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If you have sold or otherwise transferred all of your shares in Ruffer Investment Company Limited, please send this document and Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Please refer to the explanatory notes for details regarding COVID-19 restrictions.

## **RUFFER INVESTMENT COMPANY LIMITED**

(Company No. 41996)

(the “Company”)

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held at the offices of Praxis Fund Services Limited, Sarnia House, Le Truchot, St Peter Port, Guernsey, Channel Islands on 04 December 2020 at 12 noon (the “AGM”).

#### **Resolution on Form of Proxy**

#### **Agenda**

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| Ordinary Resolution 1  | <b>1.</b> In the absence of the Chairman of the Board, or failing him a Director of the Company, or failing them any members present, to elect an authorised representative of the Corporate Secretary to act as Chairman of the AGM in accordance with Article 24.4 of the Articles of Incorporation. |
| Ordinary Resolution 2  | <b>2.</b> To receive and approve the Annual Financial Report of the Company for the year ended 30 June 2020.   |
| Ordinary Resolution 3  | <b>3.</b> To receive and approve the Directors’ Remuneration Report included in the Annual Financial Report of the Company for the year ended 30 June 2020.  |
| Ordinary Resolution 4  | <b>4.</b> To re-elect Deloitte LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.  |
| Ordinary Resolution 5  | <b>5.</b> To authorise the Board of Directors to determine the Auditor’s remuneration.   |
| Ordinary Resolution 6  | <b>6.</b> To elect Shelagh Mason as a Director of the Company.   |
| Ordinary Resolution 7  | <b>7.</b> To elect Nicholas Pink as a Director of the Company.   |
| Ordinary Resolution 8  | <b>8.</b> To re-elect Jill May as a Director of the Company.   |
| Ordinary Resolution 9  | <b>9.</b> To re-elect Christopher Russell as a Director of the Company.  |
| Ordinary Resolution 10 | <b>10.</b> To re-elect David Staples as a Director of the Company.   |
| Ordinary Resolution 11 | <b>11.</b> To approve the Company’s dividend policy to continue to pay two interim dividends with the objective of distributing a minimum of 85% of the Company’s net revenue each year.   |

#### **SPECIAL BUSINESS**

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| Special Resolution 1 | <b>12.</b> To consider and approve that the Company, be and is hereby generally and unconditionally authorised in accordance with section 315 of The Companies (Guernsey) Law, 2008, as amended, (the “Law”) to make |
|----------------------|--|

market acquisitions as defined in the Law of its Unclassified Shares of 0.01p each (the “Preference Shares”), provided that:-

- i) the maximum number of Preference Shares hereby authorised to be acquired by the Company be 14.99% of the Preference Shares in issue at the date of this resolution;
- ii) the minimum price (exclusive of expenses) which may be paid for a Preference Share is 0.01p, being the nominal value per share;
- iii) the maximum price (exclusive of expenses) which may be paid for a Preference Share shall be not more than the higher of (i) 5 per cent. above the average market value of a Preference Share for the five business days prior to the day the purchase is made and (ii) the value of a Preference Share calculated on the basis of the higher of the price quoted for the last independent trade and the highest independent bid for any number of the Preference Shares on the trading venue where the purchase is carried out);
- iv) acquisitions may only be made pursuant to this authority if the Preference Shares are (at the date of the proposed acquisition) trading on the London Stock Exchange at a discount to the lower of the undiluted or diluted Net Asset Value;
- v) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2021 or, if earlier, on the expiry of 15 months from the passing of this resolution, unless such authority is renewed prior to such time; and
- vi) the Company may make a contract to acquire Preference Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make an acquisition of Preference Shares pursuant to any such contract.

Special Resolution 2      **13.** That the Board be and is hereby empowered under the Articles of Incorporation (the “Articles”) to allot 18,078,841 equity securities (as defined in the Articles) being 10% of the equity securities in issue as at the latest practicable date prior to the date of this notice, excluding shares held in treasury for cash and pursuant to Article 7(2)(g) of the Articles, at a price of not less than the net asset value per Preference share plus the costs of the exercise at the time of any such allotment. The right of shareholders to receive a pre-emptive offer pursuant to Article 7(2)(b) of the Articles shall hereby be excluded in respect of the equity securities the Board is empowered to allot pursuant to this resolution, provided that this power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) immediately prior to the Annual General Meeting of the Company to be held in 2021.

