and how sustainability matters were considered across the Group. Further to this review and reflecting the fact that sustainability matters are now integrated across the Group's activities, we have transferred the responsibilities of the Sustainability Committee to various governance and management committees, aligned with each committee's core activities. For example, sustainability reporting is now reviewed by the Group's Audit and Risk Committee, the Operating Committee takes responsibility for the decarbonisation of our operations and the Strategy & Management Committee is responsible for the Group's sustainability strategy.

Sustainability matters will continue to be challenged and overseen by the Board of JFM and, where appropriate, subsidiary boards across the Group.

Ensuring reporting is fair and balanced

- We believe it is important to report in a fair and transparent manner. Where relevant, we have published the names of the companies that feature in our case studies. This may not always be practicable due to sensitivities, but where possible we will endeavour to identify companies. This allows clients and stakeholders to better assess our activity and findings. This has been a consistent feature of our Stewardship Reports under the UK Stewardship Code (2020).
- The roles of the IOC, IRF and RIF are described under Principle 2. These governance structures are important in terms of how we discharge our duties, and we have presented a summary of their ESG- and stewardship-related oversight activities during the period.
- This report has been reviewed by our internal compliance department as part of the initial drafting.

SUMMARY OF ESG- AND STEWARDSHIP-RELATED DISCUSSION POINTS FROM JUPITER'S ESG GOVERNANCE FORA (IOC, IRF OR RIF)

Company	Topic	Reason for escalation	Outcome from meeting & investment outcome
Tencent	UNGC violation	Global norms flag for Principle 2 (human rights abuses)	The RIF reviewed the status of Tencent under the UNGC principles and concluded the evidence to suggest that Tencent going beyond compliance with local regulation is limited. The RIF recognised that the applicable local regulation may be interfering with the UNGC principles but decided on balance that in the absence of evidence that the Board was engaging in voluntary actions that contravene UNGC Principles, should not be recognised as a UNGC violator and should instead be placed on Jupiter's internal watchlist and revisited at a later date. Investment teams have the discretion to recognise a company on Jupiter's watchlist as a UNGC violator.
Petróleos Mexicanos	UNGC violation	Global norms flag for Principle 1 (protection of international human rights)	Investment teams engaged with the Company to ascertain how the business's health and safety remediation plans were progressing. The Company informed Jupiter that they have established a sustainability committee that will meet on a quarterly basis and oversee the Company's ESG initiatives. Pemex confirmed that their top two ESG priorities are improving employee-safety standards and reducing gas flaring.
Vale Overseas Limited	UNGC violation	Global norms flag for Principle 1 (protection of international human rights) and for Principle 7 (environment)	The Company was responsible for two dam collapses, the first of which occurred in 2015 and the second of which occurred in 2019 and became known as the Brumadinho disaster. Since 2019, the Company has undertaken significant remediation work and increased their preventative action and management oversight regarding other tailing sites. In 2023, Jupiter engaged with the Company to obtain an update on their remediation work and plans. The Company confirmed that they are committed to decommissioning its two highest-risk active dams by 2025. The Company also confirmed that they have already completed 60% of the remediation plan. Following an assessment of the remediation measures taken by the Company, the RIF determined that Vale should be placed on Jupiter's watchlist and not be considered a UNGC violator. The Company's remediation plan progress will continue to be monitored and will be assessed in due course.
Teva	UNGC violation	Global norms flag for Principle 10 (anti-corruption)	The Company was involved with a price-fixing scandal, which took place between 2013 and 2015. The Company was charged by the DOJ and still faces litigation from the DoJ linked to a False Claims Act lawsuit, filed in August 2020. In December 2023, the Company was upgraded by a third-party data provider from UNGC violator status to UNGC watchlist status. The UNGC violator status of the Company was reviewed by the RIF who determined that the Company is not a UNGC violator, which had been the longstanding view of the investment team.

PRINCIPLE 6: CLIENT AND BENEFICIARY NEEDS

At Jupiter, our clients are our primary focus. We are dedicated to serving our clients, and we put their interests at the heart of our business.

We seek a deep relationship with our clients and their intermediaries, in order to better understand their needs. As stewards of their assets, we listen to their feedback and encourage open interaction to capture feedback that may shape future stewardship-related policies and practice. Our investment managers have the freedom to pursue their own investment styles within a collegial environment and with a shared commitment to stewardship. Our distinct, entrepreneurial culture encourages independence of thought and individual accountability, enabling our investment managers to follow their convictions and seek those investment opportunities that they believe will ensure the best outcomes for our clients.

Our distribution partners include:

- Fund of funds;
- Platforms;
- Global financial institutions;
- Advisers;
- Wealth managers;
- Life companies;
- Private banks;
- Institutional clients; and
- Consultants.

Jupiter actively manages £52.2 billion of client assets (as of 31 December 2023), principally in mutual funds in the UK and Europe. Over the past year, we have continued to simplify our product range to ensure that our offering remains differentiated while reducing undue complexity and creating a much clearer client proposition. This has involved mergers, closures and repositioning of our funds, in addition to evolving our fund range with new strategy and product launches to broaden our appeal to clients.

ACTIVITY, OUTCOMES AND 2024 OUTLOOK

We carried out a yearly engagement survey, which helps us gather feedback from a broad range of clients in different geographic locations. The survey captures client satisfaction and expectations regarding themes including, but not limited to, ESG-related outcomes. We use the survey to benchmark how we are performing in comparison to our peers.

The 2023 results concerning ESG were understandably dominated by clients concerned with needing to meet new regulations. The survey pinpointed the following matters relevant to stewardship. For context, they were not indicative of shortcomings from Jupiter, but it served as a clear indication of client expectations going forward:

Demand for access and quality of voting data is a key theme within the survey findings.

Voting was already identified as a priority area and, as discussed under Principle 2 and Principle 3, we have implemented measures to improve vote disclosures and restructured the Sustainability & Stewardship team with defined focus on corporate governance and voting.

In addition, Jupiter was a participant in the Vote Reporting Working Group (VRG) consultation in September 2023, which established proposals to improve shareholder vote reporting in the UK. Jupiter participated through its partnership with the IA and UKSIF. Details are disclosed under Principle 10.

Key emphasis on regulatory disclosures and much greater demand for ESG performance and reporting data.

This is a significant area for our business, and we are placing considerable resources and effort in confronting these challenges. ESG steering committees have been established over the period that oversee our approach to sustainability-labelled products from a regulatory perspective and aid communication and clarify interdependencies across the business. Reporting obligations and transparency are a major part of this work, and it will be an ongoing process during 2024 as we engage on commitments such as SDR and TCFD. We have established an ambitious ESG data project, which has various workstreams, with further delivery planned for 2024.

Further client activity over the period

We have supported clients throughout the year with their TCFD reporting, climate metrics and how to address real-world and portfolio decarbonisation.

- We continue to provide tailored reports on our voting and engagement activity for our institutional clients. These reports capture engagement themes, screening, interactions and any potential concerns or flags.
- Responding to regulatory change and developing best practice have been distinct themes of client engagement, particularly with regards to our approach to SFDR preferences and questions on our approach to net zero.
- Clients are paying closer attention to the ESG credentials of their asset managers. We have observed that client organisations have also strengthened their respective ESG teams and on various occasions members of Jupiter's Sustainability & Stewardship team have engaged with their counterparts at client organisations. This dialogue helps us to understand the views and priorities of our clients.

Industry perspectives

Direct client feedback is invaluable, but our industry partnerships also provide important insights into client and asset-owner perspectives. This intelligence can play a role in how we contribute to industry discussions, assess our effectiveness and shape our offering, as well as aiding our approach to client engagement on stewardship matters.

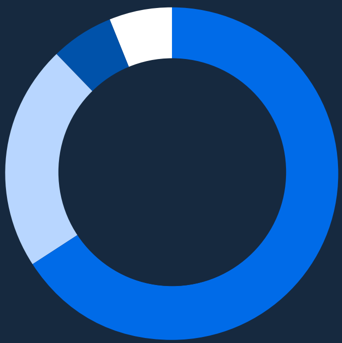
- Jupiter's Head of Stewardship is a member of the FRC's Stakeholder Insight Group (SIG) and the IA's Stewardship Reporting Working Group. These groups are independent of each other and have differing remits, but there is a major focus on stewardship. The IA's SFDR Implementation Forum is chaired by a member of Jupiter's Stewardship team who also serves on the UKSIF SDR Working Group. Again, these groups are independent of each otherand have differing remits, but they bring together client-specific issues that help our stewardship role.

The information below provides an outline of our client base, segmented into institutional versus retail and geographic distribution. Our stewardship approach is predicated on seeking long-term sustained value creation as stewards of our clients capital and we understand engagement outcomes can be spread over multiple periods. We take a long-term view on companies but this needs to be balanced with short term considerations when deciding on engagement objectives and how we interact with other market participants with respect to the promotion of well functioning markets.

£52.2bn

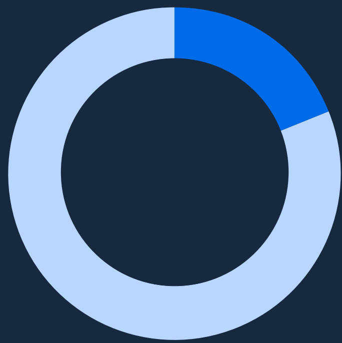
year-end AUM

AUM by geographic location



UK	66%
EMEA	22%
Asia Pacific	6%
Rest of World	6%

AUM by client channel

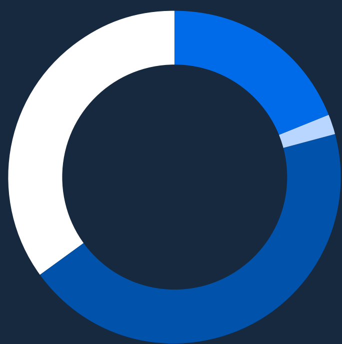


Institutional	19%
Retail & wholesale, investment trusts	81%

AUM by asset class

Alternatives	7%
Equities	61%
Fixed Income	18%
Multi Asset	14%

AUM by distribution partner type



Institutional	19%
Investment Trust	2%
Advisory	44%
Discretionary	35%

PRINCIPLE 7: STEWARDSHIP, INVESTMENT AND ESG INTEGRATION

As active owners and long-term stewards of the assets in which we invest on behalf of our clients, our investment teams are at the core of our responsible investment approach. The investment teams analyse holdings on a range of material ESG issues to ensure that we protect and enhance the value of our clients' investments to deliver returns in line with their objectives.

Where we identify opportunities to improve the ESG performance or reduce the ESG risk of an investment, we seek to engage and make use of our shareholder vote with the objective of improving stewardship outcomes. The investment management teams are supported by a dedicated Sustainability & Stewardship team that assists with asset monitoring, company and credit research, and proxy voting as well as direct and collaborative engagement. In Jupiter's Responsible Investment Policy, we identify material sustainability issues relevant to Jupiter's corporate and investment footprints.

ESG MATERIALITY ASSESSMENT

We take a materiality approach to ESG decision-making and risk analysis, allowing investment managers to be the ultimate decision makers, with input from our dedicated ESG Research and Integration team. Our investment teams analyse holdings on a range of material ESG issues to ensure that we protect and enhance the value of our clients' investments to deliver returns in line with their objectives.

Engagement and the exercise of our shareholder rights by way of active proxy voting is a key element of our approach. ESG integration enables us to develop a 360° view of the risk and opportunities related to a company or asset and to factor this into valuation and investment decisions.

We have identified the following material issues:

- Climate;
- Biodiversity;
- Human rights;
- Human capital;
- Health and safety; and
- Governance.

THE INVESTMENT PROCESS

Our investment strategies have defined investment processes, and consideration of material ESG issues is integrated into investment analysis and decision making, influencing asset allocation, portfolio construction, security selection, position sizing, stewardship, engagement and subsequent decisions on whether to remain invested or exit a position.

Jupiter considers the following when conducting stewardship engagement:

- Primary research;
- Third-party ESG risk data (including climate analysis);
- Proxy voting research;
- Direct/collaborative engagement;
- Engagement with stakeholders, including regulators and governments;
- Commitment to responsible investment codes; and
- Client-sponsored initiatives.

Caption: Members from Jupiter's global sustainable equities strategy (Freddie Wolfe, Kristian Herrington) in dialogue with ESG analysts (James Kearns, Anisha Arora).

OUR APPROACH TO ESG INTEGRATION ACROSS ALL ASSET CLASSES AND GEOGRAPHIES

The information below should be read in conjunction with Jupiter's Responsible Investment and Proxy Voting policies.

