

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.



**JARDINE LLOYD THOMPSON
Group plc**

(incorporated in England and Wales under the Companies Acts 1948 to 1981 with the registered number 1679424)

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

This document should be read in conjunction with the Annual Report and Accounts of the Company for the year ended 31st December 2012.

Notice of the Annual General Meeting of the Company to be held at 12.00 noon on Tuesday, 30th April 2013 at 6 Crutched Friars, London EC3N 2PH is set out at the end of this document.

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DEFINITIONS

The following definitions apply throughout this document and the accompanying form of proxy unless the context otherwise requires.

“2012 Final Dividend”	the final dividend of 15.9p net per Ordinary Share proposed to be paid in respect of the year ended 31st December 2012
“2013 Plan”	The Jardine Lloyd Thompson Group plc Long-Term Incentive Plan 2013
“Act”	the Companies Act 2006 as amended from time to time
“Annual General Meeting”	the annual general meeting of the Company convened to be held at 12.00 noon on Tuesday, 30th April 2013, notice of which is set out on pages 9 to 13 of this document
“Annual Report and Accounts”	the audited consolidated accounts of the Group and the reports of the Directors and Auditors for the year ended 31st December 2012
“Articles of Association”	the present articles of association of the Company
“Auditors”	PricewaterhouseCoopers LLP
“Company”	Jardine Lloyd Thompson Group plc
“Directors” or “Board”	the directors of the Company
“FSA”	the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000
“Group”	the Company and its subsidiaries
“Listing Rules”	the listing rules of the FSA
“London Stock Exchange”	London Stock Exchange plc
“Notice of AGM”	the notice of the Annual General Meeting
“Ordinary Shares” or “Jardine Lloyd Thompson Ordinary Shares”	ordinary shares of 5p each in the capital of the Company
“Remuneration Report”	the Remuneration Report for the year ended 31st December 2012, as set out on pages 46 to 54 of the Annual Report and Accounts



Jardine Lloyd Thompson

Group plc

6 Crutched Friars
London EC3N 2PH
15th March 2013

To the holders of Jardine Lloyd Thompson Ordinary Shares

Dear Shareholder

1. Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 6 Crutched Friars, London EC3N 2PH on Tuesday, 30th April 2013 commencing at 12.00 noon is set out on pages 9 to 13 of this document. At the Annual General Meeting the following resolutions will be proposed:

– **Ordinary Business: Resolutions 1-15**

Resolutions

- (a) Resolution 1, an ordinary resolution to receive the Annual Report and Accounts.
- (b) Resolution 2, an ordinary resolution to approve the final dividend of 15.9p net per Ordinary Share.
- (c) Resolution 3, an ordinary resolution to re-elect Mr G M T Howe as a director of the Company.
- (d) Resolution 4, an ordinary resolution to re-elect Lord Leach as a director of the Company.
- (e) Resolution 5, an ordinary resolution to re-elect Mr D J Burke as a director of the Company.
- (f) Resolution 6, an ordinary resolution to elect Ms A E Court as a director of the Company.
- (g) Resolution 7, an ordinary resolution to elect Mr J D S Dawson as a director of the Company.
- (h) Resolution 8, an ordinary resolution to re-elect Mr M F G Drummond Brady as a director of the Company.
- (i) Resolution 9, an ordinary resolution to re-elect Mr R J Harvey as a director of the Company.
- (j) Resolution 10, an ordinary resolution to re-elect Mr N R MacAndrew as a director of the Company.
- (k) Resolution 11, an ordinary resolution to elect Mr M T Reynolds as a director of the Company.
- (l) Resolution 12, an ordinary resolution to elect Mr J D R Twining as a director of the Company.
- (m) Resolution 13, an ordinary resolution to re-elect Mrs V Y A C Wade as a director of the Company.
- (n) Resolution 14, an ordinary resolution to approve the Remuneration Report.

Registered Office: 6 Crutched Friars, London EC3N 2PH. Registered in England No. 1679424. VAT No. 244 2321 96

- (o) Resolution 15, 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 and to authorise the Directors to determine the remuneration of the auditors.

– **Special Business: Resolutions 16-20**

- (p) Resolution 16, an ordinary resolution to approve the new Jardine Lloyd Thompson Group plc Long-Term Incentive Plan.
- (q) Resolution 17, a special resolution seeking general authority for the Company to purchase up to 21,887,583 Ordinary Shares in the market.
- (r) Resolution 18, an ordinary resolution to renew the authority of the Directors to allot securities up to an aggregate nominal value of £3,611,451 representing 72,229,026 Ordinary Shares and representing 33 per cent. of the total ordinary share capital of the Company in issue as at 14th March 2013, excluding treasury shares.
- (s) Resolution 19, a special resolution to dis-apply statutory pre-emption rights in relation to the allotment of securities.
- (t) Resolution 20, 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 proposed authority in Resolution 17 and the conditions which attach to it are within the guidelines laid down by the Investment Committees of the Association of British Insurers and the National Association of Pension Funds and by the FSA.

