

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your ordinary shares in Jardine Lloyd Thompson Group plc you should immediately forward this document and the accompanying form of proxy to the purchaser or to the stockbroker, bank, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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**JARDINE LLOYD THOMPSON**  
**Group plc**

*(incorporated in England and Wales under the Companies Acts 1948 to 1981 with the registered number 01679424)*

**Notice of Annual General Meeting  
and special business to be transacted**

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This document should be read in conjunction with the Annual Report and Accounts of the Company for the year ended 31 December 2015.

Notice of the Annual General Meeting of the Company to be held at 12 noon on Tuesday 26 April 2016 at The St Botolph Building, 138 Houndsditch, London EC3A 7AW is set out at the end of this document.

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**Jardine Lloyd Thompson  
Group plc**

Registered Office  
The St Botolph Building  
138 Houndsditch  
London EC3A 7AW

Registered in England No. 01679424

16 March 2016

*To the holders of Jardine Lloyd Thompson Group plc ordinary shares*

Dear Shareholder

**Jardine Lloyd Thompson Group plc (the “Company”)  
2016 Annual General Meeting**

I am pleased to invite you to this year’s annual general meeting (“AGM”) of the Company, which will be held at The St Botolph Building, 138 Houndsditch, London EC3A 7AW on Tuesday 26 April 2016 at 12 noon. Notice of the AGM (the “Notice”) is set out on pages 8 to 12 of this document.

The AGM will provide the opportunity for you to meet the Board of Directors and to raise any questions about the business to be conducted at the meeting.

If you have elected to receive information from the Company in paper form, a copy of the Company’s Annual Report and Accounts for the year ended 31 December 2015 (the “ARA”), which supports the Notice, is enclosed for your information. If you have elected (or have been deemed to have elected) to receive electronic communications, a copy of the Company’s 2015 ARA is available on our website, [jlt.com/investors](http://jlt.com/investors).

This letter gives you further information about the business to be conducted at the AGM and also contains the formal Notice of the meeting, setting out the resolutions (the “Resolutions”) to be put to shareholders at the meeting. Resolutions 1 to 16, and 18, will be proposed as ordinary resolutions. Resolutions 17, 19 and 20 will be proposed as special resolutions.

**Explanatory Notes to the Resolutions**

***Ordinary Business:***

**Resolution 1: Receive the Annual Report and Accounts for the year ended 31 December 2015**

Resolution 1 is an ordinary resolution to consider and receive the Company’s 2015 ARA (being the audited financial statements for the year ended 31 December 2015, the strategic report and the directors’ and the auditor’s reports thereon).

**Resolution 2: Approve the Directors’ Remuneration Report**

Resolution 2 is an ordinary resolution to approve the Directors’ Remuneration Report. This resolution is advisory in nature and does not affect the future remuneration paid to any director. The Directors’ Remuneration Report is set out on pages 67 to 80 of the 2015 ARA. A summary of the Remuneration Policy, which was approved by the shareholders at the 2014 AGM, is set out on pages 69 to 70 of the 2015 ARA. The next resolution to approve the Remuneration Policy will be put to the shareholders no later than the 2017 AGM.

### **Resolution 3: Approve the payment of a final dividend**

Resolution 3 is an ordinary resolution to approve the payment of a final dividend of 19.5p per ordinary share to shareholders whose names appear on the register of members at the close of business on 1 April 2016. If approved, the final dividend will be paid on 3 May 2016.

### **Resolutions 4 to 14: Election and re-election of the Directors and Independent Directors**

Resolutions 4 to 14 are ordinary resolutions to approve the election and re-election of the Directors. In accordance with the recommendations of the UK Corporate Governance Code 2014 (the “Code”), the Company has adopted a policy of requiring all Directors to seek re-election on an annual basis.

Short biographies of the Directors who are standing for re-election and election are set out in the 2015 ARA on pages 52 and 53.

On 27 May 2015, it was announced that Charles Rozes would join the Board as Group Finance Director with effect from 1 September 2015. He will be standing for election by the shareholders for the first time.

Charles joined the Company from Barclays, where, since 2011, he held the role of Global Head of Investor Relations. Prior to that, he was Chief Financial Officer of Barclays UK Retail and Business Banking. Charles has also held senior roles at Bank of America, IBM and PricewaterhouseCoopers.