Asset class	ESG process and stewardship transmission mechanism
UK equities	• We have a long-standing engagement programme with management and independent non-executive directors. We uphold UK corporate governance and ESG best practice via direct voting and collaborative engagement.
Global equities	• We engage with management and independent directors where possible. • We place emphasis on protecting minority shareholder interests and Board independence in markets where controlling shareholders are a prevalent governance feature. Where relevant, we encourage companies across markets to improve their disclosure and governance of ESG matters.
Corporate fixed income	• We regularly engage with management once invested and use this information to supplement existing ESG data, which can be scarce in some areas of fixed income. We believe that engagement with issuers is essential. • Where practical and feasible, we set clear targets and milestones that we expect our investments to achieve by a target date, and we hold regular follow-up meetings to assess progress and address concerns. Our intention in these meetings is to understand an issuer's business model and explain what "best in class" looks like.
Sovereign fixed income	• A broad range of environmental indicators is included within our sovereign framework, such as climate change adaptive capacity, climate change exposure, biodiversity and protected areas for marine and terrestrial ecosystems. • We have established our proprietary Sovereign ESG Framework, including the integration of more detailed and timely datasets. • We consider governance and social factors such as a country's political stability and cohesion and the credibility of its political and monetary institutions. • Environmental factors assessed include vulnerability to physical climate risks and reliance on fossil fuel production and revenues. • The framework serves as a tool to identify areas of weakness in ESG pillars, which can then be analysed in greater detail through research and analysis. • Fixed income team members conduct trips to engage with government departments, policy makers, NGOs and multilateral institutions to better understand key risks.
Jupiter Independent Funds Team (JIFT) (fund of funds)	• Stewardship is integral to our engagement process with all managers of the funds held within our portfolios. • We gather annual data on external managers' stock lending, voting activity, holding periods, fund concentration, ESG data and evolution and signatory and collaborative initiatives. • In 2023, the average holding period in our underlying equity funds held within the Jupiter Merlin Portfolios was 5.4 years. • We require managers to complete our Merlin ESG Matrix prior to each routine six-monthly one-on-one meeting. Combined with Jupiter ESG Hub data, this allows us to review and discuss evidence of detailed investee company engagement, and reveals outcomes at the Company and fund level, as well as the impact across multiple stakeholders. • The Merlin ESG Matrix also allows us to score the stewardship of each manager, through which we can observe ESG evolution, trends and comparisons.
Systematic equities	• We incorporate an ESG factor within the investment model as a potential source of alpha. • Back testing indicates that this process may successfully pivot investment outcomes towards reduced carbon intensity when compared to the benchmark. The strategy uses the UNGC as a central reference point to assess commitment to global norms and excludes violators, subject to internal governance processes described in this report. • Voting is linked to third-party recommendations, which incorporates regional best practice and industry guidance. This is considered an appropriate approach for a systematic strategy and its trading profile. • ESG-related engagement for this strategy is undertaken by members of the Sustainability & Stewardship team.
Gold & silver	• The strategy invests in bullion and gold and silver mining companies. Given its specific nature, the strategy has its own Responsible Investment Charter. • This charter outlines our approach to stewardship including expectations concerning due diligence, engagement and ESG integration around key stakeholder matters such as the environment, health and safety and communities. • The ESG assessment not only refers to the assessment of companies, but due consideration is also given to the ESG credentials of the jurisdiction.

Outcomes

Information pertaining how information gathered through stewardship activity relates to investment outcomes and client interests is disclosed within this report. Please refer to principles 4, 7, 9–12 for specific details.

CASE STUDY

SOUTH32

Industry: Metals & mining
Asset class: Equity
Theme: Climate strategy, decarbonisation and health & safety
Type: Direct and collaborative
Outcome: Remain invested. Continued to be aligned with the Board with regards to pressing the cultural message around health and safety. Developed further insights into the Company's decarbonisation efforts, which supplements our engagement work and collective work with CA100+.

This case study is centred on our work with mining firm South32, which illustrates how we use engagement to integrate ESG, but more importantly how active ownership helps to refine our understanding of real-world complexities and monitor our Company's progress towards net zero. South32 has previously featured in our Stewardship Report; we acted as engagement participants within a specific CA100+ collective working with South32. This assignment followed the Company's initial 2050 net zero commitment, and collaborative dialogue was focused on the Company's operational targets.

CONTEXT

We engaged with South32 through CA100+ and had a direct session with the Chair during 2023. These discussions were based on the same objective, to monitor the Company's decarbonisation strategy and focus on the specific actions being taken to align to net zero.

ACTIVITY

The CA100+ engagement occurred in November 2023, and discussions were centred on a number of hard-to-abate assets, which are challenging to decarbonise from a technical and operational standpoint. As a collective, we came away encouraged by the Company's detailed plans for these assets, which contribute to its target of a 50% reduction in operational emissions by 2035. We also discussed whether these targets could be extended to customer emissions and used to establish near-term carbon-reduction milestones.

Jupiter had a meeting with the Chair in October 2023 ahead of the AGM. We used this opportunity to discuss health and safety as there were two fatalities in the period, and we probed whether the Company can achieve fatality-free operations. Remuneration and incentives play an important role, but the Company discussed efforts around strengthening health and safety culture, and work is ongoing to enhance these matters in terms of training, teamwork and setting expectations.

The conversation about decarbonisation was purposeful but, at the same time, underlined the magnitude and complexity of the challenge. Mining sees the intersection of technology, local and geopolitics, economics and social issues. The scene was set during our collective CA100+ session but, towards the end of the year, we were able to drill deeper into these issues directly with the Chair. This shows the benefits of taking a dual approach to engagement, i.e. having the backing of a well-structured collective initiative to work on common and marketplace goals and then being able to elevate these dynamics on a one-on-one basis for our investment understanding.

OUTCOME

We have enhanced our understanding of the ESG risks and real-world complexities associated with climate transition. The path to decarbonisation is long term and contains uncertainties. Taking proactive steps to engage and understand these complexities can inform how we act as stewards. These insights are fruitful and will help us in working with the Company and other shareholders and stakeholders.

PRINCIPLE 8: MONITORING MANAGERS AND SERVICE PROVIDERS

Asset managers are accountable for their stewardship actions, but partnerships throughout the investment chain can play a role in how we discharge our stewardship duties.

Service providers such as proxy agents and data providers have been a constant presence for many years. However, client demand and regulatory reforms have transformed the landscape so that service providers will play a more prominent role in terms of their provisions due to the sheer volume and breadth of coverage that is required on a myriad of ESG-related assessments.

As outlined in principles 1 and 2, Jupiter has devoted organisational capacity and resources to ensuring we are receiving the best value and quality ESG-related data for our needs, and where relevant we will seek to work with providers.

Datasets are an important facet of our ESG-integration and stewardship-monitoring capabilities. However, as an industry, we confront various challenges whereby associated market disclosures or availability of datasets are at a nascent stage. This is why our approach combines data analysis with active engagement and informed voting.

It is through engagement that we obtain leadership perspectives from our investee companies, which may not come to light in third-party data. This is important when we consider real-world outcomes and challenges when formulating investment decisions.

JUPITER INDEPENDENT FUNDS TEAM (JIFT)

JIFT operate a fund-of-funds structure, effectively serving as an internal asset owner. It is important to recognise that JIFT invests in other investment managers rather than issuing segregated mandates to external managers. This means the underlying managers will have their own independent stewardship policies and approaches. This section outlines how JIFT has monitored the stewardship of the underlying asset managers

ENGAGEMENT WITH SERVICE PROVIDERS

The table below summaries key interactions with service providers to ensure expectations are being met. This also includes activity related to the provision of proxy voting services.

Service provision	Requirement/ engagement topic(s)	Overview	Outcome
SDG data	Lack of coverage and consistency of ESG integration, SFDR commitments and oversight.	Jupiter's Data Science team engaged various providers. Internal testing centred on third-party analysis whereby we raised concerns/ observations about the timeliness of data. Exploratory analysis was also conducted to examine characteristics and limitations of the dataset.	Drawbacks were identified and communicated to vendor: • low frequency of updates; • low level of product maturity; and • questions over our required use case at the time. We expect to see improvements as the product matures and market disclosures improve.
Principle adverse impact (PAI) data	ESG integration, SFDR commitment and oversight	Data Science team ran a comparison exercise across various PAI data vendors looking at coverage for our funds and a global benchmark. The exercise focused on data quality, missing datapoints and consistency across different reporting periods.	The lessons from this were fed back to the vendors. We have a PAI vendor in place and continue to monitor these elements.
Climate	Climate data analysis	Engaged with third-party data vendors on the key metrics of quality, coverage, methodology and compliance with regulatory requirements.	Work undertaken during the period has led decision to invest in further climate data packages that became available in Q1 2024.
Proxy voting	Service quality and assisting with our needs to enhance transparency and provide additional policies to further help inform voting choices.	Conducted annual review with respect to regular provisions. We engaged our service provider to help increase voting transparency and enhance policies related to climate.	Procured additional climate-related research and voting recommendations and a new voting reporting system to provide greater transparency.

CASE STUDY

COLLABORATIVE ENGAGEMENT WITH SERVICE PROVIDER

Voting is a key component of our stewardship toolkit. It is an important duty and a pathway to channel support and, where necessary, to register concerns with investee companies. The causal relationship between stewardship endeavours and outcomes can be hard to measure. Furthermore, developments may be subjective or manifest over multiple timeframes. Voting is a tangible factor within this hazy landscape. The exercise of voting rights is an important aspect in the relationship between asset owner and asset manager, as it is seen as a vivid representation of client interests.

INVESTOR FORUM ENGAGEMENT

Ballots received for fundamental equity portfolios are reviewed by the Sustainability & Stewardship team – not outsourced to a third party – and issues are discussed with relevant investment teams when formulating an informed voting decision. We do, however, subscribe to independent third-party proxy research as a complement to our own analysis.

ISS has a dominant role in the marketplace, and they are a trusted partner for many, including Jupiter. The Investor Forum approached us in the summer of 2023 with plans for a project they were scoping with respect to constructive feedback they had received from members about proxy voting research post the 2023 AGM season.

The Investor Forum member discussion readily highlighted the valued service ISS provided and their significance to the "stewardship ecosystem". However, there was consensus from a segment of the membership base that certain areas could be developed going forward, and this related to matters such as i) ISS's omission from stewardship signatory status, ii) timeliness, and iii) consistency of findings and subjectivity in recommendations. In response, the Investor Forum established a Working Group, and Jupiter participated in these conversations and backed a communication to ISS outlining priorities and development areas.

Jupiter has been a partner with ISS for many years, and we were not part of the initial cohort voicing the abovementioned feedback, but we have regular reviews with our providers and pass comments on directly as a normal part of this relationship. However, there is an important market dynamic to bear in mind, which was an important factor in us choosing to participate in the Investor Forum project.

We operate in a marketplace where many find themselves with two main options for proxy voting operations and, given the increasing demands upon the industry, we thought there was merit in the Investor Forum's collective assignment to send a supportive but constructive message to a major service provider. We were also satisfied that the Forum's approach was balanced and fair. This is a condition we reinforced when engaging directly with the Forum.

The asset management community is a very broad collection of businesses each serving an array of clients with various needs. A communication to ISS under the Forum's auspices was agreed upon which focused on:

- More information with respect to ISS investment in resources and capabilities.
- Information about how ISS saw its role in the market, i.e. is it to lead and effect change or rather reflect market sentiment? The Working Group felt the lines can become blurred.
- The Working Group wanted better understanding of application of policies across geographies, which would increase confidence in consistent application in how companies are assessed.

ISS RESPONSE

ISS provided a response to the Working Group in September 2023, and they were unequivocal that activism is not part of their remit. Furthermore, they were steadfast in their articulation that independent research that is relevant to clients and linked to the evolution of governance standards forms the basis of their offering. However, a desire to actively drive change is not part of ISS's objectives.

The communication also highlighted the investment in people and resources and underlined a commitment to innovation. The debate about consistency is something that has been voiced by many parties, and this is a complex area given the breadth of jurisdiction and issues ISS must cover. ISS provided assurances and also conveyed perspectives on areas where standardisation may play a bigger role.

Jupiter was satisfied with this response. As previously discussed, there are specific market dynamics and, as a single-asset manager, we felt it was more empowering and constructive to be part of the Working Group and address these items in a focused but supportive manner. ISS also became a Stewardship Code signatory in September 2023.

