

Jupiter Green Investment Trust plc

Management Engagement Committee Terms of Reference

1. Objective

- 1.1 It is the overall purpose of the Committee regularly to review the management contract and the terms of the Manager's Investment management fee and performance fee.

2. Membership

- 2.1 The Committee shall be appointed by the Board amongst the Independent Directors of the Company and shall consist of a Chairman and at least two other Directors.
- 2.2 The Board shall appoint the Committee Chairman who may be the Chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.3 The membership presently comprises: Perry K O Crosthwaite, Polly Courtice and Michael Naylor.

3. Secretary

- 3.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- 5.1 The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member no fewer than 5 working days prior to the date of the meeting.

7. Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, which shall be circulated to all Directors.

8. Annual General Meeting

- 8.1 The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

9. Duties

- 9.1. The Committee shall:

- 9.1.1. regularly review the provision of services to the Company by Jupiter Asset Management Limited ('the Managers');
- 9.1.2. ensure that the Terms of the Managers' appointment are sufficient for the needs of the Company; and
- 9.1.3. detail items that should be published in the Company's Annual Financial Report relating to the activities of the Committee.

- 9.2. The Committee shall also make recommendations to the Board resulting from its review.

10. Authority

- 10.1 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. However, prior to doing this the Committee should consult with the Chairman of the Board to agree limits on costs.

Updated and approved by the Board: 20 June 2013