An explanation of the special business to be considered at the Annual General Meeting is set out in the following paragraphs.

Further information and biographical details on the Directors are contained in the Annual Report and Accounts which accompanies this Notice of AGM.

Deloitte LLP have given, and have not withdrawn, their written consent to the inclusion of the reference to their name in the form and context in which it is included in this document.

2. Election and re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code, the Company has adopted a policy of requiring all Directors to seek re-election on an annual basis. Accordingly, at the Annual General Meeting, Mr G M T Howe, Lord Leach, Mr D J Burke, Mr M F G Drummond Brady, Mr R J Harvey, Mr N R MacAndrew, and Mrs V Y A C Wade will retire and stand for re-election as Directors. There have been several changes to the membership of the Board since last year's annual general meeting. Ms A E Court, Mr J D S Dawson and Mr J D R Twining were appointed as Directors of the Company on 1st August 2012 and Mr M T Reynolds was appointed as a Director on 26th November 2012. They will each be standing for election by the shareholders at the Annual General Meeting. We have announced today that Mr S L Keswick will retire from the Board at the conclusion of the Annual General Meeting having served as a Director for 12 years. Short biographies of the Directors who are standing for election and re-election are given in the accompanying Annual Report and Accounts. Having considered the performance of and contribution made by each of the Directors standing for election and re-election, the Board remains satisfied that the performance of each of the relevant Directors continues to be effective and demonstrates commitment to their role. As such, the Board recommends their election and re-election. We have also announced today that Lord Sassoon will be joining the Board following Mr Keswick's retirement at the conclusion of the Annual General Meeting.

3. Renewal of Long-Term Incentive Plan

The Company's existing Long-Term Incentive Plan 2004 (the "2004 Plan") is due to expire next year. The Remuneration Committee considers that the 2004 Plan has worked well in incentivising executive directors and senior management of the Group and, having taken independent advice from Deloitte LLP, the Committee considers that the plan should be renewed. Shareholders are, therefore, being asked to approve the rules of the Jardine Lloyd Thompson Group plc Long-Term Incentive Plan 2013 (the "2013 Plan") which are the same as the rules of the 2004 Plan subject to the substantive changes described below and to minor updating to reflect current law and best practice. It is intended that awards will be granted under the 2013 Plan shortly after the Annual General Meeting and subject to a performance condition based on absolute EPS performance over a three year period. The plan rules provide that the vesting of an award is conditional on the satisfaction of one or more performance conditions. These are not specified in the rules and are determined by the Remuneration Committee. The performance condition for the awards proposed to be made in 2013 is set out in the Appendix to the Notice of Meeting. For subsequent awards the Remuneration Committee intends to set a performance condition that is no less challenging.

Two substantive changes to the plan rules are proposed. First, a malus clause will be introduced so that an award which has not yet vested may be reduced, or cancelled entirely at the discretion of the Remuneration Committee. Second, from 2013 onwards, it is proposed that the Chief Executive will be eligible to be considered for annual awards of 300% of base salary. In the light of this development, the Shareholding Guidelines will also be revised to require the Chief Executive to hold shares to the value of two times base salary.

A summary of the key features of the 2013 Plan is set out in the Appendix to this document.

4. Share Buy-Back Authority

In common with a number of other listed companies, the Directors have in recent years included a resolution in the notice of the annual general meeting of the Company to give limited authority to make market purchases of 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 2012 purchase any shares in the market. In 2008, the Company purchased 305,000 shares in the market pursuant to the authority levels previously granted at the 2007 annual general meeting and renewed at subsequent annual general meetings.

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 now in issue, amounting to 21,887,583 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 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 the date of this Notice of AGM, the Company has 1,143,131 treasury shares in issue, which represents 0.52 per cent. of the total ordinary share capital of the Company in issue as at 14th March 2013, excluding treasury shares.

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 Jardine Matheson Holdings Limited (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 14th March 2013, (the latest practicable date prior to the posting of this document), JMH held an interest of 40.17% of the issued share capital excluding treasury shares. The highest percentage held by JMH in the Company in the twelve months preceding the date of this document was 40.20%.

As at 14th March 2013, there were 2,457,972 outstanding options to subscribe for ordinary shares in the Company granted under the sharesave and executive share option schemes operated by the Company which, if exercised, would represent 1.12% of the issued ordinary share capital of the Company, excluding any shares held in treasury. If this authority were exercised in full, that percentage would increase to 1.25%.

5. Renewal of the Board's authority to allot shares and disapplication of pre-emption rights

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 annual general meeting held in 2012.