JUPITER INDEPENDENT FUNDS TEAM (JIFT)

For over two decades, JIFT has managed the Jupiter Merlin Portfolios, a fund-of-funds investment solution comprised of 'best-of-breed' active underlying managers, both external (third party) and internal. JIFT invests in open-ended funds, whose managers are then held to account against JIFT's own stewardship and ESG expectations. Passive funds rarely feature in the Portfolios managed by JIFT as the team believe that outstanding active managers can demonstrate superior performance and engagement outcomes across a concentrated list of long-term holdings which they select for investment.

JIFT's investment process is rigorous and disciplined, with regular one-to-one engagements held with every manager held in the Portfolios. At a minimum, JIFT expect fund managers to demonstrate ESG analysis and engagement outcomes; those who fail to evidence this are highly unlikely to pass the screening criteria for inclusion in the Jupiter Merlin Portfolios. The team recognise that the approach, focus, metrics and time horizon of engagements by each manager are unique and varied within a fund's specific holdings, asset class, market capitalisation, style, region, etc.

The typical equity fund in the Jupiter Merlin Portfolios has a concentrated list of holdings with low turnover, where highly tailored and patient engagement allows managers to demonstrate forward-looking, positive outcomes for multiple stakeholders.

Over many years, managers have sought JIFT's guidance on their ESG evolution. We take our dual fiduciary role on behalf of fund holdings and our investors/clients seriously and work with both partners; recent examples are noted below. Where we believe ESG evolution is stalling and our engagement has been ignored, we will typically divest.

Weighted average holding period in underlying equity funds

5 years

JIFT manages approximately

£7bn

of Jupiter's £52.3bn AUM

Weighted % of company resolutions voted

95%

Weighted % of Stewardship Code signatories across the portfolios

92%

Weighted % of underlying stocks held which are not lent out

85%

Average concentration in equity funds held

47

positions

Weighted % of UN PRI Signatories across all funds held

90%

Caption: Members of the Jupiter Independent Funds Team, (From Left: Alastair Irvine, Venetia Campbell, Amanda Sillars).

The table below summarises stewardship related dialogue between JIFT and its underlying managers. The information identifies cases where JIFT have engaged on matters connected to the external manager's stewardship approach. The information also includes ESG case studies performed by the underlying manager which were discussed in our engagement sessions as part of our monitoring.

Manager	Engagement x6	Outcome
Global fixed interest manager	The management of a US technology company, whose bonds were held in the fund, failed to adequately disclose a sudden drop in revenues quarter-on-quarter. The company also had a whistleblower complaint and it was evident its processes were not functioning properly. The company issued bonds to the market to refinance its convertible debt structure. After the earnings release the situation escalated immediately, which began a run on the company. The fund manager started a long and arduous process of discussions with the company and other large investors in the business on how to best restructure the company.	The discussions resulted in a completely new Board for the company, containing 9 members who were handpicked by investors involved in the restructuring conversations. The fund manager continues to hold this company, showing strong conviction in the investment strategy underlying the company, and engagement is ongoing.
Global equity managers	We prefer to avoid allocating to funds that hold direct investment in equities/securities domiciled in China and Hong Kong, although this is not an absolute exclusion. Our principal concerns are around the potential for capital to not be returned, minority shareholders' rights being eroded further and ESG opacity.	Only one fund held across the Jupiter Merlin Portfolios currently has exposure to this asset class. We continue to challenge the manager and raise awareness of the risks.
Boutique Japanese equity manager	Following an emissions controversy, one of the fund managers held in the Jupiter Merlin Portfolio wrote to the Board of the leading car manufacturer in question to request a progress update following the 2021 TSE guidance on simplifying corporate structures and un-winding cross-shareholdings. The manager has had repeated meetings with the company since, with the same requests, escalating the engagement ever higher and more urgently as evidence of subsidiary scandals continued. In May 2023, a letter was written to the company President expressing concerns and urging a serious and immediate review of the group's holding structure.	The manager received a personal response from President of the company and has since had one on one meetings with him to discuss suggested actions. Finally, cross shareholdings are starting to be unwound. The manager intends to continue engagement. Meanwhile, the underlying fund's holding in the company has been increased during the course of these engagements.
Across the Portfolios	Encouraged managers to become signatories of the UK and/or Japanese Stewardship Code and/or the UN PRI.	Heightened awareness of overall stewardship.
Across the Portfolios	Encouraged managers to collaborate with industry bodies and initiatives, to further collective ESG initiatives at the company, asset manager, industry, regulatory and political level and challenge managers regarding their voting behaviour, particularly those (very few) who lend stock.	Two managers of funds we hold are now collaborating with the Independent Investment Management Initiative (UK) and the first Shareholder Resolution was detailed and discussed, to enhance climate commitments at a leading steelmaker.
Across the Portfolios (especially mid-sized and boutique managers)	Ongoing engagement in 2023 on ESG regulatory change, especially SFDR implementation and Biodiversity awareness, monitoring and engagement. Raised awareness of current and growing regulatory reporting time and costs; discussed impact of any restrictions on investment universe.	Mitigating the risk of greenwashing because managers are better informed and aware of greater commitment and funding required to adopt SFDR.

The JIFT investment approach and stewardship

1. Managers are selected for inclusion within the Jupiter Merlin Portfolios using an investment process that incorporates a wide range of considerations, including financial and non-financial metrics.
2. Once selected, monitoring of the underlying managers is formal, engaging with managers and gathering data. Specific quantitative and quantitative monitoring occurs in advance of each routine six-monthly one-to-one meeting; additional data is collected annually and price monitoring is daily, shared by all JIFT members.
3. The 6 monthly review includes JIFT's proprietary ESG Scoring Template. Completed by each underlying fund manager and covering 9 discrete ESG facets, it provides JIFT with stewardship and engagement data for that specific fund, against which managers are challenged and held to account. The Template also allows JIFT to score the pace of the underlying fund manager's ESG evolution and materiality of outcomes for stakeholders over time.
4. The ESG Scoring Template is augmented by utilising third party data which may feature as part of the external manager meetings. It provides an independent, albeit backward-looking, insight on ESG vulnerabilities at the stock level.
5. JIFT engages proactively with underlying managers to promote and encourage accelerated meaningful ESG engagement and reporting.

PRINCIPLE 9: ENGAGEMENT

Engagement can play an important role in how we seek to preserve and enhance the value of assets that have been entrusted to us.

It also advances our responsible investment goals, builds relationships with companies and provides our investment teams with greater investment insights. Effective stewardship goes hand in hand with effective engagement. Assessing the quality and efficacy of investor dialogue is a topic of debate within our industry and beyond. The ability to access business leaders and policy makers in order to represent our client's interests is an important duty and one that must be advanced in a thoughtful and purposeful manner.

Our investment teams maintain active dialogue with companies to inform their investment decisions and carry out strategic engagement, based on ESG materiality. Our investment-led approach is in line with the Code's guidance for engagements around well-defined targets, objectives and outcomes to be as effective as possible. We do not believe that volume of engagement is a reliable indicator of successful active ownership or a meaningful representation of our clients' interests.

Holding boards to account and having the incisiveness and conviction to escalate in a meaningful manner is part of our stewardship remit. However, success is not only focused on alleviating problem scenarios or reacting to events. Much of our engagement is focused on gaining investment insights, rather than seeking to influence company behaviour. This is an equally important aspect of our stewardship responsibility to clients.

Stewardship themes can be broad in nature and meaningful change can take many years to play out. It is also worth noting that the determinants that govern corporate change can be multifaceted and complex. Consequently, investors should tread with caution when attributing changes in corporate behaviour to their stewardship activity. We have been direct and transparent with our engagement case studies, including naming companies and referencing the challenges we faced.

DEVELOPING PRIORITIES AND ENGAGEMENT METHODS

We take a strategic approach to engagement, directing conversations to the best-placed individual or function depending on the nature of the engagement and objectives. Our investment teams will endeavour to meet company management and, where relevant, we may also engage with independent directors.

Engagement priorities may be positioned by considering a specific element or a combination of the following themes (in no particular order):

- Thematic issues such as climate risk, biodiversity and human rights (see Responsible Investment Policy);
- Corporate performance / failure;
- Corporate governance;
- Regulation and conduct;
- General meetings and proxy voting issues or action points from previous occasions;
- Third-party assessments and controversy flags;
- Routine monitoring or relationship meetings; and
- Client-sponsored initiatives.

The size of our holdings plays an important role in determining engagement priorities as it allows us to maximise our influence. Each investment manager can set their own priorities based on holding size and the above themes. Where our holding size is not significant enough to exert influence, we will look to work collaboratively with other investors and/or stakeholders to contribute to an engagement outcome.

Our engagement escalation approach can be found under Principle 11. We outline how confidential dialogue can be used to achieve progress in a measured way. Examples of escalation pathways we may choose to adopt include writing to the Company, dialogue with independent directors, collective engagement and co-filing or supporting shareholder motions. As active managers, we always reserve the right to sell out of a position, and this can form part of our stewardship protocol.

Examples of our engagement case studies can be found throughout this report, and each engagement has clear objectives and outcomes.

ENGAGEMENT ACROSS FUNDS AND GEOGRAPHIES

Our engagement approach is tailored to the investment objective of our strategies and the jurisdictions in which they invest.

- Ownership structures and investor rights can vary across jurisdictions, which can impact accessibility and responsiveness from companies;
- Jurisdictional factors, local politics, regulations and societal expectations can also differ, which may influence how a company responds to investor engagement; and
- The type of investment strategy deployed can have a bearing on the nature of dialogue with companies. For instance, an investment strategy dedicated to "deep value" investments targeting unloved companies may use stewardship to exert influence during turnaround situations.

Given these factors, our ability to exert influence and affect change will differ from case to case. Connectivity with investor bodies and other networks can also be a way to leverage our voice.

The abovementioned dynamics are also mirrored when we consider options to escalate across funds and markets (under Principle 11).

OUTCOMES

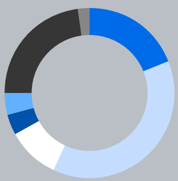
The engagement statistics and case studies help to illustrate how engagement has been used to monitor companies, highlight company actions, inform investment decision making and, where relevant, led to escalation (Principle 11).

- Please note voting and engagement statistics used in this report are based on centrally maintained records available at the time of publication.
- Commentary referring to engagement outcomes and subsequent investment decisions that have been highlighted solely refer to the investment strategy undertaking the engagement at the time.

ENGAGEMENT OVERVIEW

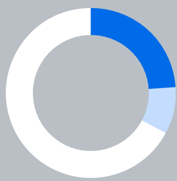
The information below provides an overview of the range and scope of our monitoring and engagement activity. The information is designed to supplement the individual case studies and demonstrate our engagement approach. An individual engagement can encompass multiple themes and the breakdown is captured in this manner. Although some of the information is segmented into environmental, social and governance themes, it should be noted that these elements are often interconnected when we consider the functioning of companies.

Primary company contact %



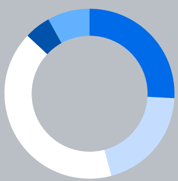
Chairman	19%
Executives (CEO/CFO/CIO/COO)	38%
Independent Director	10%
Corporate specialist	4%
Company Secretary	4%
Investor Relations	23%
Other	2%

Resulting Sentiment %



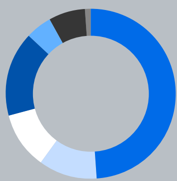
More positive	24%
More negative	9%
No change	67%

ESG themes breakdown %



Environmental including climate, biodiverity and operational impact	26%
Social, including human rights, human capital and health & saftey	20%
Governance, including leadership, oversight and remuneration	41%
Audit & control enviornment	5%
Conduct, litigation and regulation	8%

Regions engaged %

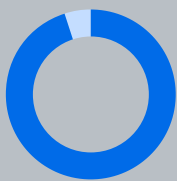


UK	49%
North America	11%
Asia Pacific ex Japan	11%
Europe	16%
Emerging Markets	5%
Japan	7%
Rest of World	1%

ESG engagement breakdown %

Environmental	29%
Social	25%
Governance	46%

Split between direct and collaborative dialogue %



Direct	95%
Collaborative	5%

Caption: Members of Stewardship team (Amie Reid, Theo Mefsut) in dialogue with investment managers (Brian McCormick, Chris Smith).

CASE STUDY

JET2

Asset Class: Equity
Industry: Airlines
Issue: Governance – diversity
Type of engagement: Direct engagement
Outcome: Remain invested – Board diversity improved

CONTEXT

In February 2022, our UK Small and Mid-Cap Equities team held a discussion with the founder of Jet2, the AIM-listed packaged holiday and airline business, to improve the group's corporate governance and Board gender diversity. This case study outlines progress made over the period and how the theme of diversity shaped our engagement.