#### *Resolutions 4 to 10: Re-election/election of Directors*

Geoffrey Howe	Chairman
Lord Leach	Deputy Chairman – Non-Executive Director and Chair of the Nominations Committee
Dominic Burke	Group CEO
Mark Drummond Brady	Deputy Group CEO
Charles Rozes	Group Finance Director
Lord Sassoon	Non-Executive Director
James Twining	Group Commercial Director

#### *Resolutions 11 to 14: Re-election of Independent Directors*

Annette Court	Independent Non-Executive Director
Jonathan Dawson	Independent Non-Executive Director and Chair of Audit & Risk Committee
Richard Harvey	Independent Non-Executive Director, Senior Independent Director and Chair of Remuneration Committee
Nicholas Walsh	Independent Non-Executive Director

Under the Listing Rules of the Financial Conduct Authority (the “FCA”), because Jardine Matheson Holdings Limited (“JMHS”) is classed as a “controlling shareholder” of the Company (that is, it exercises or controls, either on its own or together with any person with whom it is acting in concert, 30% or more of the voting rights in the Company), a resolution for the re-election of Independent Directors (Resolutions 11 to 14 in the Notice) must be passed by a majority of votes cast by the independent shareholders of the Company (i.e. any shareholder that is not a controlling shareholder), as well as by a majority of votes cast by all the shareholders. If such a resolution is passed by a majority of votes cast by all shareholders, but it is not passed by a majority of votes cast by the independent shareholders, the Listing Rules permit the relevant director to remain in office pending a further ordinary resolution of all the shareholders (including the controlling shareholder, JMHS) to approve the re-election of that director. Such an ordinary resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote. In the event that the director’s re-election is approved by a majority of votes cast by all the shareholders, the director will be re-elected until the following AGM.

The Listing Rules also require the Company to provide the following details:

*Existing/Previous relationships:* None of the Independent Directors seeking re-election at the AGM has any existing or previous relationship, transaction or arrangement with the Company, or its Directors or with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company.

*Independence:* In considering the Independent Directors' independence, the Board has taken into consideration the guidance provided by the Code. The Board considers that Annette Court, Jonathan Dawson, Richard Harvey and Nicholas Walsh are all Independent Directors in accordance with Provision B.1.1 of the Code and that each of them remains independent in character and judgement and there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

*Selection:* The Company's Nominations Committee considers the appointment and replacement of directors and will normally engage an independent search consultant with no connection to the Company to find appropriate candidates for the Board with the requisite skills and will take into account the relevant guidelines and legislation relating to the appointment of individuals to boards. The Nominations Committee may also consider candidates introduced to the Company from other sources.

*Effectiveness:* Biographical details for each of the Independent Directors standing for re-election can be found on pages 52 to 53 in the 2015 ARA. Following an internal review of the Board in 2015 and, having considered the performance and contribution of each of the Directors standing for re-election, the Board remains satisfied that the performance of each Director continues to be effective and demonstrates continued commitment to their role. As such, the Board recommends their re-election.

#### **Resolution 15: Re-appointment of Auditors**

Resolution 15 is an ordinary resolution to re-appoint PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, as auditors to the Company until the conclusion of the next general meeting at which accounts are laid before shareholders.

#### **Resolution 16: Remuneration of the Auditors**

Resolution 16 is an ordinary resolution to authorise the Directors to determine the remuneration of the auditors.

#### ***Special Business:***

#### **Resolution 17: Share Buy-Back Authority**

Resolution 17 is a special resolution seeking general authority for the Company to purchase up to 21,902,787 of its own ordinary shares in the market.

The proposed authority in Resolution 17 and the conditions which attach to it are within the guidelines laid down by the Investment Committees of The Investment Association and the Pensions and Lifetime Savings Association and by the FCA.

In common with a number of other listed companies, the Directors have in previous years included a resolution in the notice of the AGM of the Company to give limited authority to make market purchases of its ordinary shares. The Directors consider that it would be in the interests of all shareholders for the Company to be able to continue to have the right to purchase its own shares in the market. The Company did not, during the period 2009 to 2015, purchase any of its own shares in the market. In 2008, the Company purchased 305,000 of its own shares in the market pursuant to the authority levels previously granted at the 2007 AGM.

