
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)

CIRCULAR TO SHAREHOLDERS

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 Global Income Builder Fund (the “Sub-Fund”), to be held on Thursday, 20 April 2023 (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.

Unless otherwise defined, all defined terms shall have the meaning given to them in the Company’s prospectus.

24 March 2023

J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC

(the “Company”)

J O HAMBRO CAPITAL MANAGEMENT GLOBAL INCOME BUILDER FUND

(the “Sub-Fund”)

Dear Shareholder

Re: Notice of the Company’s Sub-Fund’s extraordinary general meeting

Please see enclosed notice of the extraordinary general meeting (“EGM”) (Appendix I) of the Company’s Sub-Fund to be held at Riverside One, Sir John Rogerson’s Quay, Dublin 2, Ireland on Thursday, 20 April 2023 at 2.00pm GMT.

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

THAT pursuant to Article 18(7) 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

J O Hambro Capital Management Limited (the “**Investment Manager**”) is at all times seeking to offer clients relevant and commercially viable solutions and funds and, following a management review, has informed the Board that these conditions are no longer met in respect of the Sub-Fund. After five years of operation, the strategy has not reached the necessary scale to be commercially viable, with little prospect of raising sufficient new subscriptions in the future. On that basis, 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(7).

Please note that the Investment Manager has agreed to bear the costs of the closure and revocation of the Sub-Fund, such as legal expenses, printing costs and the costs of publishing the EGM Notice in the jurisdictions in which the Sub-Fund is registered for sale, with the Sub-Fund continuing to bear in the normal way the costs and expenses of service providers which have not yet been accrued.

In the event that the resolution to close the Sub-Fund is passed at the EGM, the Directors will not accept further subscriptions. Furthermore, in accordance with the definition of “Redemption Date” applicable to the Sub-Fund, the Directors will exercise their discretion not to process any further redemption requests received from Shareholders and will instead compulsorily redeem all of the remaining Shares outstanding in the Sub-Fund on a designated Redemption Date as the Directors shall specify and notify to the Shareholders following the passing of the special resolution and accordingly Shareholders will receive their redemption proceeds once the compulsory redemption of all of the outstanding shares is complete.

Voting by Proxy

The Form of Proxy accompanying the notice of the EGM of the Company is enclosed with this circular

at Appendix II is for use in relation to the EGM of the Company and should be completed and returned in accordance with the instructions thereon, so as to be received as soon as possible and in any event not later than 48 hours before the time fixed for the holding of the EGM.

Proxies may be emailed to Bridget.Gallagher@mccannfitzgerald.com for the attention of Bridget Gallagher or sent by post to Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland marked for the attention of Bridget Gallagher.

Yours sincerely



Director

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

APPENDIX I

NOTICE OF EXTRAORDINARY GENERAL MEETING

OF

J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC

(the “Company”)

J O HAMBRO CAPITAL MANAGEMENT GLOBAL INCOME BUILDER FUND

(the “Sub-Fund”)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company’s Sub-Fund will be held at Riverside One, Sir John Rogerson’s Quay, Dublin 2, Ireland on Thursday, 20 April 2023 at 2.00pm GMT to consider and, if thought fit, pass the following resolution as a special resolution:

THAT pursuant to Article 18(7) 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
D02 X576
Ireland

Dated: [24 March] 2023

Notes:

1. Shareholders are entitled to attend and vote at the Extraordinary General Meeting of the Company’s 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. Proxies may be emailed to Bridget.Gallagher@mccannfitzgerald.com or sent by post to Riverside One, Sir John Rogerson’s Quay, Dublin 2, Ireland, marked for the attention of Bridget Gallagher, and must be received not less than 48 hours before the time fixed for the EGM (the “**Proxy Filing Deadline**”). For the avoidance of doubt, each Shareholder’s voting entitlements will be determined at the Proxy Filing Deadline.

APPENDIX II

J O HAMBRO CAPITAL MANAGEMENT UMBRELLA FUND PLC

(the "Company")

J O HAMBRO CAPITAL MANAGEMENT GLOBAL INCOME BUILDER FUND

(the "Sub-Fund")

FORM OF PROXY

For use at the Company's Sub-Fund's Extraordinary General Meeting to be held on
Thursday, 20 April 2023 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 Bridget Gallagher 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, Niamh Corcoran 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 Company's Sub-Fund to be held at Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland on Thursday, 20 April 2023 at 2.00pm GMT and at any adjournment thereof.

Please indicate with a cross (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")			
Resolution	In Favour	Abstain	Against
THAT pursuant to Article 18(7) 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.			

Date:

Signature of shareholder _____

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 emailed to Bridget.Gallagher@mccannfitzgerald.com or sent by post to Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland marked for the attention of Bridget Gallagher, and must be received not less than 48 hours before the time fixed for the meeting.**
- (f) A proxy need not be a shareholder of the Sub-Fund but must attend the meeting in person to represent you.

APPENDIX III

Shareholder Notices

Austria

The Prospectus, together with the Supplements, the Key Information Documents, the articles of incorporation and the annual and semi-annual reports of the Company, each in paper form, as well as the issue, repurchase and any exchange prices are available and may be obtained free of charge at the office of the Austrian Paying Agent: Erste Bank der oesterreichischen Sparkassen AG, Am Belvedere 1, 1100 Wien, Austria.

Belgium

The Prospectus, together with the Supplements, the Key Information Documents, the articles of incorporation and the annual and semi-annual reports of the Company, each in paper form, as well as the issue, repurchase and any exchange prices are available and may be obtained free of charge from our service intermediary in Belgium (RBC Investor Services Belgium SA whose postal address is 20th floor, Zenith building, Boulevard du Roi Albert II, 37, B-1030 Brussels or by electronic means at RBCIS_BE_FundCorporateServices@rbc.com) and on the website www.fundinfo.com.

Germany

The Prospectus, together with the Supplements, the Key Investor Information Documents and, if available, the Key Information Documents, the articles of incorporation and the annual and semi-annual reports of the Company, each in paper form, as well as the issue, repurchase and any exchange prices are available and may be obtained free of charge at the office of the German Information Agent: GerFIS – German Fund Information Service UG, Zum Eichhagen 4, 21382 Brietlingen, Germany.

Switzerland

Information for investors in Switzerland

Until 2 April 2023: The representative and paying agent in Switzerland is RBC Investor Services Bank S.A., Esch-sur-Alzette, Zurich Branch, Bleicherweg 7, CH-8027 Zurich, Switzerland (the “Representative”).

Starting from 3 April 2023: The representative in Switzerland is 1741 Fund Solutions Ltd., Burggraben 16, 9000 St. Gallen, Switzerland (the “Representative”). The paying agent in Switzerland is Tellco Ltd, Bahnhofstrasse 4, 6430 Schwyz, Switzerland.

The Prospectus, the KIDs, the Constitution and the annual and semi-annual reports may be obtained free of charge from the Representative.