By Order of the Board

For and on behalf of  
**Praxis Fund Services Limited**  
As Secretary

29 September 2020

## **Explanatory Notes:**

### **COVID-19 Restrictions**

The Board fully supports the measures being taken to protect public health and safety as a result of the COVID-19 pandemic. In light of the travel restrictions in place at the time of writing, shareholders who are not resident in Guernsey are advised not to travel to Guernsey to attend the Annual General Meeting in person and are therefore encouraged to vote by proxy and to direct any questions to the Company Secretary by e-mailing [shona.darling@praxisifm.com](mailto:shona.darling@praxisifm.com). If any shareholders resident in Guernsey would like to attend in person then they must confirm their attendance with the Company Secretary by 5.00 p.m. on 2 December 2020 by e-mailing [shona.darling@praxisifm.com](mailto:shona.darling@praxisifm.com).

### **Resolution 3: Approval of Directors' Remuneration Report**

Under the Law, Guernsey-registered companies are not required to publish a Directors' Remuneration Report. However, in consideration of best practices in corporate governance the Company has included details of its Directors' remuneration within the Annual Financial Report for the year ended 30 June 2020 and an ordinary resolution will be proposed seeking shareholder approval of the Directors' Remuneration Report. This is an advisory rather than a binding vote.

### **Resolutions 6 to 10: Re-election/election of Directors**

Resolutions 6 to 10, which are ordinary resolutions, propose the annual re-election of each of the Directors of the Company and the election of Directors appointed since last year's AGM. The Company's Articles of Incorporation prescribe that, at each Annual General Meeting, one-third of the Directors shall retire from office and may offer themselves for re-election. However, in line with best practice, the Board has determined that all of the Directors should stand for re-election at each Annual General Meeting.

With effect from 4 December 2020, Ashe Windham will retire as a Director, and Christopher Russell will replace him as Chairman of the Board. The Board remains satisfied that the individual contributions of each Director are, and would continue to be, important to the Company's long-term sustainable success. Accordingly, each of the Directors, other than Mr Windham, are being proposed for re-election or, in the case of Mrs Mason and Mr Pink, for election. Biographical details for each of the Directors standing for re-election and election and details of their individual contributions to the operation of the Board during the year are set out below:

Christopher Russell, aged 71 and a resident of Guernsey, is a non-executive director of investment and financial companies. These include Hanseatic Asset Management Ltd, a family office in Guernsey, and JPMorgan Global Core Real Estate Assets Ltd, a vehicle which invests in unlisted global JPMorgan real estate and infrastructure funds. Prior to a non-executive career, Chris was a director of Gartmore Investment Management plc, where he was Head of Gartmore's businesses in the US and Japan. Before that he was a holding board director of the Jardine Fleming Group in Asia, resident in Japan then Hong Kong. Prior to joining Flemings in London, he was with Phillips & Drew Asset Management. He is a Fellow of the UK Society of Investment Professionals and a Fellow of the Institute of Chartered Accountants in England and Wales. He was commissioned by John Wiley to publish in 2006 'Trustee Investment Strategy for Endowments and Foundations'. Mr Russell was appointed to the Board on 1 December 2016 and will take over as Chairman of the Board following Ashe Windham's retirement on 4 December 2020.

Mr Russell brings extensive industry and market experience to the Board having spent over 50 years in the financial services sector and has been a Director of the Company since 2016. As noted above, following the AGM he will become Chairman of the Board. The Board therefore recommends that shareholders vote in favour of Mr Russell's re-election at the AGM.