If Resolution 18 is passed, the new authority would permit the allotment of relevant securities with an aggregate nominal value of up to £3,611,451 representing 72,229,026 Ordinary Shares and representing 33 per cent. of the total ordinary share capital of the Company in issue as at 14th March 2013, excluding treasury shares. This is consistent with guidelines set by the Association of British Insurers. This authority shall expire on the date of the annual general meeting in 2014 or on 1st July 2014 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.

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 this Act. Accordingly, Resolution 19 proposes an authority, until the earlier of the date of the annual general meeting in 2014 or 1st July 2014, to issue Ordinary 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 10,943,791 Ordinary Shares, representing approximately 5 per cent. of the Company's issued ordinary share capital at 14th March 2013, 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 within a rolling three-year period without prior consultation with shareholders.

6. Notice of meeting

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 annual general meetings, which require 21 clear days' notice). The Company wishes to preserve the ability to call general meetings (other than annual general meetings) on 14 days' notice, which was approved by shareholders at the 2012 annual general meeting. 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.

7. Action to Be Taken

A form of proxy for use in connection with the Annual General Meeting is enclosed. Whether or not you intend to be present at the Annual General Meeting, you are asked to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received not later than 12.00 noon on 26th April 2013. The completion and return of a form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

If you are a CREST member you can vote via the CREST system and further information is given on page 12.

8. Further Information

Your attention is drawn to the Annual Report and Accounts which are enclosed with this document.

9. Recommendations

The Directors consider the resolutions to be put to you at the Annual General Meeting to be in the best interests of shareholders as a whole and unanimously recommend you to vote in favour of such resolutions at the Annual General Meeting.

Yours faithfully

Geoffrey Howe
Chairman

JARDINE LLOYD THOMPSON GROUP PLC

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Jardine Lloyd Thompson Group plc will be held at 6 Crutched Friars, London EC3N 2PH on Tuesday, 30th April 2013 at 12.00 noon for the purpose of considering and, if thought fit, passing the following Resolutions set out below. Resolutions 1 to 15, 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 Group and the reports of the Directors and Auditors for the year ended 31st December 2012.
2. To approve the final dividend of 15.9p net per Ordinary Share.
3. To re-elect Mr G M T Howe as a director of the Company.
4. To re-elect Lord Leach as a director of the Company.
5. To re-elect Mr D J Burke as a director of the Company.
6. To elect Ms A E Court as a director of the Company.
7. To elect Mr J D S Dawson as a director of the Company.
8. To re-elect Mr M F G Drummond Brady as a director of the Company.
9. To re-elect Mr R J Harvey as a director of the Company.
10. To re-elect Mr N R MacAndrew as a director of the Company.
11. To elect Mr M T Reynolds as a director of the Company.
12. To elect Mr J D R Twining as a director of the Company.
13. To re-elect Mrs V Y A C Wade as a director of the Company.
14. To approve the Remuneration Report for the year ended 31st December 2012.
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 and to authorise the Directors to determine the remuneration of the auditors.

Special Business

Ordinary Resolution

16. THAT the Rules of the new Jardine Lloyd Thompson Group plc Long-Term Incentive Plan 2013 (the "2013 Plan"), which are produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman and which are summarised in the Appendix to this Notice of Meeting, be hereby approved subject to such modifications as the Directors may consider necessary or desirable (or as may be consequential) to comply with the requirements of the Financial Services Authority and best practice, and that the Directors be authorised:
 - (i) To adopt the 2013 Plan as so modified and carry it into effect;
 - (ii) To vote and be counted in the quorum on any matter connected with the 2013 Plan notwithstanding that they may be interested in it; and
 - (iii) To establish such further plans for the benefit of employees outside the UK based on the 2013 Plan, subject to such modifications as may be necessary or desirable to take account of local securities laws, exchange control and tax legislation provided that any Ordinary Shares of the

Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation in the 2013 Plan.

Special Resolution

- 17.** THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of 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 21,887,583 representing approximately 10 per cent. of the issued share capital of the Company as at 14th March 2013;
- 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 1st July 2014, 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

- 18.** THAT:
- 18.1** 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 (within the meaning of Section 551 of the Act) up to an aggregate nominal amount of £3,611,451;
- 18.2** such authority shall expire on the date of the annual general meeting in 2014 or on 1st July 2014, whichever is the earlier and shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto;
- 18.3** 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
- 18.4** 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

- 19.** THAT:
- 19.1** the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash 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 £547,189;
- as if Section 561(1) of the Act did not apply to any such allotment;
- 19.2** such authority shall expire on the date of the annual general meeting in 2014 or on 1st July 2014, whichever is the earlier.

19.3 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;

19.4 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 recognised regulatory body or any stock exchange in, any territory;
- (ii) references (except in paragraph 19.5 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

19.5 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,

D J Hickman
Secretary

15th March 2013

Registered office:
6 Crutched Friars
London
EC3N 2PH

Notes:

1. A copy of this Notice of 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: <http://www.jltgroup.com/investors/shareholders-circulars-and-agm>
2. 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.
3. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person.