ACTIVITY

The Board was all male, which did not reflect the composition of the group's workforce or its customer base, nor did it meet our expectations on good governance. In our engagement, we made various recommendations, which included increasing Board gender diversity and improving Board independence.

OUTCOME

A year later in February 2023, we continued engaging with the Company with the objective of adding diversity and independence to the Board. The Company committed to this progression, and we conveyed our support for the Board's approach. In June 2023, we wrote to the Chair to support the announced appointment of two independent directors – including the Company's first female director, who brings differentiated experience in marketing, ecommerce, and retail – to the Board.

This was not the only notable governance-related change for the Company over the period. The Company's founder, and then Executive Chairman, communicated his intention to step down in July 2023 having developed the business since 1983 and achieved listing in 1988. The Board moved towards having an independent non-executive Chairman, which is something we support. The new independent post was filled by an existing non-executive.

We held our first meeting with the new Chairman in September 2023, which was centred on remuneration matters and our upcoming vote at the AGM. However, we also took the opportunity to reinforce the message about diversity, and this was warmly received and in keeping with the new Chairman's beliefs.

After the period end, the company announced the appointment of another female non-executive director, with expertise in finance, investor relations and strategy, to the Board. We are encouraged by the progress of our engagement and remain invested. We continue to monitor Board developments under the auspices of the new Chairman.

CASE STUDY

JUBILEE METALS

Asset Class: Equity & Fixed Income
Industry: Basic materials
Issue: Environmental and remuneration
Type of engagement: Direct engagement
Outcome: Remain invested – pay issues will be re-visited

CONTEXT

During 2023, we continued our engagement with Jubilee Metals, an AIM-traded company whose principal business focus is the recovery of metals from historical mine waste material and tailings. As we said in last year's report, in our view the business has significant opportunities to deliver positive sustainability outcomes by recovering metals needed to enable the energy transition with lower environmental impact than new mining projects and by rehabilitating environmentally hazardous tailings sites in sub-Saharan Africa.

Since December 2021, we have been engaging with management with the goal of ensuring that the Company's corporate governance arrangements and ESG disclosures keep pace with its growth. We have seen progress on both points and welcomed the appointment in 2022 of its first Independent Chairman and an Independent Director and Chair of a newly created Safety and Sustainability Committee. The latter is also the group's first female Director.

ACTIVITY

In 2023, we met the newly appointed directors to gauge the development of the Company's governance and sustainability frameworks. Progress on both was evident; however, we encouraged the Board to establish an updated remuneration policy that strengthens the alignment between executive and shareholder outcomes. Subsequently, the Company's remuneration report revealed that our recommendations had not been implemented, with increased base salaries and a lack of pre-determined KPIs for equity-based compensation. We, therefore, felt justified in escalating the engagement by voting against the Chair of the Remuneration Committee and communicating our rationale for doing so to the Board. As an AIM-listed entity, the Company is not obliged to submit its remuneration report to a shareholder vote at the AGM, and this is why our dissent was directed at the director vote.

OUTCOME

Following the period end, the company announced changes in its corporate governance structure, as part of which the Remuneration Committee Chair relinquished the position for a role at a subsidiary executive board. The Board Chair will temporarily be appointed as the new Remuneration Committee Chair pending the appointment of an additional independent non-executive director who will take up membership of the committee. This change is aligned with our engagement objective, and we believe that the group's corporate governance is headed in the right direction. We remain invested and will continue to monitor progress.

PRINCIPLE 10: COLLABORATION

Investors, companies and wider society have a shared interest in pursuing a growth trajectory that generates wealth, creates opportunity and meets stakeholder expectations concerning outcomes for employees and the environment.

Companies and investors can face seemingly gargantuan hurdles and be exposed to major exogenous shocks as they navigate markets. In addition, investors are held to ever-closer scrutiny by regulators while working together to promote well-functioning markets or confronting systemic issues like climate change.

At an investee-company level, we seek to preserve and enhance the value of assets through our engagement. This will cover a variety of engagement scenarios from routine monitoring of assets to pushing for change, which can be difficult to accomplish.

Collective engagement plays a role in our stewardship toolkit in the above scenarios. We are open to effective stewardship through collaboration with other investors and interested parties, which allows us to learn from peers and to work towards common goals. We have been able to contribute to industry debates, to engage with fellow stakeholders and to benefit from the influence of a collaborative investor group. We also believe it is important to maintain communication with interested parties even where we disagree on an issue.

In this section, we demonstrate our role in relevant industry initiatives, in particular:

- How we have collaborated with other investors to achieve a specific change; and
- Following on from Principle 4, we demonstrate how we have worked with wider stakeholders to engage on thematic issues and matters connected to policy and promoting well-functioning markets.

CASE STUDY

HIPGNOSIS

Asset Class: Equity
Industry: Investment Trusts
Issue: Governance
Type of engagement: Collaborative
Outcome: Remain invested. We await further developments and look to the reconstituted Board to execute their plan to derive value for investors.

CONTEXT

The importance of governance is often highlighted when things go wrong. As active managers, we understand risk and acknowledge that some companies will fail as part of a healthy market dynamic. However, whether or not a company meets best practice when it comes to governance considerations is the beginning, not the end, of the analysis. Where relevant, we look beyond this to probe into the culture of the Board, its effectiveness and how the management approach facilitates sustained growth and a productive working environment.

There will be times where we have a relatively small holding in a company and it may be difficult to directly influence proceedings. Nevertheless, we seek to represent our clients interest and this case study illustrates this type of situation. A negative change in economic circumstances is a test for any company and often brings its governance to the fore as corporate decisions and leadership are scrutinised. The following details outline how we acted in a troubling situation to represent client interests and leverage our voice through collective engagement.

ACTIVITY

We have a small position in the Company called Hipgnosis Songs Fund Ltd (HSF), which is an investment company founded by Merck Mercuriadis offering investors exposure to musical intellectual property rights. The Company has a focus on acquiring catalogues of proven hits and from artists of global standing. This investment was made on behalf of our clients due to its credentials as an uncorrelated alternative investment offering an income stream. We believe these assets were a unique opportunity for the London market. The Company listed in the main market of the London Stock Exchange in 2018. However, the Company has suffered from a high level of debt in a rising interest rate environment. We believe this situation has been compounded by poor governance and the Board's inability to give shareholders sufficient confidence that conflicts of interest had been adequately managed on their behalf. The situation manifested in dramatic fashion resulting in the shares trading at a deep discount to NAV.

With the Company unable to raise fresh equity because of the discount to NAV and with rising interest costs, the Company suspended its dividends in 2023 because of the risk that it may breach debt covenants. The Company's investment manager, Hipgnosis Song Management (HSM), proposed raising cash by selling some music rights. The Company then proposed to sell $440m of music rights to a sister fund backed by the same manager – an alarming prospect for shareholders as the Company was essentially selling assets at a discounted price (in a volatile situation) to a party connected to the founder and his private equity backer. Consequently, the Board's robustness in overseeing this situation was called into question. It should be noted that HSM and the sister fund counterparty stated that measures were in place to safeguard HSF shareholders from the conflicts of interest. The Board has also stated the approach to valuations was appropriate.

HIPGNOSIS CASE STUDY CONTINUED

OUTCOME

We were approached by the Investor Forum in September 2023, as this situation was unfolding, to gauge our appetite for collective engagement participation. It was evident that we shared similar concerns. In total, six shareholders (including Jupiter) came together via the Forum with strategic timing around the October 2023 AGM and EGM, which crucially involved voting in the Company's continuation and the sale of assets to the related party.

The collective output was centred on achieving a collective position and a unified Investor Forum communication to the Senior Independent Director (SID). Voting decisions were formulated independently of each other.

The Company had announced a strategic review and its intention to engage shareholders. Our collective communication to the SID welcomed the review but pressed our jointly held concerns around the following matters: i) management of conflicts, ii) governance, iii) oversight, and iv) issues relating to valuation of assets. Some of the outcomes and actions are listed below.

- We independently voted against the continuation of the Company and the Chairman. The Chairman and SID both stood down the day before the AGM. By this time votes had been cast, and the Chair had received 71% of the votes against his re-election.
- 83.2% of the turnout voted against the continuation of the Company. In accordance with the Company's prospectus, the Board has to put forward proposals concerning the reconstruction, reorganisation or winding up of the Company within six months (by 26 April 2024).
- The resolution to authorise the sale of assets to the related party attracted 84.1% votes against.

The scale of the dissent was resounding, and this overwhelming result caused the Board to reconstitute itself over November 2023 to January 2024. This period saw the appointment of new directors, including a new Chairman and the resignation of additional members and the appointment of a new audit partner.

After these changes, we felt is was important to allow the new Board sufficient time and space to execute its plan, and we will continue to monitor and engage where we deem appropriate.

JANUARY 2024 UPDATE

It subsequently transpired that the investment manager has rights to a call option, which is part of an agreement on listing. This option provides HSM certain rights if the Company were to terminate the Investment Advisory Agreement by giving 12-months' notice. Under this scenario, HSM has the right to purchase the Company's entire song portfolio held at the date of termination. This option also applies if HSM is terminated due to liquidation, winding up or material change of investment policy. HSM will be subject to various conditions on the price it must pay.

However, in totality, the new Board sees this as a conflict of interest and a major barrier to realising the full value of the Company as it acts as a significant deterrent to any third parties seeking to acquire the Company or its assets. Unsurprisingly, HSM has refused the request to drop the call option from its Investment Advisory Agreement.

In order to resolve this situation, the Board has convened an EGM for 7 February 2024 where it seeks to amend the articles so potential bidders may be compensated. The Board wants to be able to pay up to £20m to prospective buyers that offer terms acceptable to shareholders. At present, it is felt that prospective buyers are put off by the call option, and this move will protect bidders against due diligence and acquisition costs, so they are not deterred from seeking to engage with the Company. Jupiter supported these arrangements at the EGM.

The EGM motion as passed with 99.9% of the turnout voting in favour. The Board states it will continue to progress with its strategic which examines all options to deliver shareholder value.

APRIL 2024 UPDATE

On 18th April 2024, the board agreed to a $1.4bn takeover from Concord Chorus. This news was disclosed at the time of publication of this report. Shareholders will be entitled to vote on the transaction. We will disclose how we vote via our website.

CASE STUDY

JBS

Asset Class: Fixed income
Industry: Consumer staples
Issue: Waste and pollution
Type of engagement: Collaborative
Outcome: Remain invested. Obtained insights into company policy and encouraged management to consider replicating good practice across markets.

The following case study refers to activity undertaken as holders of fixed income securities issued by JBS, which is global animal protein processor. JBS has come under scrutiny for many years over sustainability and the employee agenda. We are keen to work with companies and to understand their challenges, but where necessary we are prepared to push for change or express an expectation for a faster rate of change. In order to achieve these standards, we as investors need to elevate how we engage and ensure that our own strategy and approach is fit for purpose. It is clear from our experience that targeted and strategic collaboration is a way to empower engagement.

The case study refers to our participation in a collective engagement led by the FAIRR Initiative, a collective that specialises in raising awareness of material ESG risks and opportunities in the global food sector. We collaborated with this organisation in respect of JBS and were impressed and appreciative of the quality of FAIRR's research and ability to facilitate and drive purposeful and considered engagement that seeks to work with companies and set a constructive tone.

CONTEXT

The engagement was specifically targeted by FAIRR to improving what JBS do with their production facilities' waste (unused parts of animals and blood, fluids, etc.) and what JBS is doing with their untreated manure.

We understand there are various linkages and lines of responsibility that stretch beyond JBS, especially when this issue covers multiple territories around the world where regulations vary significantly. Nevertheless, the overarching issue concerning how animal waste is treated is a major threat to ecosystems and poses a risk to investors in terms of potential regulatory clampdowns, litigation and reputational risk. Given our focus on biodiversity, we thought the FAIRR engagement represented a powerful case, and we wanted to contribute and collaborate.

As a starting point, we do not suggest that JBS is culpable for these major risks as there are many areas where it does not have direct control. However, we are keen to understand how it is improving its practice. JBS is an important engagement partner in this regard as its sphere of influence in the industry is both significant and international. JBS has an opportunity to advance as a business by being proactive on these matters.

FAIRR research shows the grave nature of the situation and how the poor management of manure and animal waste (through livestock production) is a key driver of nutrient loss to the environment and ecosystems around the world. This is only going to intensify because of population growth and increased meat consumption.