Jill May, aged 59 and a resident of the United Kingdom, has 25 years' experience in investment banking, 13 years in M&A with S.G. Warburg & Co. Ltd. and 12 years as a Managing Director at UBS, focused on group strategy and organisational change. She has broad knowledge of investment banking, asset

management and private banking in the UK and EMEA. She is an External Member of the Prudential Regulation Committee of the Bank of England and was a non-executive director of the CMA from its inception in 2013 until October 2016, and a Panel Member of the CMA until 2018. She is a non-executive director of JPMorgan Claverhouse, a UK listed investment trust, Standard Life Investments Property Income Trust, a UK-listed REIT, and of AlphaFMC, a UK-listed financial consulting company. Mrs May was appointed to the Board on 17 March 2017.

Mrs May brings valuable investment banking experience to the Board. During the year she became Chairman of the Management Engagement Committee, which is responsible for overseeing the business operations of each key service provider, scrutinising their performance and ensuring their objectives remain aligned with those of the Company. It is intended that she will take on the position of Senior Independent Director following the AGM to replace Mr Russell. The Board recommends that shareholders vote in favour of Mrs May's re-election at the AGM.

David Staples, aged 63 and a resident of Guernsey, is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Chartered Institute of Taxation. He also holds the Institute of Directors' Diploma in Company Direction. For thirteen years until 2003, Mr Staples was a partner with PricewaterhouseCoopers (PwC) and led the tax practice in the South East of England advising several large family and owner-managed businesses. He was also a member of the management board of the firm's London and South East Middle Markets Tax Practice. Since leaving PwC, Mr Staples has joined the boards of several listed companies as a non-executive director. He was, until recently, chairman of MedicX Fund Limited and chairman of the audit committees of Henderson Far East Income Limited and Aberdeen Private Equity Fund Limited. He is currently a director of NB Global Floating Rate Income Fund Limited and Baker Steel Resources Trust Limited, both of which are listed on the London Stock Exchange. Mr Staples was appointed to the Board on 2 March 2018.

Throughout the year, Mr Staples has held the position of Chairman of the Audit & Risk Committee, which is an integral function of the Company's overall governance framework. He has provided significant time commitment leading the Committee and overseeing the delivery of the Company's reporting commitments for the year ended 30 June 2020 whilst maintaining an effective relationship with the Company's auditor. Furthermore, the Audit & Risk Committee is responsible for overseeing the effective operation of the Company's internal risk management framework, in conjunction with the Investment Manager. The Board therefore recommends that shareholders vote in favour of Mr Staples' re-election at the AGM.

Shelagh Mason, aged 61 and a resident of Guernsey, is a solicitor specialising in English commercial property as a consultant with Collas Crill LLP. She is also non-executive Chairman of the Channel Islands Property Fund Limited, sits on the Board of Riverside Capital PCC and Skipton International Limited, a Guernsey Licensed bank, and is a non-executive director of the Renewables Infrastructure Fund, a FTSE 250 company. Previously Shelagh was a member of the board of directors of Standard Life Investments Property Income Trust, a property fund listed on the London Stock Exchange for 10 years until December 2014. She retired from the board of Medicx Fund Limited, a main market listed investment company investing in primary healthcare facilities in 2017 after 10 years on the board. She is a past Chairman of the Guernsey Branch of the Institute of Directors and a member of the Chamber of Commerce, the Guernsey International Legal Association and she also holds the IOD Company Direction Certificate and Diploma with distinction. Mrs Mason was appointed to the Board on 1 June 2020.

Mrs Mason joined the Board during the year and has an extensive legal background, as well as experience of being a director of a number of investment funds, including a FTSE 250 company. The Board therefore recommends that shareholders vote in favour of Mrs Mason's election at the AGM.

Nicholas Pink, aged 52 and a resident of the United Kingdom, has extensive senior management experience in financial services with previous roles at UBS Investment Bank, including Global Head of Research, Head of European Research, Head of Asia Research and Head of European Equities. Prior to this he was Head of European Utilities Research at UBS Investment Bank. He is a non-executive

director of JP Morgan Russian Securities plc, a UK-listed investment trust. Mr Pink was appointed to the Board on 1 September 2020.