Accordingly, the Board is seeking authority for the Company to have the ability to purchase up to approximately 10 per cent. of the ordinary share capital of the Company in issue as at 14 March 2016, excluding treasury shares, amounting to 21,902,787 ordinary shares. If the Directors exercise this authority, the maximum price payable by the Company on any repurchase of ordinary shares will be not more than 105 per cent, exclusive of all expenses, of the average middle market price of an ordinary share for the five business days immediately preceding such purchase. The minimum price payable by the Company will be 5p per share (the nominal value of each share) exclusive of all expenses.

The Directors will only continue to exercise the power to make market purchases of the Company's ordinary shares if they believe that it is in the best interests of the shareholders and will result in an improvement in earnings per share. In exercising this authority, the Directors will neither be encouraging

nor recommending shareholders to buy or sell shares in the Company nor in any way suggesting that it is an appropriate time to deal in such shares.

Pursuant to the Companies Act 2006 (the “Act”), the Company now has the choice of cancelling shares which have been repurchased or holding them as treasury shares (or a combination of both). Treasury shares are essentially shares which have been repurchased by the Company and which it is allowed to hold pending either reselling them for cash, cancelling them or, if authorised, using them for the purposes of its employee share plans. The Directors believe that it is desirable for the Company to have this choice, although the current intention is to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares would give the Company the ability to re-issue them quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. As at 14 March 2016, the Company had 1,143,131 treasury shares in issue, which represented 0.5219 per cent. of the total ordinary share capital of the Company in issue as at that date, excluding treasury shares.

As was the case in 2015, the Board will not this year be seeking shareholder approval for a ‘Rule 9’ dispensation pursuant to the Takeover Code in relation to the share buy-back authority. This means that, in the event that the Directors were to initiate a share buy-back within the authority approved, in order to avoid triggering a mandatory offer obligation upon JMH under Rule 37 of the Takeover Code, JMH would need to participate in any such buy-back so that its overall percentage holding did not increase following the buy-back. At 14 March 2016 (the latest practicable date prior to the posting of this document), JMH holds an interest of 40.17% of the issued share capital of the Company excluding treasury shares. The highest percentage held by JMH in the Company in the twelve months preceding the date of this document was 40.17%.

As at 14 March 2016, there were 64,800 outstanding options to subscribe for ordinary shares in the Company granted under share option schemes operated by the Company which, if exercised, would represent 0.0296% of the issued ordinary share capital of the Company, excluding any shares held in treasury. If this share buy-back authority were exercised in full, the above outstanding options would represent 0.0329% of the issued ordinary share capital (excluding treasury shares).

#### **Resolution 18: Renewal of the Board’s authority to allot shares**

Resolution 18 is an ordinary resolution to renew the authority of the Directors to allot securities up to an aggregate nominal value of £3,613,959.95. This represents 72,279,199 ordinary shares, or 33 per cent. of the total ordinary share capital of the Company in issue as at 14 March 2016, excluding treasury shares.

Shareholders are being asked, pursuant to the provisions of Section 551 of the Act, to renew the authority for the allotment of shares which was conferred on the Board at the 2015 AGM. This is consistent with guidelines set by the Investment Association. This authority will expire on the date of the AGM in 2017 or on 25 June 2017, whichever is the earlier. Save for the allotment of ordinary shares under the Company’s share option schemes, or as may arise with the acquisition of minority interests, the Directors have no present intention to exercise this authority.

#### **Resolution 19: Disapplication of pre-emption rights**

Resolution 19 is a special resolution to dis-apply statutory pre-emption rights in relation to the allotment of securities.

Shareholders are being asked, pursuant to Section 561(1) of the Act, to grant authority for a further year for disapplication (under the provisions of Section 570 of the Act) of the pre-emption provisions contained in the Act. Accordingly, Resolution 19 proposes an authority, exercisable until the earlier of the date of the AGM in 2017 or 25 June 2017, to issue ordinary shares or sell treasury shares for cash consideration either by way of a rights issue or to persons other than existing shareholders, in the latter case limited to a total of some 10,951,393 ordinary shares, representing approximately 5 per cent. of the Company’s issued ordinary share capital at 14 March 2016, excluding treasury shares.

The Directors note the provisions in the Pre-emption Group’s Statement of Principles not to allot shares for cash on a non-pre-emptive basis, other than pursuant to a pre-emptive offer, in excess of an amount equal to 7.5 per cent. of the total ordinary share capital of the Company in issue (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders.