4. 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 not later than 12.00 noon on 26th April 2013, or not less than 48 hours before the adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
5. 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.
6. 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.

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). 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) by the latest time(s) for receipt of proxy appointments specified in paragraph 4 above. 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.

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.

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.

7. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 14th March 2013, which is the latest practicable date before the publication of this document, is 218,875,837 excluding treasury shares. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. 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.
8. Copies of (i) the rules of the Jardine Lloyd Thompson Group plc Long-Term Incentive Plan 2013 and (ii) 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 and at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ 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.

9. 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.
10. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders entered on the Company's register of members at 6.00 pm on 26th April 2013 or, if the meeting is adjourned, on the Company's register of members 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Company's register of members after 6.00 pm on 26th April 2013 or, if the meeting is adjourned, 48 hours 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.
11. 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 Annual General Meeting for the financial year beginning 1st January 2013; or (ii) any circumstances connected with an auditor of the Company appointed for the financial year from 1st January 2013 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 annual general meeting 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.
12. 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.
13. 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.
14. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

APPENDIX

The Jardine Lloyd Thompson Group plc Long-Term Incentive Plan 2013 (the “2013 Plan”)

The 2013 Plan has the following key features:

- The operation of the 2013 Plan will be under the supervision of the remuneration committee (the “Committee”).
- Executive Directors will be eligible to receive awards, together with other senior executives within the Group.
- Under the 2013 Plan, each year an individual can receive an award of shares worth up to 200 per cent. of base salary or, in the case of the Chief Executive, 300 per cent. of base salary as determined at the Committee’s discretion. These limits may be exceeded in exceptional circumstances such as a recruitment situation.
- Awards will normally be in the form of rights to acquire shares in the Company for a zero or nominal amount. Subject to the satisfaction of a performance condition, awards will normally be exercisable between the third and tenth anniversary of grant. They will not be pensionable or transferable.
- The first awards will be made after the approval of the 2013 Plan by shareholders at the 2013 Annual General Meeting. In subsequent years, normally they will be made following the announcement of results. No awards will be made after 30th April 2023.
- Awards will be made subject to a performance condition. For the initial awards, the performance condition will require EPS growth over a three year performance period to be at least 6 per cent. per annum. If this condition is not met, no shares will vest. If the condition is met, shares will vest on a pro rata basis from 20 per cent. up to 100 per cent. of the award if EPS growth is at least equal to 12 per cent. per annum. For subsequent awards granted in the future, the Committee intends to set a performance condition which is no less challenging.
- Awards will be subject to a malus clause so that unvested awards may be reduced, or cancelled at the Committee’s discretion, in the event of material misstatement of results or gross misconduct.
- Upon vesting of the awards, participants will receive income (in the form of shares or cash) equal in value to the net dividends payable on the relevant number of shares during the performance period (plus interest).
- If an executive resigns or is summarily dismissed, all outstanding awards lapse on termination of employment. If an executive leaves as a result of retirement with agreement of the Company, injury, disability, redundancy or the sale of a business or subsidiary out of the Group, awards will normally vest on the original vesting date, subject to satisfaction of the performance condition over the normal performance period and be exercisable within six months of the vesting date. If an executive dies, the same treatment will apply, except that the Committee may decide, in its discretion, to vest the award shortly following death, taking performance into account.
- If an executive leaves in any other circumstances, awards normally lapse, but may vest if the Committee so decides in its discretion, but in any event subject to satisfaction of the performance condition.
- In the event of a change of control of the Company, awards vest early to the extent that the Committee so decides, taking performance into account. Alternatively participants may be allowed or required to exchange their awards for awards in the acquiring company. In a change of control situation, the Committee would also consider scaling back awards to take into account the time elapsed since the date of grant. Awards may vest in connection with other corporate events, if the Committee considers it appropriate.
- Awards may be adjusted by the Committee in special circumstances, including a variation of share capital, demerger or special dividend.
- The Company wishes to have the flexibility to satisfy awards through market purchased shares, treasury shares and new issue shares. All new issue shares and treasury shares will be within the confines of a 10 per cent. in 10 years dilution limit applying to all share schemes operated by the

Company and a 5 per cent. in 10 years limit applying to discretionary schemes. However, the Company currently intends to use market purchased shares for the 2013 Plan.

- The Committee can amend the rules of the 2013 Plan as it considers appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, award price, rights attaching to awards and shares and adjustments of awards on a variation in the Company's share capital. The Committee can make, without shareholder approval, minor amendments to the rules of the 2013 Plan relating to any changes in legislation, any overseas tax, exchange controls, securities or other laws in respect of overseas employees or to benefit the administration of the 2013 Plan.