JBS CASE STUDY CONTINUED

ACTIVITY

The FAIRR collective brought together investors from various European organisations, and we entered into dialogue with JBS's Global Chief Sustainability Officer and Corporate Sustainability Director.

The objective of the engagement was to understand how the Company is made aware of the risks its animal-waste activities pose on biodiversity (e.g. soil nutrition and water pollution), recognising the scale of this task and responsibility. The engagement sought clarity on various factors and encouraged the Company to commit to a timeframe to implement a thorough risk assessment of this issue with regards to biodiversity, as well as full disclosure of locations found to be at risk. The engagement group also strongly encouraged JBS to leverage the valuable nutrient in their manure to develop economic opportunities through circular fertilisers, in which they are already starting to invest.

OUTCOME

The engagement highlighted the fragmented nature of the company's supply chain and the challenge it faces in developing a robust oversight framework.

Management claims that they have limited influence on their upstream suppliers where JBS is not the owner of the farmland.

The company was able to point to individual initiatives at some operations which demonstrate efforts to reduce its environmental impacts. These included one of its business units in Brazil, which is focused on waste and reuse of by-products. One of their initiatives focuses on fertiliser, where JBS uses biological waste from its own operations and transforms this into organic fertilisers that can be sold for use elsewhere. The Company also produces biodiesel from tallow and collagen from animal by-products. Also in Brazil, JBS converts cooking oil into biofuel, producing around 2 million litres of biodiesel a day. The Company stated that these efforts minimise JBS's negative impact on the environment while creating profits for the Company.

However, it was not clear to us why JBS has not carried out a global assessment of its operations and has not yet started rolling out best-in-class practices seen, for example, in the UK or Brazil. The group encouraged JBS to use its influence to encourage its upstream suppliers to look at circularity issues in more detail, particularly on the beef side, which seemed less developed than their poultry efforts.

We remain invested within specific fixed income portfolios and, although these do not operate global norms exclusion policies, we will closely follow what happens to the proposed JBS listing, as well as the result of the pending SEC whistleblower complaint for making inaccurate claims when selling approximately $3 billion of "Sustainability Linked Bonds" to US investors.

We expect to continue elements of this engagement in 2024 as part of the Nature Action 100 investor engagement group for JBS, which we are part of.

OUR ROLE IN INDUSTRY INITIATIVES

Thematic collaboration and promoting well-functioning markets

Subject	Collaboration partner(s)	Overview
UK Corporate Governance Code Reform	FRC IA	Jupiter participated in the UK Corporate Governance Code Consultation, which was overseen by the FRC. We had direct dialogue with the FRC, but ultimately channelled our response through the IA with whom we also engaged. In isolation, the individual proposals were not concerning and reflected market practice. However, we agreed with the IA's position that in totality the amendments may lead to over-prescription, and we believed there ought to be a distinct connection to work being undertaken by other stakeholders to improve UK capital markets, although it is understood that is not the FRC's remit in this particular regard.
Fixed Income Transparency Regime/ Consolidated Tape	IA, Association for Financial Markets in Europe (AFME), FCA	This description covers work undertaken in late 2023 and over 2024. Jupiter, as a member of the IA's Fixed Income Traders Committee, engaged and collaborated with AFME in response to the FCA's Consultation Paper on the future of Fixed Income market transparency. Jupiter represented the IA at the FCA's offices in a broad discussion around the paper, highlighting concerns market participants have around the implementation of real-time transparency in bond markets and the fact that a 15-minute delay in publication isn't as effective at protecting market integrity as it is in equities. Jupiter played a large part in creating a transparency matrix that was delivered to the FCA for consideration and discussion. Calibrating transparency in Fixed Income is vital to ensure the efficient functioning of OTC markets and protecting risk takers and institutional investors alike.
Vote Reporting Group (VRG)	UKSIF IA	The VRG was convened by the FCA (acting as secretariat) in its response to the Taskforce on Pension Scheme Voting Implementation. The VRG comprises market participants across the investment chain, and they provided recommendations for an industry template for asset manager vote disclosure that was consulted on. Jupiter participated in the consultation and was engaged with both UKSIF and the IA. In principle, we support the move to market standardisation and believe this will benefit market participants. However, we questioned various details in the proposals in our feedback to our engagement partners, which covered the following elements: • Decision-usefulness of proposed template factors and caution over the volume of information that is created • Requirement for cost-benefit analysis is necessary • Supported a phased-in process for mandatory reporting • Template could better take into account factors such as position size to understand the prominence of the vote
UK Equity Market – listing reforms	Investor Forum IA	Jupiter participated in the FCA's consultation on UK Listing Rule reforms through the Investor Forum and IA collaboration. Please see Principle 4 for a case study.

Thematic collaboration and promoting well-functioning markets continued

Subject	Collaboration partner(s)	Overview
Islamic Finance (beyond exclusions)	Global Ethical Finance Initiative (GEFI) Islamic Finance Council UK (UKIFC)	Jupiter's Global Emerging Markets strategy is responsible for a Sharia mandate, which incorporates various ethics-based exclusions (e.g. alcohol). The approach to exclusions is well understood. However, over the period the Investment Strategy was part of a collective led by GEFI and UKIFC to explore ways to advance sustainability and stewardship within the realm of Islamic finance by moving beyond a solely exclusionary approach. The collective worked on the Tayyib principles. Tayyib means wholesome and an aspiration for excellence and goodness in all aspects of life. Within this context, Tayyib resonates with the wider incorporation of ESG characteristics and stewardship and not just exclusions. Jupiter's GEM team was involved in working with the collective to help shape and inform Tayyib standards. This was a practitioner-led project involving religious scholars, academics and market participants. The aim of the standard is to complement the existing Sharia finance industry and reflect ESG integration aligned to Islamic principles. GEFI communicated the intention to launch Tayyib standards the at COP28 in November 2023, and Jupiter was also in attendance to support this effort. GEFI is currently working with its partners to finalise plans for implementation, and we expect further developments to be announced over Q2/Q3 2024.
Pass-through voting	FCA	Over the period we have been monitoring the situation concerning pass-through voting, and we engaged various industry bodies to assess forthcoming requirements as we believed there was a lack of clarity in this area. We were ultimately put in contact with the FCA and engaged on this matter. We support greater engagement between asset owners and managers regarding voting policies and preferences. We also recognise that this needs to be supported with greater transparency about our actions. We conveyed caution for a move to pass-through voting as in certain circumstances it could impinge stewardship activity entrusted to investment managers.
Climate policy	UKSIF	Publicly supported a letter to UK Prime Minister Rishi Sunak, which was jointly drafted by the IIGCC, PRI and UKSIF, specifically urging the government to reconsider its announcements that include delaying phase-outs of new ICE car sales, gas boilers and energy efficiency measures. As an NZAM signatory, Jupiter saw merit in supporting this investor collaboration as it pushes for clarity on the UK's climate policy, which is important for businesses as they plan for the long term and make capital allocation decisions.

PRINCIPLE 11: ESCALATION

Escalation is an important tool that supports our engagement activities.

We aim to invest in companies where we believe in the strategy, management team and business model. However, over time, any of these may falter and lead to the destruction of value. Alternatively, we may develop concerns that a company's longer-term sustainability agenda is going off track. In these cases, our stewardship responsibilities require us to monitor and, where necessary, to escalate. Our approach to escalation is positioned as a confidential dialogue where we seek to achieve progress in a measured way.

PRIORITIES AND DYNAMICS ACROSS MARKETS AND FUNDS

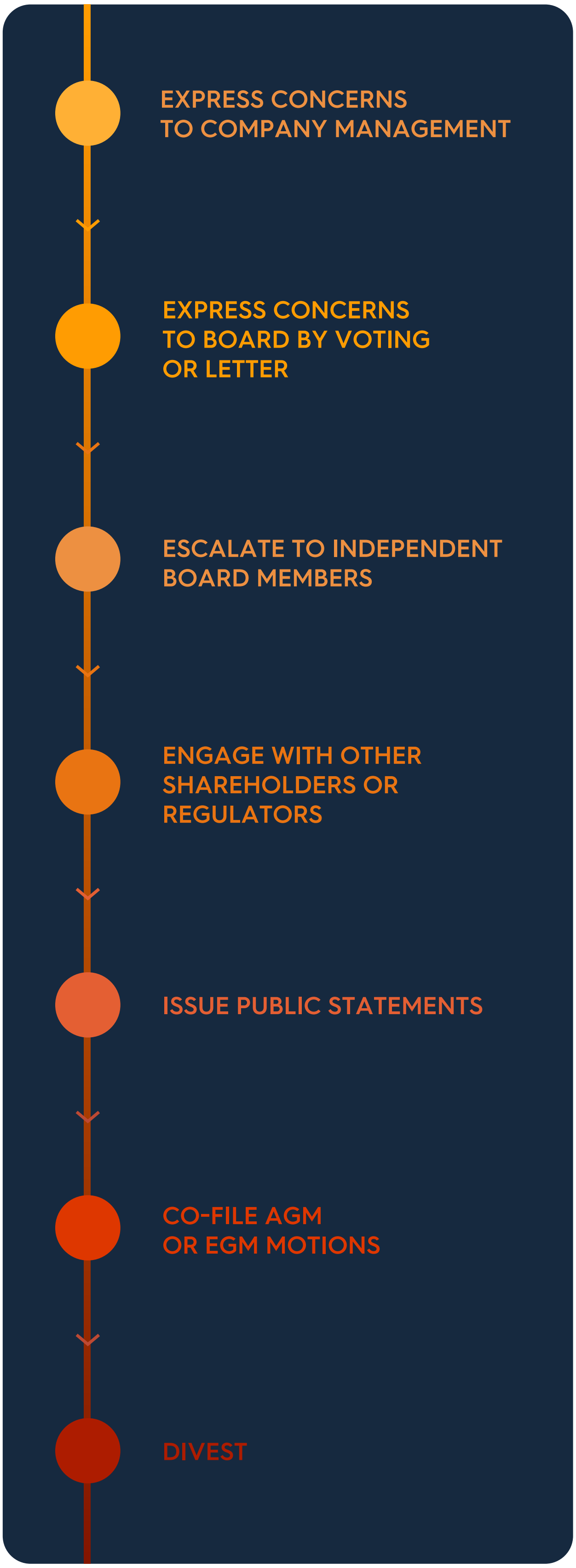
Jupiter's investment managers are ultimately responsible for deciding on escalation activity for their portfolios. There is a deep partnership between investment managers and the Sustainability & Stewardship team, who assist with research and engagement on escalation matters. Members of the Sustainability & Stewardship team also partner investment teams in executing engagement or necessary escalation with respect to Jupiter's group-wide commitments. This is subject to the governance framework outlined in this report.

Priorities for escalation can differ and, as an active manager, we find these are often pointed towards company-specific issues. Experience has shown the following themes feature prominently within our escalation activity:

This section outlines:

- Management effectiveness;
- Pay misalignment;
- Strategic execution;
- Company conduct, regulation, litigation and consumer issues; and
- Environmental controversies.

How escalation differs across funds is outlined in the engagement approach under Principle 9.



CASE STUDY

ENTAIN

Industry: Sports betting and gaming
Asset class: Equity
Theme: Governance – management effectiveness
Type: Direct
Outcome: Remain invested – management change

CONTEXT

Jupiter has been a shareholder in Entain for a number of years, derived via investments in entities that became Entain through a series of M&A transactions. Entain operates a number of gaming brands, and its appeal to us is centred on its industry-leading technology platform. The company has exposure to a variety of regulated markets, including the US.

ACTIVITY

The escalation of our engagement with Entain relates to management effectiveness and overall business performance. Part of Entain's story encapsulates an all-too-common governance story of management being focused on dealmaking, sometimes to the detriment of the day-to-day running of the business, with challenges arising around the integration of newly acquired and legacy businesses.

We do not oppose M&A activity, but integration is often complex, time consuming and costly. In our general investor experience, integration of systems and harmonising culture is often problematic for many firms; these issues form part of our engagement approach. It is important that as part of our stewardship responsibilities we monitor these dynamics, and where relevant we will seek independent insights from the Chairman.

In 2021, Entain rejected a 1,383p bid from its US joint venture partner, MGM, on the grounds that it undervalued the Company. At the time, we understood management's position and backed them on their strategy going forward. However, performance in the intervening years has not met expectations, and this has led to investor concerns about strategic execution and management effectiveness.

