

# J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC

(an umbrella investment company with variable capital authorised by the Central Bank of Ireland with segregated liability between its sub-funds and incorporated in Ireland with registered number 345142)

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## CIRCULAR TO SHAREHOLDERS

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This circular to Shareholders in J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC (the "Company") contains notice of an Extraordinary General Meeting of the Company's sub-fund, J O Hambro Capital Management US Small Mid Cap Equity Fund (the "Sub-Fund"), to be held on 31 October 2019 (the "EGM") and the Form of Proxy to be used should a Shareholder be unable to attend the EGM and wish to appoint a proxy.

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

If you are in any doubt as to any aspect of this document or as to any action you should take, you should consult your stockbroker, bank manager, solicitor or other professional adviser.

If you have sold or transferred all of your shares in the Sub-Fund, please forward this document to the purchaser or transferee, or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

**The directors of the Company (the "Directors") accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.**

This document has not been reviewed by the Central Bank of Ireland.

4 October 2019

J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC  
(the "Company")

J O HAMBRO CAPITAL MANAGEMENT  
US SMALL MID CAP EQUITY FUND  
(the "Sub-Fund")

Dear Shareholder,

**NOTICE OF THE SUB-FUND'S EXTRAORDINARY GENERAL MEETING**

Please see enclosed notice of the extraordinary general meeting ("EGM") (Appendix I) of the Sub-Fund to be held at Riverside One, Sir John Rogerson's Quay, Dublin 2 on 31 October 2019 at 2.00p.m. GMT.

The business to be conducted at the EGM of the Sub-Fund will consist of the consideration, and if thought fit, approval of the following special resolution:

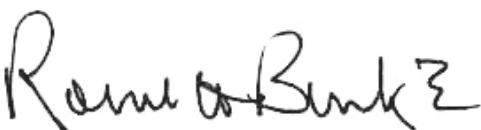
THAT pursuant to Article 18(6) of the Constitution of the Company, the Directors of the Company are authorised to terminate the Sub-Fund and shall compulsorily redeem all of the participating shares of the Sub-Fund at the relevant redemption price on such dealing day as the Directors of the Company shall specify and notify to the shareholders following the passing of this special resolution.

**Rationale for Proposed Shareholder Resolution**

Since the Sub-Fund's inception in 2014, the amount of external monies raised totals £8 million and the Investment Manager has informed the Board that there is little prospect of raising sufficient new subscriptions for this Sub-Fund in the future. On that basis, and given the relatively small amount of external monies raised, the Directors are advised that it is no longer viable to continue to support this investment strategy within the Sub-Fund.

In light of the above, the special resolution is being proposed seeking to authorise the Directors of the Company to close the Sub-Fund in accordance with Article 18(6). Please note that the Investment Manager has agreed to bear the costs of the liquidation and revocation of the Sub-Fund.

Yours sincerely,



Director  
**For and on behalf of**  
**J O Hambro Capital Management Umbrella Fund plc**

# NOTICE OF EXTRAORDINARY GENERAL MEETING

OF

J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC

(the "Company")

J O HAMBRO CAPITAL MANAGEMENT  
US SMALL MID CAP EQUITY FUND

(the "Sub-Fund")

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Sub-Fund will be held at Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland D02 X576 on 31 October 2019 at 2.00p.m. GMT to consider and, if thought fit, pass the following resolution as a special resolution:

1. THAT pursuant to Article 18(6) of the Constitution of the Company, the Directors of the Company are authorised to terminate the Sub-Fund and shall compulsorily redeem all of the participating shares of the Sub-Fund at the relevant redemption price on such dealing day as the Directors of the Company shall specify and notify to the shareholders following the passing of this special resolution.

By Order of the Board

HMP Secretarial Limited  
Company Secretary

Riverside One  
Sir John Rogerson's Quay  
Dublin 2

Dated: 4 October 2019

Notes:

1. Shareholders are entitled to attend and vote at the Extraordinary General Meeting of the Sub-Fund. A Shareholder may appoint a proxy or proxies to attend, speak and vote instead of the Shareholder. A proxy need not be a Shareholder of the Sub-Fund.
2. A form of proxy is enclosed for the use of Shareholders unable to attend the meeting. Original proxies must be sent to: J O Hambro Capital Management Umbrella Fund plc, c/o HMP Secretarial Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland D02 X576. To be valid, original proxies and any powers of attorney under which they are signed must be received by the Secretary not less than 48 hours before the time appointed for the holding of the meeting (the "Proxy Filing Deadline") or communicated by electronic means by that time to [aisling.mulholland@mccannfitzgerald.com](mailto:aisling.mulholland@mccannfitzgerald.com). For the avoidance of doubt, each Shareholder's voting entitlements will be determined at the Proxy Filing Deadline.

J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC  
(the "Company")

J O HAMBRO CAPITAL MANAGEMENT  
US SMALL MID CAP EQUITY FUND  
(the "Sub-Fund")

FORM OF PROXY

For use at the Sub-Fund's Extraordinary General Meeting to be held on 31 October 2019 and at any adjournment thereof.

I/We (*block letters*)

of

being a member / members of the Sub-Fund hereby appoint

of (*address*)

or failing him or her, the Chairperson of the meeting or failing him or her appoint Aisling Mulholland of McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2 or failing her Ray Hunt of McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2 or failing him Siobhan Daly of McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2 or failing her, Joseph O'Donohoe of McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Sub-Fund to be held at Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland D02 X576 on 31 October 2019 at 2.00p.m. and at any adjournment thereof.

Please indicate with a tick (x) in the spaces provided how you wish your votes to be cast, otherwise your proxy will vote as he/she thinks fit.

**Voting Instructions to Proxy  
(choice to be marked with an "x")**

| <b>Resolution</b>   | <b>In Favour</b> | <b>Abstain</b> | <b>Against</b> |
|---|------------------|----------------|----------------|
| 1. THAT pursuant to Article 18(6) of the Constitution of the Company, the Directors of the Company are authorised to terminate the Sub-Fund and shall compulsorily redeem all of the participating shares of the Sub-Fund at the relevant redemption price on such dealing day as the Directors of the Company shall specify and notify to the shareholders following the passing of this special resolution. |                  |                |                |

Unless otherwise instructed the proxy will vote as he or she thinks fit.

Signature of shareholder

Date

Please ensure you read the Notes overleaf...

## Notes for the Proxy Form

- (a) A Shareholder must insert their full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated.
- (b) If it is desired to appoint some other person as proxy, the name of the proxy must be inserted in the space provided instead of the option provided which should be deleted.
- (c) The proxy form must:
  - (i) in the case of an individual Shareholder be signed by the Shareholder or his attorney; and
  - (ii) in the case of a corporate Shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate Shareholder.
- (d) In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (e) To be effective the Form of Proxy duly signed, together with the power of attorney (if any) under which it is signed, must be deposited with the Secretary of the Company not later than 48 hours before the time fixed for the meeting or any adjournment thereof, at which the person named in the Form is to vote. Please send completed proxy forms to:  
J O Hambro Capital Management Umbrella Fund plc, c/o HMP Secretarial Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland D02 X576, or by electronic means to [aisling.mulholland@mccannfitzgerald.com](mailto:aisling.mulholland@mccannfitzgerald.com)
- (f) A proxy need not be a shareholder of the Sub-Fund but must attend the meeting in person to represent you.

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