## **Resolution 20: Notice of meeting**

Resolution 20 is a special resolution providing that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

The EU Shareholder Rights Directive was implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree by special resolution to a shorter notice period (other than AGMs, which require 21 clear days' notice). The Company wishes to preserve the ability to call general meetings (other than AGMs) on 14 days' notice, which was approved by shareholders at the 2015 AGM. Accordingly Resolution 20 seeks approval from shareholders to the calling of meetings on 14 days' notice. The shorter notice period will not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The Company will also need to make a means of electronic voting available to all shareholders for the meeting in question. This approval will be effective until the Company's next annual general meeting, when it is intended to propose a similar resolution.

## **Voting arrangements**

Voting at the AGM will again be taken on a poll. A Proxy Form has been provided to enable you to vote in respect of the Resolutions. Whether or not you intend to be present at the AGM, you are asked to complete the Proxy Form in accordance with the instructions set out on the form and return it to our Registrars, Capita Asset Services ("Capita"), as soon as possible and, in any event, so that it is received not later than 12 noon on 22 April 2016. The completion and return of the Proxy Form will not preclude you from attending the AGM and voting in person if you so wish.

Alternatively, shareholders may register the appointment of a proxy electronically by logging on to Capita's website at [www.capitashareportal.com](http://www.capitashareportal.com), where full details of the procedure are given. If you are a CREST member you can vote via the CREST system and further information is given in the Notes attached to the Notice.

## **Further Information**

Your attention is drawn to the 2015 ARA which accompanies this circular (if you have elected to receive information from the Company in paper form) and which is also available on our website, [jlt.com/investors](http://jlt.com/investors).

## **Recommendations**

Your Board considers that each of the Resolutions to be proposed at the AGM are in the best interests of the shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of such Resolutions.

Yours faithfully

Geoffrey Howe  
*Chairman*

## JARDINE LLOYD THOMPSON GROUP PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Jardine Lloyd Thompson Group plc (the “Company”) will be held at The St Botolph Building, 138 Houndsditch, London EC3A 7AW on Tuesday 26 April 2016 at 12 noon, for the purpose of considering and, if thought fit, passing the resolutions set out below. Resolutions 1 to 16 and 18 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17, 19 and 20 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### *Ordinary Business:*

##### **Ordinary Resolutions**

1. To receive the audited consolidated accounts of the Company and the reports of the Directors and auditors for the year ended 31 December 2015.
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2015.
3. To approve the final dividend of 19.5p per ordinary share for the year ended 31 December 2015.
4. To re-elect Geoffrey Howe as a Director of the Company.
5. To re-elect Lord Leach as a Director of the Company.
6. To re-elect Dominic Burke as a Director of the Company.
7. To re-elect Mark Drummond Brady as a Director of the Company.
8. To elect Charles Rozes as a Director of the Company.
9. To re-elect Lord Sassoon as a Director of the Company.
10. To re-elect James Twining as a Director of the Company.
11. To re-elect Annette Court as a Director of the Company.
12. To re-elect Jonathan Dawson as a Director of the Company.
13. To re-elect Richard Harvey as a Director of the Company.
14. To re-elect Nicholas Walsh as a Director of the Company.
15. To re-appoint PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, as auditors to the Company until the conclusion of the next general meeting at which accounts are laid before the shareholders.
16. To authorise the Directors to determine the remuneration of the auditors.

#### *Special Business:*

##### **Special Resolution**

17. THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 (the “Act”) to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company provided that:
  - 17.1 the maximum number of ordinary shares hereby authorised to be purchased is 21,902,787 representing approximately 10 per cent. of the issued share capital of the Company as at 14 March 2016 (excluding treasury shares);
  - 17.2 the minimum price which may be paid for an ordinary share is 5p, exclusive of all expenses;
  - 17.3 the maximum price which may be paid for an ordinary share is an amount, exclusive of all expenses, equal to 105 per cent. of the average of the middle market quotations of the ordinary shares as derived from the Daily Official List of the London Stock Exchange for each of the five business days immediately preceding the day on which the ordinary share is contracted to be purchased;



17.4 the authority hereby conferred shall expire at the conclusion of the next annual general meeting or on 25 June 2017, whichever is the earlier after the passing of this Resolution, unless such authority is renewed, varied or revoked prior to such time; and

17.5 the Company may validly make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may validly make a purchase of ordinary shares in pursuance of any such contract.