Entain's proposition was based on strategic acquisitions, but the success of this model hinges on its ability to successfully integrate the technology stack and create synergies/efficiencies. The market has questioned Entain's level of success in this regard, however. It appeared that the Company was lacking in operational efficiency and, over time, this made us question the CEO's leadership. Concerns were heightened in June 2023 when the Company completed a £600m fund raise, via an equity placement, to facilitate a £750m acquisition of Polish sports betting company, STS Holding. Jupiter did not participate in this fund raising.

As part of our escalation, we convened a meeting with the Chairman in October 2023. This engagement covered the abovementioned issues and homed in on the management performance of the CEO and Deputy CEO. The Chairman was candid and made clear that he was aware of shareholder sentiment and understood that these were not unreasonable expectations and observations.

OUTCOME

Entain's CEO stood down on 13 December 2023. It is also clear that there was pressure from activist investors, citing similar governance, leadership and strategic concerns. Investor pressure played a pivotal role in this outcome – demonstrating that importance for our appropriate escalation as part of a cumulative investor voice.

On 3 January 2024, the Board announced the appointment of a new Non-Executive, who is the CEO and CIO of Eminence Capital, one of the activist investors that has questioned Entain's direction. Jupiter has not entered into dialogue with Eminence or any other activist, but we support this move and see it catalysing further change.

We continue to monitor events and note the CEO succession process is ongoing and there has been consolidation in the industry. We will continue to represent our clients' interests and, where we feel it is necessary, continue to push for change to maximise value.

CASE STUDY

TIGER BRANDS

Industry: FMCG
Asset class: Equity
Theme: Management effectiveness. Escalation of concerns to help effect management change
Type: Direct
Outcome: Remain invested. New CEO announced October 2023.

Our investment teams aim to make well-informed decisions that can help deliver value to our clients. Nevertheless, investee companies will be evolving in response to competitive forces and occasionally Boards and management teams may make missteps, fall short on their commitments, or fail to exhibit desired corporate behaviours. Engagement plays an important role in preserving and enhancing the value of assets we manage for our clients and holding Boards to account forms part of our stewardship duties.

CONTEXT

We are invested in Tiger Brands Ltd, a consumer goods company headquartered in South Africa. Tiger Brands was once a dominant franchise in its home market, but over time this leadership position has declined, leading to concerns about a lack of organisational efficiency. This case study refers to escalating concerns over management effectiveness to the Board.

ACTIVITY

We met with the Chair and Remuneration Committee Chair in H1 2023, following the Company announcing reporting issues. There were anomalies in the way profits were being recorded, and appropriate adjustments for rebates had not been duly accounted for in a specific business line. During our engagement, we learned more details about the issues and discussed the remedial actions taken by the Company.

In our dialogue, we probed matters concerning processes and controls, which expanded into a conversation about overall management effectiveness, and we questioned the Company's performance culture and the Board's collective role in overseeing management. We unequivocally made clear that we lacked confidence in management and communicated our expectations about the Board's responsibilities to shareholders.

OUTCOME

In October 2023, the Company announced the departure of the CEO, who had served in this position for over three years. He was replaced by external nominee Tjaart Kruger, the former CEO of rival Premier Foods.

Advocating for management change is an action we undertake only in extremis, should the need arise to protect our clients' interests. We will continue to engage with the Board and await further developments.

Jupiter met the new CEO in January 2024, and we had a positive first impression and were encouraged by his views and plans in shaping a more efficient business.

CASE STUDY

GODFREY PHILLIPS

Industry: FMCG
Asset class: Equity
Theme: Improve governance to drive value (escalation), defeated related-party transaction authority
Type: Direct
Outcome: Ongoing – remain invested.

As global investors, we apply stewardship principles across markets, and this can present various hurdles that test our abilities, enhance our learning and galvanise our purpose. This case study is a continuation of our efforts to constructively challenge and work with the Board of Godfrey Philips India Limited on governance matters. It highlights our willingness to question decisions and seek improvements over many years. It does not signal a negative view on the Company's leadership but a commitment to work towards shared goals.

This case study also touches on various elements that are aligned to the UK Stewardship Code (2020). It is not uncommon to see large ownership blocks/shareholdings in overseas markets such as those in Asia. These shareholdings may belong to financial institutions, but family stakes, state-backed entities and multinational interests are prevalent in the shareholder register of companies in various markets including India.

This in itself is no cause for concern; we do not advocate a one-size-fits-all approach to governance across markets, nor do we represent the Anglo-Saxon model of corporate governance as the definitive global ideal. As investors, we respect local market practice and understand that each jurisdiction will have different corporate cultures that are centuries in the making. However, experience has shown us that certain governance principles are of value to investors regardless of jurisdiction.

We uphold the stewardship principle concerning the ongoing monitoring of assets and often this means considering factors such as management succession, alignment and incentivisation. However, it is also key to monitor the interests of significant shareholder groups (in addition to monitoring companies themselves), as these groups may be influenced by exogenous factors that have a bearing on our investment. It is important to reiterate that we do not have a negative view on familial, state or multinational ownership blocks within shareholder registers. Quite the opposite – they are our partners. However, as investors we must be robust in how we discharge our stewardship responsibilities to ensure that interests are aligned and shareholder rights are protected.

BACKGROUND

Godrey Phillips India (GPI) is one of India's largest FMCG companies specialising in tobacco manufacture and has expanded interests within confectionery and retail. Our investment thesis is linked to the Company's ability to benefit from growth in the Indian consumer market as well as maximising trade with international partners. The Company was founded and built by the late KK Modi, and his family continue to maintain a 29.85% stake in the Company via Modi Enterprises Ltd. Philip Morris International (a US multinational) is the second-largest holder with a 25.1% stake in the Company. Philip Morris and GPI maintain licence agreements regarding the sale and manufacture of tobacco products. Jupiter is the largest independent shareholder with c.6% of share capital.

The Founder passed away in late 2019, and it should be noted that the family's business empire was a vast undertaking spanning many areas and businesses beyond GPI. Upon his death, it became apparent to outsiders that there was uncertainty with respect to the future of these assets including their holding in GPI. We understood that this was a very sensitive situation, but the family dispute was increasingly being played out in the public arena, much to our dissatisfaction. The family's matriarch also appointed herself President & Managing Director and we opposed and voted against this at the December 2019 EGM due to concerns over corporate governance.

In short, factions emerged within the controlling family where one party (led by the Pres and MD) asserted that family assets are to be maintained, whereas other parties within the family have concluded a sale of assets, including GPI, should be executed with proceeds to be distributed accordingly to family members. It was evident that the family dispute was impacting our investment. Unfortunately, this dispute continued to escalate, and the case is currently being heard at India's Supreme Court, which will judge on the fate of the family assets.

Our focus is solely fixed on GPI's future success and stability. From the outside looking in, there appeared to be a leadership flux in late 2019, and we were concerned about the manner in which the succession plan had been enacted. In our view, this was the most opportune time to embed corporate governance reform, and we made these sentiments clear to the Board. Over the period, we have also made attempts to engage with Philip Morris and elicit collective engagement with other shareholders, but this has not been fruitful.

GODFREY PHILIPS CASE STUDY CONTINUED

Since 2020, we have engaged with the Board, making a vigorous case for the application of corporate governance best practice. We have voted against directors due to governance concerns and a lack of independence. Furthermore, we have also voted against pay proposals in 2021 and 2022 due to concerns over the quantum of pay, and voting records show that independent shareholders overwhelmingly voiced opposition to management remuneration. For instance, approximately 97% of the institutional shareholder turnout voted against the President and Managing Director's remuneration at the 2022 AGM. However, the motion was carried due to the combined voting power of the main shareholders who controlled over 70% of the votes.

2023 ACTIVITY

The Company convened a Special Meeting in September 2023, which included the election of a new non-executive director and authorisation for a related-party agreement governing the sale of tobacco between GPI and a Philip Morris entity. Although independent proxy advisors recommended voting in favour, our own analysis upheld further caution. The director in question is an esteemed legal professional who is held in high regard in the field of taxation. Although we do not question his abilities, integrity or credentials, it is evident that he has acted as legal representative to the founding family, and we subsequently voted against due to this connection. The Company did not believe this association impacted independence, and they were entirely within their rights to classify the director as independent.

The related-party transaction did not give us concern. The trade between GPI and the Philip Morris entity is mutually beneficial and a part of ordinary business. Technically speaking, approval was not required for the year under review as they were operating within permissible limits, but this authority was sought on the grounds of future capacity increases, which require approval.

We voted against because the manner in which the authority was structured could be interpreted as allowing for auto-renewal. We managed to defeat this motion, because the two largest shareholders were not permitted to vote as they were not independent of the said transactions. Given our focus on corporate governance, we thought this added unnecessary governance risk, and we would prefer a structure whereby shareholders have annual recourse to opine and vote on matters.

Following the defeat of the motion, we held further discussions with management. The Company called for a further shareholder meeting in December 2023 in an attempt to seek re-approval of the related-party authority, but within an AGM to AGM cycle.

The Company subsequently disclosed that it would implement an employee share plan and subsequent shareholder approval would be sought. We took the opportunity to be proactive on the matter and provided feedback that such incentive structures should contain holding periods and not incorporate deep discounts. Again, we made clear from our standpoint that these individual voting items are considered collectively as part of our governance push.

We once again voted against the related-party authority at the December 2023 EGM because the Company had failed to provide any assurances over the employee share option scheme. We reiterate, this did not halt any trading activity by the Company.

On 7 January 2024, the Company held an EGM to approve the share plans and interestingly both of our proxy research providers recommended voting against, on the grounds that the scheme may grant shares at a deep discount to market price, and we subsequently voted against.

OUTCOME

This case study encapsulates many of the shared values between Jupiter and the UK Stewardship Code. Our resolve and long-term commitment are in evidence, and this is a key attribute for stewardship outcomes. We applied great thought and energy to our escalation options but understood the importance of transparency to the Company and constructive dialogue. We continue to hold the company as our view of it's long term potential aligns with the investment strategy of the relevant fund. We think incorporating governance structures that provide confidence to external shareholders will be beneficial. We await the results of the Supreme Court hearing, which will influence our next action

PRINCIPLE 12: EXERCISING RIGHTS AND RESPONSIBILITIES

The exercise of rights and responsibilities through informed voting is fundamental to Jupiter's active management and active ownership approach. Proxy voting is a representation of our clients' interests and underpins both accountability and the alignment of interests between asset owners and beneficiaries.

PROXY VOTING

We seek to vote through all eligible proxies, taking account of local market practice such as powers of attorney or share blocking. Our investment managers are accountable for exercising their shareholder votes, supported by the Stewardship team, which is responsible for proxy voting operations, monitoring meeting ballots, and providing an initial assessment of each meeting's agenda, including an assessment of independent proxy advisory research. We do not outsource our voting decisions to an external service provider, nor do we automatically vote in line with third-party recommendations, with the exception of our systematic quant-driven strategy.

Our publicly available Proxy Voting Policy sets out our approach to these rights and responsibilities.

Together with our third-party proxy-voting advisor, we endeavour to assess each voting decision based on the following characteristics:

- Deviations from best practice;
- Disclosures made by the Company or lack thereof;
- Engagement activity including dialogue we have had with the Company, commitments made, or irrevocable undertakings;
- Our commitment to responsible investment codes and other ESG initiatives; and
- Client initiatives.

SERVICE PROVIDERS

We continue to subscribe to the services of Institutional Shareholder Services (ISS) and Institutional Investor Advisory Services (IiAS) as proxy-research providers. We use these services to help provide an independent assessment, which helps us to make an informed voting decision. We endeavour to vote wherever possible and practicable, taking into consideration local market and third-party requirements, such as powers of attorney and share blocking.

CLIENT AUTHORITY

Segregated mandates: Our client take-on process factors in requests and policies concerning voting. This includes whether any override is part of the voting agreement.

Investment into pooled vehicles: We are open to voting discussions with institutional clients who are directly invested into pooled funds.

MONITORING OF VOTING RIGHTS

For Jupiter's segregated mandates, we follow a strict institutional investment management agreement (IMA) legal review process during client onboarding. A review checklist includes investment restrictions, breaches, regulatory items, performance fees, corporate actions and proxy voting. Clients with segregated accounts may determine their own approach to voting and, if proxy voting is required, the Stewardship team will complete the necessary set-up to ensure that all shares are voted. The Stewardship team applies a daily workflow process to ensure ballots are reconciled and voted.

VOTING AND SIGNIFICANT VOTE DISCLOSURE

We have made efforts to improve voting transparency at fund and group level. From Q2 2024, our website will host granular voting details at fund level with rationales for voting against.

