

## **Board Diversity**

Lord Davies' Women on Boards Review (published in February 2011) recommended that Chairmen of FTSE 350 companies should ensure that their boards discuss the subject of female representation on their board, and set out their position. Jupiter's Board has discussed this, and has agreed the following statement.

We believe it is essential to put any statement about a specific issue such as this within the proper context of directors' overriding duty to the Company. In pursuit of that duty, Jupiter's board is committed to maintaining high standards of corporate governance. We regard the effectiveness of our board as a crucial element of governance, and we believe that board composition is in turn a vital factor in board effectiveness.

We see it as a pre-requisite that each member of the Jupiter board must have the skills, experience and character that will enable each director to contribute individually, and as part of the board team, to the effectiveness of the board and the success of the Company. Subject to that overriding principle, Jupiter believes that diversity of experience and approach, including gender diversity, amongst board members is of great value, and it is our settled policy to give careful consideration to issues of overall board balance and diversity in making new appointments to the board.

The specific circumstances of any given company have to be taken into account in determining board composition. In Jupiter's case, TA Associates, who were a very substantial investor in Jupiter's MBO in 2007 and have retained a large shareholding since the 2010 IPO, have a contractual right to nominate two directors while they hold 15% or more of the shares, or one director if their holding is between 10% and 15%. Mike Wilson and Richard Morris, nominated by TA, are considered by the board to be very effective directors, but are not deemed to be independent for purposes of the UK Corporate Governance Code.

Having made the above points, Jupiter notes that two of the independent directors it has appointed since 2009 are women. As of today, the board numbers 10 in total, of which 3 are executive, 5 independent (including the Chairman) and 2 nominated by TA Associates. Women directors constitute 20% of the board<sup>1</sup>. Subject to the overriding principles and other factors set out above, Jupiter will aim to maintain female representation on the board at least at the current level, and increase the level if appropriate candidates are available when board vacancies arise.

**J Dundas**  
**16 September 2011**

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<sup>1</sup> If the 2 directors nominated by TA were to retire from the board, and if they were not replaced, and no other changes were made, women directors would constitute 25% of the board