### **Ordinary Resolution**

THAT:

18. the Directors be generally and unconditionally authorised pursuant and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £3,613,959.95;

18.1 such authority shall expire on the date of the annual general meeting in 2017 or on 25 June 2017, whichever is the earlier and shall be in substitution for all previous authorities pursuant to Section 551 of the Act, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto;

18.2 by such authority the Company may make offers or agreements during the relevant period which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares after the expiry of such period; and

18.3 for the purposes of this resolution words and expressions defined in or for the purposes of the said Section shall bear the same meanings herein.

### **Special Resolutions**

THAT:

19. the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 18 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act:

(i) in connection with a pre-emptive offer; and

(ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £547,569.65,

as if Section 561(1) of the Act did not apply to any such allotment;

19.1 such authority shall expire on the date of the annual general meeting in 2017 or on 25 June 2017, whichever is the earlier;

19.2 by such power the Company may make offers or agreements which would or might require securities to be allotted after the expiry of such period;

19.3 for the purposes of this resolution:

(i) “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings (for which purpose holdings in certificated and uncertificated form may be treated as separate holdings); and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory;

(ii) references (except in paragraph 19.4 below) to an allotment of equity securities shall include a sale of treasury shares;

(iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and

(iv) words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings herein; and

**19.4** the power in paragraph 19.1 above, insofar as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the resolution conferring authority under Section 551 of the Act passed on the date hereof.

**20.** THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Jonathan Lloyd  
*Secretary*

16 March 2016

Registered office:  
The St Botolph Building  
138 Houndsditch  
London  
EC3A 7AW

## **Notes**

### **Shareholders' right to attend and vote**

1. Only shareholders entered on the Company's register of members at 6pm on 22 April 2016 or, if the meeting is adjourned, on the Company's register of members 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Company's register of members after 6pm on 22 April 2016 or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### **Share Capital**

2. As at 14 March 2016 (which is the latest practicable date before the publication of this document), the Company's issued share capital was 219,027,876 (excluding treasury shares). The total voting rights in the Company as at 14 March 2016 are 219,027,876. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.

### **Appointment of a proxy**

3. A member is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. Proxies need not be members of the Company. Where more than one proxy is appointed, each proxy must be appointed for different shares. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person.

4. A proxy can be appointed by completing and returning the enclosed Proxy Form. Alternatively, shareholders may submit their proxy online at [www.capitashareportal.com](http://www.capitashareportal.com). From there shareholders can either log into their Capita Share Portal account or register for the Capita Share Portal by following the on-screen instructions.

5. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the offices of the Company's Registrars (Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU) not later than 12 noon on 22 April 2016, or if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting. In the case of a poll taken following the conclusion of a meeting, the relevant documents must be deposited not less than (i) 48 hours (excluding any part of a day that is not a working day) before the meeting at which the poll was demanded (where the poll is taken within 48 hours after it was demanded) or (ii) 24 hours (excluding any part of a day that is not a working day) before the time appointed for taking a poll (where the poll is taken more than 48 hours after it was demanded).

6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Act (“nominated persons”). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID RA10) not later than 12 noon on 22 April 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

#### **Limitations of electronic address**

12. You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
13. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus-checking procedures prior to opening or use. An electronic communication received by the Company and/or by Capita, including the lodgement of an electronic proxy form that is found to contain a computer virus, will not be accepted.

#### **Shareholder requests**

14. Shareholders should note that, on a request made by shareholders of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2015; or (ii) any circumstances connected with an auditor of the Company appointed for the financial year from 1 January 2015 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 and 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

### **Shareholder questions**

15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Shareholder requisition rights**

16. Under Section 338 and Section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 15 March 2016, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### **Documents for inspection**

17. Copies of all contracts of service under which Directors of the Company are employed by the Company or any of its subsidiaries are available for inspection at the Company's registered office during business hours on any weekday (Saturdays and public holidays excluded) and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion. A copy of the register of interests of the Directors of the Company will be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.

### **Company website**

18. A copy of this Notice of Annual General Meeting and other information required by Section 311A of the Act is also included on the Jardine Lloyd Thompson Group plc website at the following address: [jlt.com/investors](http://jlt.com/investors).