We continue to summarise selected significant votes within the appendix of this report. Our website contains full voting disclosure. A significant vote may feature one or more of the following factors:

- Activity where there is a significant holding in the Company;
- Points of escalation;
- Shareholder proposals that are aligned to our ESG goals; and
- Approval of related-party transactions and M&A activity.

Over the period, we voted at 99% of all eligible meetings that were received. Unvoted items were due to decisions taken to not vote in certain markets such as Russia, in addition to instances linked to the absence of powers of attorney (from the client's side).

Significant votes can include actions that support or oppose management; see Appendix A for more details.

STOCK LENDING

We do not engage directly in stock lending. However, our clients are free to enter into such agreements in accordance with their own policies, including the decision to recall stock. These decisions are taken independently of Jupiter.

SUMMARY OF VOTING ACTIVITY

Number of resolutions voted globally

22,856

UK: 5,122 / Overseas: 17,734

Number of shareholder meetings voted globally

1,964

UK: 317/ Overseas: 1,647

Number of resolutions voted against management

1,631

UK: 41 / Overseas: 1,590

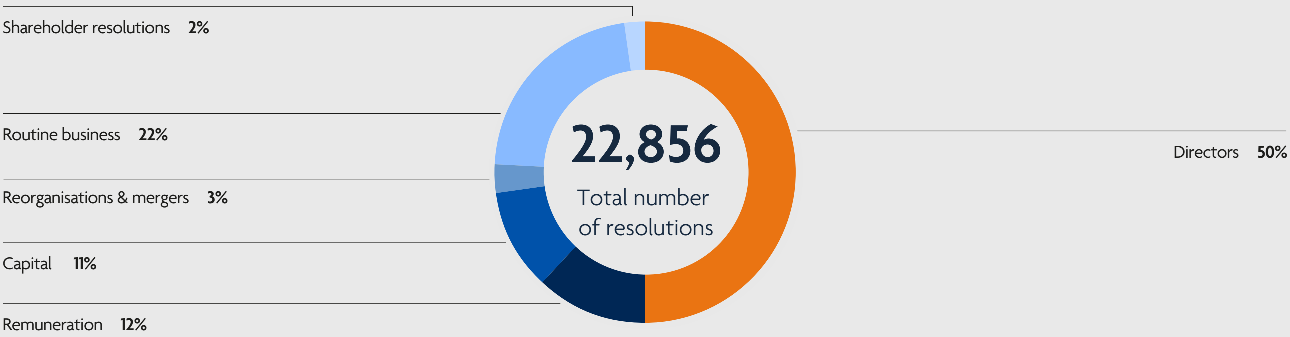
Number of meetings where at least one resolution was vote against management

686

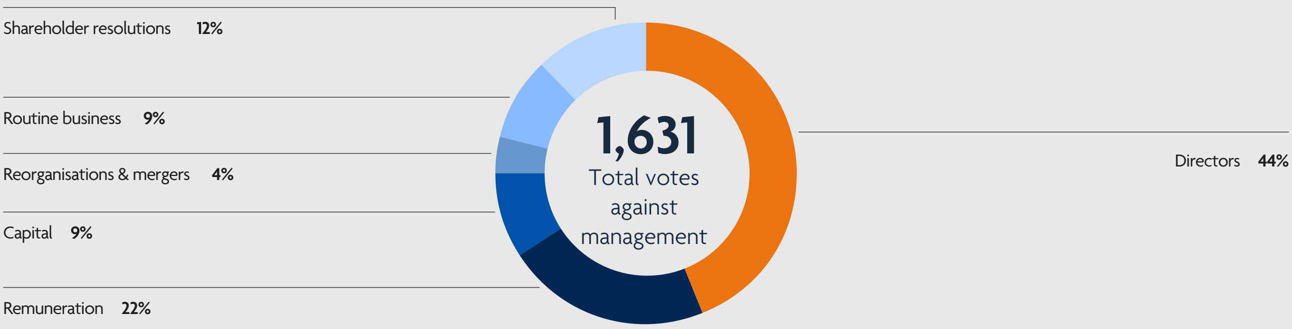
UK: 32 / Overseas: 654

VOTING STATS BREAKDOWN

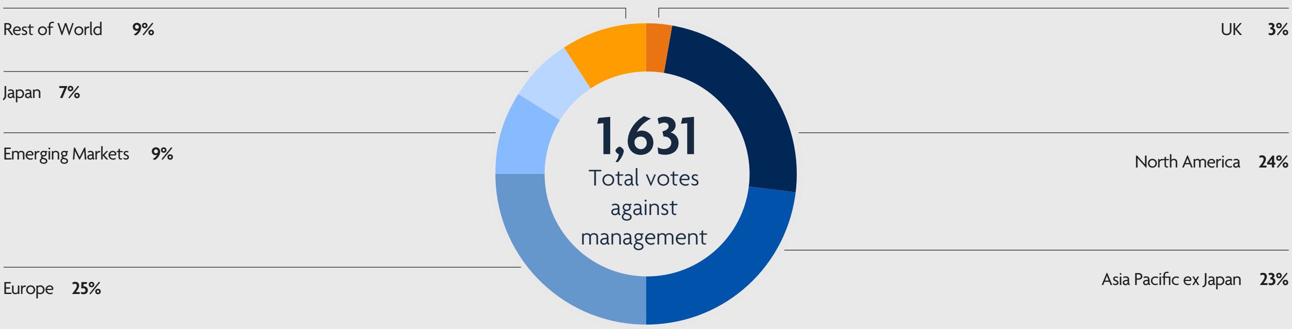
GLOBAL BREAKDOWN OF TOTAL VOTES BY CATEGORY %



GLOBAL BREAKDOWN OF VOTES AGAINST MANAGEMENT BY CATEGORY %



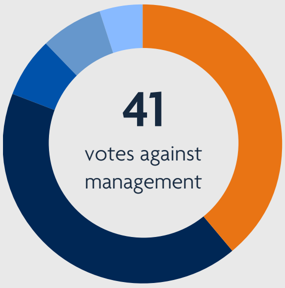
GLOBAL BREAKDOWN OF VOTES AGAINST MANAGEMENT BY REGION %



GEOGRAPHICAL BREAKDOWN OF VOTES AGAINST MANAGEMENT (BY MEETING)

Votes against management refer to instances where we have submitted instructions to either vote against or abstain.
For key, please see Categories on page 50.

UK BREAKDOWN %



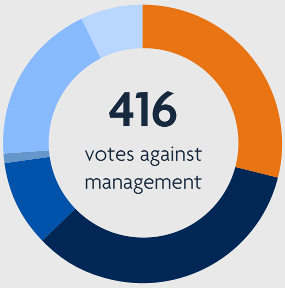
Directors	39%
Remuneration	42%
Capital	7%
Reorganisation & mergers	7%
Routine business	5%
Shareholder resolutions	0%

317 Total meetings voted

5,115 Total management resolutions

7 Total shareholder resolutions

EUROPE BREAKDOWN %



Directors	29%
Remuneration	34%
Capital	10%
Reorganisation & mergers	1%
Routine business	19%
Shareholder resolutions	7%

326 Total meetings voted

5,464 Total management resolutions

64 Total shareholder resolutions

NORTH AMERICA BREAKDOWN %

Directors	54%
Remuneration	19%
Capital	1%
Reorganisation & mergers	1%
Routine business	2%
Shareholder resolutions	23%

429 Total meetings voted

4,603 Total management resolutions

237 Total shareholder resolutions

ASIA PACIFIC EX. JAPAN BREAKDOWN %

Directors	43%
Remuneration	16%
Capital	12%
Reorganisation & mergers	12%
Routine business	11%
Shareholder resolutions	6%

536 Total meetings voted

3,450 Total management resolutions

104 Total shareholder resolutions

GEOGRAPHICAL BREAKDOWN OF VOTES AGAINST MANAGEMENT (BY MEETING) CONTINUED

JAPAN BREAKDOWN %

Directors	66%
Remuneration	2%
Capital	0%
Reorganisation & mergers	4%
Routine business	1%
Shareholder resolutions	27%

149 Total meetings voted

1,673 Total management resolutions

76 Total shareholder resolutions

EMERGING MARKETS BREAKDOWN %

Directors	75%
Remuneration	6%
Capital	0%
Reorganisation & mergers	1%
Routine business	8%
Shareholder resolutions	10%

58 Total meetings voted

561 Total management resolutions

19 Total shareholder resolutions

REST OF WORLD BREAKDOWN %

Directors	16%
Remuneration	32%
Capital	47%
Reorganisation & mergers	1%
Routine business	3%
Shareholder resolutions	1%

149 Total meetings voted

1,482 Total management resolutions

1 Total shareholder resolutions

CATEGORIES

Directors: Board and director effectiveness, succession planning, board and committee composition, diversity, independence and election.

Capital: Share buybacks, capital raisings and share issuance mandates.

Routine business: Reports and accounts, dividends, auditors and fixing remuneration, Articles of Association and investment policy.

Remuneration: Executive pay policy and company strategy, new share schemes, retention awards and pay for performance.

Reorganisations & mergers: Mergers and acquisitions activity.

Shareholder resolution: Corporate governance best practice, regulation, environmental, climate and social.

APPENDICES

APPENDIX A – SIGNIFICANT VOTES

The tables below and overleaf show significant votes from the period focused on specific ESG voting items.

ENVIRONMENTAL

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
BP PLC Date of vote: 22/02/2023	Approve proposed Shareholder proposal on Climate Change Targets, to emphasise the importance of 2030 targets covering the entire Scope 3, claiming that a 2050 target is insufficient without a 2030 target.	Against	We had concerns that the shareholder request was too prescriptive and over emphasised Scope 3 targets at the expense of the overall effectiveness of the current decarbonisation strategy. We think that BP is still dedicated to reducing carbon emissions, but after they changed their climate change goals, they are no longer a leader in this area and are more like other European companies. As investors, we appreciate BP's honesty on the challenges and difficulties of the sector to balance the 'energy trilemma' and that the transition is complex and multi-dimensional. Therefore, we decided to vote against the resolution on the grounds that it could limit the Board's options as it would be a different strategy from the one they developed.	Rejected	We remain invested.	Potential impact on financial outcome
Schneider Electric Date of vote: 04/05/2023	Approve the Company's Climate Transition Plan	For	Support for the Climate Transition Plan (CTP) was warranted after considering the climate mitigation targets by 2030 and 2050 to achieve Net-Zero on a 1.5C trajectory were validated by SBTi and the plan included intermediary checkpoints. The company also outlined a set of detailed implementation actions with interim targets in 2025, which is in line with the expectations of the net zero investment framework guidance.	Passed	We believe this is a positive outcome and will monitor how the Company progresses towards achieving the targets and milestones it has within the CTP.	Potential impact on stewardship outcome.
Aviva Plc Date of vote: 04/05/2023	Approve Climate-Related Financial Disclosure	For	The proposal warranted support because Aviva's latest climate related disclosures included clear targets for various climate and environmental measures and were in compliance with the Net Zero Investment Framework standards.	Passed	We believe this is a positive outcome and will monitor how the Company progresses towards achieving its climate and environmental targets.	Potential impact on stewardship outcome.
Chubb Limited Date of vote: 17/05/2023	Shareholder proposal for the company to report on GHG emissions reduction targets aligned with the Paris Agreement Goal.	For	A vote in favour of this shareholder proposal was warranted as we believe it will help shareholders better evaluate the company's management of climate-related risks from its underwriting, investment and insurance activities.	Rejected	The item did not pass but we plan to engage with the Company on their climate related reporting.	High profile/ controversial vote