Mr Pink is the most recent addition to the Board and has wide experience of capital markets together with experience in ESG investment. The Board therefore recommends that shareholders vote in favour of Mr Pink's election at the AGM.

#### **Resolution 11: Approval of dividend policy**

Under the Articles, the Board is authorised to approve the payment of interim dividends without the need for the prior approval of the Company's shareholders. Having regard to corporate governance best practice relating to the payment of interim dividends, the Board has decided to seek express approval from shareholders of its dividend policy which is to continue to pay two interim dividends with the objective of distributing a minimum of 85% of the Company's net revenue each year. There have been no material changes in the Company's dividend policy since last year and full details are set out in the Annual Report. The Board does not currently expect to make any material changes to the Company's dividend policy. It should be noted that the dividend policy is not a profit forecast and dividends will only be paid to the extent permitted by Guernsey law and subject to the working capital and the liquidity requirements of the Company and its subsidiaries.

#### **Resolution 12: Market acquisitions**

This resolution renews the share buy-back authority that was given by the Company's shareholders at the previous Annual General Meeting held on 5 December 2019. Resolution 12 gives the Company authority to make market acquisitions of the Company's own Preference Shares, up to a maximum of 14.99 per cent. per annum of the Company's Preference Shares in issue (as at the time immediately following the passing of the resolution) and subject to minimum and maximum purchase prices as set out in parts ii. and iii. of resolution 12. This authority will only be invoked if, after taking proper advice, the Directors consider that benefits will accrue to shareholders generally.

In normal market circumstances the Directors intend to favour pro rata capital distributions ahead of Preference Share repurchases in the market, however, if the Preference Shares have traded at a significant and sustained discount to net asset value the Board may seek to repurchase Preference Shares in the market. If the Board does decide that the Company should repurchase Preference Shares, purchases will only be made through the market for cash at prices below the estimated prevailing net asset value per Preference Share where the Directors believe such purchases will result in an increase in the net asset value per Preference Share.

#### **Resolution 13: Disapplication of pre-emption under the Articles**

This resolution, a standard resolution for investment companies listed under Chapter 15 of the UK Listing Rules, renews the authority given to the Directors by the Company's shareholders at the previous Annual General Meeting held on 5 December 2019 to allot Preference Shares for cash without first offering them to existing holders on a pro rata basis. The number of shares allotted under this power must be less than 10 per cent of the number of Preference Shares in issue immediately following the passing of this resolution.

The Directors do not currently intend to issue shares pursuant to the authority granted by resolution 13 other than to take advantage of opportunities in the market as they arise and only if they believe it would be advantageous to the Company's shareholders to do so. The Directors confirm that no issue of new shares will be made pursuant to the authority granted by resolution 13 unless the lowest market offer price of the Preference Shares is at a premium to the latest published net asset value.

#### **Proxies**

1. A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a

different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company.

2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's registrars, Computershare Investor Services (Guernsey) Limited (the "**Registrar**"), c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) you will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown on your proxy form and agree to certain terms and conditions or at the email address: [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) at least 48 hours before the time of the AGM. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Registrars at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrar, on their helpline number: 0370 707 4040 from within the UK or on +44 370 707 4040 if calling from outside the UK for additional forms of proxy, or you may photocopy the form of proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of shares in the Company in respect of which the proxy is appointed. All forms of proxy should be returned together in the same envelope.

In the case of joint holders, any one holder may vote. If more than one holder is present at the AGM, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.

3. To allow effective constitution of the AGM, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

#### **Corporate representatives**

4. A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.

#### **Right to attend and vote**

5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 5.00 p.m. on 2 December 2020 or, in the event of any adjournment, at 5.00 p.m. on the date which is two days before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

#### **CREST members**

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM (and any adjournments thereof) by utilising the procedures described in the CREST manual (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 providers, who will be able to take the appropriate action on their behalf.

7. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Registrar, by the latest time for receipt of proxy appointments specified in this notice of AGM. 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 issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 providers are referred, in particular, to those sections of the CREST Manual concerning limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.