ENVIRONMENTAL CONTINUED

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
Shell Plc Date of vote: 17/05/2023	Approve Shell's Energy Transition Plan	For	Overall, qualified support with concern on its future progress under the leadership of their new CEO was considered warranted. We felt the Company has on balance delivered on the commitments of its 2021 plan and made progress during the year under review. We do however acknowledge the existing gaps and remain engaged with the Company on these and through the CA100+ group, and hope the gaps will be addressed in the new Energy Transition Plan.	Passed	The item passed. We continue to monitor the Company's actions towards executing its Climate Plan and await a new plan being put to vote at the 2024 AGM.	High profile/ controversial vote
Shell Plc Date of vote: 17/05/2023	Shareholder proposal requesting Shell to Align its Existing 2030 Reduction Target Covering the Greenhouse Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement	Against	We voted against this shareholder proposal because the Company intends to present a new climate plan for voting in 2024 and this will allow the new CEO to influence his own strategy. We will closely monitor the new plan.	Rejected	The item did not pass, receiving 20% of shareholder support. We await the Company putting a new climate plan to vote at the 2024 AGM.	High profile/ controversial vote
Glencore Plc Date of vote: 26/05/2023	Approve 2022 Climate Report	For	A vote in favour was deemed warranted after assessing the company's progress with its existing climate plan. We recognize that the Company still has room to improve its reporting on some issues, such as compliance with the Paris Agreement and growth in capex for coal, which we will engage on with the Company through the CA100+.	Passed	The item passed with 70% support. We continue to monitor the Company's actions towards executing its Climate Plan.	High profile/ controversial vote
Glencore Plc Date of vote: 26/05/2023	Shareholder proposal: Resolution to improve Climate Action Transition plan disclosure	For	A vote in favour was warranted as disclosure on how the company will align its capital expenditure plans with the Paris Agreement will benefit shareholders in assessing climate transition projects and risks.	Rejected	The shareholder proposal did not pass, receiving 29% of support. We remain invested and will continue to seek improvements in the Company's disclosure, some of which this resolution would have addressed.	High profile/ controversial vote
Toyota Motor Corp Date of vote: 13/06/2023	Shareholder proposal seeking the Company to report on corporate climate lobbying aligned with Paris Agreement.	Against	We believe that better climate related disclosures will benefit shareholders. As a CA100+ company and a major player in Japan, Toyota has a very important role to play in climate transition. Therefore, in principle we are in agreement with the underlying sentiment that additional disclosures around climate related lobbying would benefit shareholders. However, Jupiter voted 'Against' the shareholder proposal. This is because the company already discloses its lobbying activities, with updates in December 2022. Further it has outlined the improvements it intends to make in FY2023. Secondly, a request to amend 'Articles to Report on Corporate Climate Lobbying Aligned with Paris Agreement' is a very specific request and as shareholder we deem this is the type of request best entrusted to the Board of Directors and Senior Management to execute.	Rejected	We anticipate the improvements the Company plans to make in FY2023.	High profile/ controversial vote

SOCIAL

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
Grupo Catalana Occidente Date of vote: 27/04/2023	Director elections	Against	A vote against the re-election of the Chair of the nomination committee was warranted as the proposed appointment(s) at the AGM would mean that women would account for 22 percent of Grupo Catalana Occidente directors, which does not comply with the 40 percent women-on-board by 2022 target set out in the local code of best practice.	Passed	The director was re-elected with a significant majority. We will continue to monitor the situation.	Governance impacts, lack of diversity
Gamma Communications Date of vote: 17/05/2023	Director elections	For	We voted in favour after the company agreed to disclose employee turnover in next year's annual report, explained its senior management team diversity statistics and detailed initiatives taken during the year to improve the gender balance of recruitment at senior levels in the organisation.	Passed	We were pleased that the Board has taken steps to address the points we have raised regarding diversity and human capital management.	Potential impact on stewardship outcome
International Distribution Services Date of vote: 04/05/2023	Director elections	Against	We voted against the re-election of the non-executives members of the ESG Committee. The voting dissent was linked to our dissatisfaction with the progress of health & safety outcomes. Jupiter has engaged with the Board for more than two years with respect to building the health & safety culture across the group given the distinction in fatalities between the UK and overseas. We are keen to support the Board and work with the company but we have escalated this issue with the Chairman. We felt progress could be more forthcoming at this stage.	Passed	We notified the company ahead of the vote and will continue to engage with the company.	Potential impact on stewardship outcome
ATOSS Software AG Date of vote: 17/05/2023	Director Elections	Against	Norms for gender diversity at board level differ by country; but overall, there has been an increase in gender diversity on boards, initially spurred by different forms of requirements from market regulators or legislators. It is a common practice in German markets that boards should have at least 30% of each gender, male and female. A vote against the board chair was deemed warranted due to board having zero female members.	Passed	We remain invested	Potential impact on stewardship outcome

SOCIAL CONTINUED

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
SKAN Group AG Date of vote: 17/05/2023	Director Elections	Against	Norms for gender diversity at board level differ by country; but overall, there has been an increase in gender diversity on boards, initially spurred by different forms of requirements from market regulators or legislators. As of 2021, a gender quota was introduced in Switzerland for listed companies with at least 250 employees and total assets exceeding CHF 20 million or revenues exceeding CHF 40 million for two consecutive years. The quota for each gender is set at 30 percent for the board of directors and is applied on a comply-or-explain basis. Additionally, the Swiss code of Best Practice for Corporate Governance recommends that boards of directors should strive to ensure that the statutory guidelines for balanced representation of the genders is achieved. We voted against the re-election of the Chair of the combined nomination and compensation committees because we were concerned about the low level of gender diversity on the Board, which was only 14%. We wanted to communicate our dissatisfaction with the Board's lack of gender diversity.	Passed	We remain invested	Potential impact on stewardship outcome

GOVERNANCE

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
Mitchells & Butlers Plc Date of vote: 08/02/2023	Remuneration Report	For	We supported the remuneration report which attracted an adverse recommendation from a proxy agency due to in-flight amendments to bonus targets during the period under review. We received additional clarity from the company in formulating our voting decision. In terms of context, the company's challenges concerning the hospitality industry during the aftermath of COVID and the cost of living crisis should be noted, which made calibrating short term targets very difficult. It was also evident that this move was not only part of an executive retention / reward agenda but these changes were part of an outcome geared towards 6,000 employees. This was an important factor in our voting decision that wider employees were being considered. Amendments to in-flight bonuses are contentious but the approach taken by the Board provided assurance. Targets were not changed or overridden retrospectively in order to achieve a desired outcome in terms of the overall bonus payment. The Board determined it would be appropriate to set a target for the final eight periods of the year (April to end September) but with a corresponding reduction in bonus opportunity.	Passed	The resolution passed with 78.5% approval and we remain invested.	Potential reputational impact

GOVERNANCE CONTINUED

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
Melrose Industries Date of vote: 08/02/2023	Approve Matters Relating to the Demerger of Dowlais Group plc from Melrose Industries plc	For	We supported the demerger of the group's automotive and aerospace divisions which in our view will unlock significant value for shareholders	Passed	The transaction was approved by shareholders. The initial market reaction to the demerger was positive.	Potential impact on financial outcome
Bayer AG Date of vote: 28/04/2023	Approve Remuneration Report	Against	Vote against was warranted due to our concerns that the bonus structure protects the CEO's compensation from litigation costs from a deal he was responsible for.	Passed	The item narrowly passed with only 52% of shareholders that voted supporting the item. We will wait to see the actions taken by the Remuneration Committee in response to this level of dissent.	Potential impact on financial outcome
Pearson Plc Date of vote: 28/04/2023	Approve Remuneration Policy	Against	Vote against was warranted due to concerns with the new remuneration policy, notably the increase in the quantum and the methodology behind how the benchmarking was conducted.	Passed	The item narrowly passed with only 54% of shareholders that voted supporting the item. We will wait to see the actions taken by the Remuneration Committee in response to this level of dissent.	Potential impact on financial outcome
GSK Plc Date of vote: 03/05/2023	Approve Remuneration Report	Against	We voted against the remuneration report due to concerns with pay quantum, especially considering the poor shareholder returns and the reduced size of the company following the Haleon demerger, which means actual pay relative to company size and complexity has increased substantially.	Passed	We remain invested in the Company.	Potential impact on financial outcome
Universal Music Group NV Date of vote: 11/05/2023	Approve Supplement to the Company's Remuneration Policy in Respect of Lucian Grainge	Against	We voted against the proposal due to concerns with the total quantum of the pay package.	Passed	The proposal passed with only 59% of the vote. 40% of the votes were cast against the proposal. The item narrowly passed, with a significant level of investor dissent. We continue to monitor remuneration practices at the Company, as well as their response to this level of dissent.	High profile/ controversial vote
Harley-Davidson Date of vote: 18/05/2023	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	After engaging with the Company, we decided to vote against the Say on Pay item due to concerns with the overall potential quantum and structure of the compensation package.	Passed	The item narrowly passed, with a significant level of investor dissent. We continue to monitor remuneration practices at the Company, as well as their response to this level of dissent.	Potential impact on financial outcome

GOVERNANCE CONTINUED

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
CarTrade Tech Ltd Date of vote: 27/05/2023	Approve Increase in Remuneration of Vinay Vinod Sanghi as Chairman and Managing Director	For	We engaged with the company ahead of the meeting due to concerns with the proposal to increase the remuneration of Vinay. The engagement with the company provided the stewardship team with sufficient information and confidence to recommend voting for the proposal. A vote for the proposal was warranted for the following reasons: 1 The employee stock ownership plan (ESOP) was not priced at a discount to the market price as is common practise in India. 2 The ESOPs are replacing warrants that had already vested. 3 The value of the ESOPs is approximate to the value of the warrants he previously held. 4 The concerns regarding total quantum may not warrant a vote against in this instance given the profitability of the group in aggregate.	Passed	We believe this was a positive outcome and remain invested.	High profile/ controversial vote
Godfrey Philips India Ltd Date of vote: 01/09/2023	Approve Material Related Party Transactions between the Company and Philip Morris Products S.A.	Against	Jupiter has engaged with this company for a number of years regarding governance concerns and our minority interests. This has covered areas ranging from boardroom governance, executive pay and related party transactions but the common thread has been the protection of our minority interests. The AGM proposed a related party transaction (RPT) which concerned the trade of tobacco. We had no objection to this type of trade which is beneficial to the company and to us as shareholders. However, we took issue with the structure of the RPT authority. Ordinarily, these items will have a defined timeline and shareholders are given the opportunity to vote on an annual / AGM to AGM basis. This provides shareholders with a degree of assurance that they have a regular and formal channel to raise concerns. However, this transaction did not have a specific boundary with respect to timelines.	Rejected	The item did not pass and we once again engaged with the company. The company sought to redress matters by proposing an RPT vote structure whereby the transactions would be voted upon every three years. This was not suitable and we challenged the company and pushed for the annual format. The Company has since informed us that they will implement this arrangement.	Potential impact on stewardship outcome

GOVERNANCE CONTINUED

Company	Resolution	Vote Instruction	Rationale	Outcome	Implication of outcome	Significant criteria
Hipgnosis Song Fund Ltd Date of vote: 26/10/2023	Continuation Vote	Against	We were dissatisfied with the corporate governance and conflicts of interest surrounding the sale of assets in connection with the valuation and large discount applied. This raised questions whether the NAV was materially incorrect, or whether the Board did not serve investors well in negotiations. We were approached by the Investor Forum who had assembled a cohort other small shareholders who held similar concerns. The Forum proposed a communication with the Senior Independent Director to reinforce a strong message to the Board concerning i) management of conflicts, ii) governance, iii) oversight and iv) issues relating to valuation. We voted against the continuation of the Company and the Chairman.	Rejected	The Chairman stood down at the AGM and the continuation vote did not pass. In accordance with the Company's prospectus, the Board put forward proposals concerning the reconstruction, reorganisation or winding up of the company within six months. Furthermore two non-executive directors stood down the day before the AGM. The EGM to authorize the sale of music catalogues did not pass. The Board reformed and reconstituted itself over November and December 2023. The Board has subsequently appointed new independent advisors to conduct due diligence on the Company's assets. It was felt that the new constituted Board require time to prove themselves so although our engagement remains open, there are no further actions at this stage.	Potential impact on stewardship outcome

APPENDIX B – KEY SERVICE PROVIDERS

Vendor	Service
Refinitiv	• ESG Scores • ESG Data • SFDR Data • Green Revenues
CDP	• Temperature Ratings • Science-based Targets
Equileap	• Gender Equality
Fitch	• ESG Ratings Relevance Scores
ISS	• Proxy Voting & Research
Maplecroft	• Sovereign Risk Ratings
Morningstar	• Sustainability Ratings (Jupiter funds)
MSCI	• ESG Ratings • Product Involvement • Global Norms • Climate Change (inc Carbon Emissions) • Climate Value-at-Risk (VaR) • Fund Badges (Jupiter funds) • ESG Quality Scores (Jupiter Funds)
RepRisk	• ESG News, Controversies & Violations • Ratings • UN Global Compact
Sentieo	• JAM Company Engagement Research
Sustainalytics	• ESG Risk Ratings • Corporate Governance • Product Involvement • Controversies • Carbon Risk • Carbon Emissions & Risk • Country Risk • Global Norms • SFDR / EU Taxonomy • Impact metrics
Truvalue Labs	• ESG Analytics & Research

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