

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO THE RECONSTRUCTION AND VOLUNTARY WINDING UP OF THE SCOTTISH INVESTMENT TRUST PLC ON WHICH SHAREHOLDERS ARE BEING ASKED TO VOTE. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 WITHOUT DELAY.

If you have sold or otherwise transferred all your shares in The Scottish Investment Trust plc (the “**Company**”), please send this document together with the accompanying documents (but not the accompanying personalised Forms 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 onward transmission to the purchaser or transferee. However, the accompanying prospectus (the “**JGGI Prospectus**”) published by JPMorgan Global Growth & Income plc (“**JGGI**”) should not be forwarded to or transmitted in or into the United States, Australia, Canada, Japan, New Zealand, the Republic of South Africa, any EEA State or into any other jurisdictions if to do so would constitute a violation of the relevant laws and regulations in such other jurisdictions. Shareholders who are resident in, or citizens of, territories outside the United Kingdom should read the section headed “Excluded Overseas Shareholders” in Part 3 of this document.

The New JGGI Shares (as defined below) are not and will not be registered under the United States Securities Act of 1933 (the “**US Securities Act**”), or the securities laws of any state or other jurisdiction of the United States, and the New JGGI Shares may not be offered, sold, pledged or otherwise transferred within the United States, or to or for the benefit of “U.S. persons” as defined in Regulation S under the US Securities Act (“**US Persons**”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Additionally, JGGI is not, and does not intend to be, registered as an investment company under the United States Investment Company Act of 1940 (the “**US Investment Company Act**”) and Shareholders are not, and will not be, entitled to the benefits of the US Investment Company Act. No issuance, offer, purchase, sale or transfer of New JGGI Shares may be made except in a manner which would not require JGGI to register under the US Investment Company Act. In connection with the Scheme, US Persons which are existing holders of shares in the Company (“**US Shareholders**”) are requested (where applicable) to execute the AI/QP Investor Letter (the “**AI/QP Investor Letter**”) annexed to the JGGI Prospectus and return it to JGGI and Computershare Investors Services PLC (the “**Receiving Agent**”) in accordance with the instructions printed thereon. There has been and will be no public offer of the New JGGI Shares in the United States.

The definitions used in this document are set out on pages 41 to 47 of this document.

THE SCOTTISH INVESTMENT TRUST PLC

(Incorporated in Scotland with registered number SC001651)

(An investment company within the meaning of section 833 of the Companies Act 2006)

Recommended proposals for the voluntary winding up of the Company and combination with JPMorgan Global Growth and Income plc

and

Notices of General Meetings

This document should be read in conjunction with the accompanying JGGI Prospectus. The proposals described in this document are conditional, amongst other things, on Shareholder approval. Your attention is drawn to pages 36 to 38 of this document which summarise the risk factors associated with the proposals. Your attention is further drawn to the letter from the Chairman of the Company set out in Part 1 of this document which contains, among other things, the recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the general meetings referred to below. However, this document should be read in its entirety before deciding what action you should take.

Notices of two general meetings of the Company to be held on 22 August 2022 and on 31 August 2022 respectively (the “**General Meetings**”) are set out at the end of this document. Both General Meetings will be held at The Royal College of Physicians of Edinburgh, 11 Queen Street, Edinburgh EH2 1JQ.

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meetings and if their Shares are not held directly, to arrange for their nominee to vote on their behalf. Forms of Proxy for use in conjunction with the General Meetings are enclosed. To be valid for use at the General Meetings, the accompanying Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to the Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible, but in any event so as to be received no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting. Alternatively, you may appoint a proxy or proxies electronically by visiting www.investorcentre.co.uk/eproxy and following the instructions. Proxies submitted via www.investorcentre.co.uk/eproxy must be transmitted so as to be received by the Registrars by no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting. If you hold your ordinary shares in uncertificated form (i.e. in CREST) you may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the notices of the General Meetings set out at the end of this document). Proxies submitted via CREST for the General Meetings must be transmitted so as to be received by the Registrars as soon as possible and, in any event, by no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting.

Excluded Overseas Shareholders will not be sent a copy of the JGGI Prospectus.

Neither the US Securities and Exchange Commission (the “**SEC**”) nor any securities supervisory authority of any state or other jurisdiction in the United States has approved or disapproved the Scheme or reviewed it for its fairness, nor have the contents of this document or any other documentation relating to the Scheme been reviewed for accuracy, completeness or fairness by the SEC or any securities supervisory authority in the United States. Any representation to the contrary is a criminal offence in the United States.

Investec Bank PLC (“**Investec**”), which is authorised in the United Kingdom by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, is acting for the Company and no one else in connection with the proposals and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Investec or for providing advice in relation to the proposals, the contents of this document and the accompanying documents, or any other matter referred to herein or therein.

It is important that you complete and return the Forms of Proxy and the AI/QP Investor Letter (as applicable) as soon as possible. Your attention is drawn to the section entitled “**Action to be Taken**” on pages 14 and 15 of this document.

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EXPECTED TIMETABLE

2022

Ex-dividend date for the pre-liquidation interim dividend to Shareholders	18 August
Latest time and date for receipt of Forms of Proxy in respect of the First General Meeting	11.00 a.m. on 18 August
Record date for the pre-liquidation interim dividend to Shareholders	19 August
First General Meeting	11.00 a.m. on 22 August
Shares disabled in CREST	6.00 p.m. on 22 August
Record Date for entitlements under the Scheme	6.00 p.m. on 22 August
Calculation Date	5.00 p.m. on 25 August
Payment date for the pre-liquidation interim dividend	30 August
Latest time and date for receipt of Forms of Proxy in respect of the Second General Meeting	9.30 a.m. on 26 August
Suspension of listing of Shares and Company's Register closes	7.30 a.m. on 31 August
Second General Meeting	9.30 a.m. on 31 August
Effective Date for implementation of the Scheme	31 August
Announcement of the results of the SIT FAV per Share and the JGGI FAV per Share	31 August
CREST accounts credited with, and dealings commence in, New JGGI Shares	8.00 a.m. on 1 September
Share certificates in respect of New JGGI Shares despatched	9 September (or as soon as practicable thereafter)
Cancellation of listing of Shares	as soon as practicable after the Effective Date

Note: All references to time in this document are to UK time. Each of the times and dates in the above expected timetable (other than in relation to the General Meetings) may be extended or brought forward. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN

THE SCOTTISH INVESTMENT TRUST PLC

(Incorporated in Scotland with registered number SC001651)
(An investment company within the meaning of section 833 of the Companies Act 2006)

Directors

James Will (Chairman)
Mick Brewis
Karyn Lamont
Jane Lewis
Neil Rogan

Registered Office
16 Charlotte Square
Edinburgh
EH2 4DF

5 August 2022

Dear Shareholder,

Recommended proposals for the voluntary winding up of the Company and combination with JPMorgan Global Growth & Income plc

Introduction

The purpose of this document is to explain the reasons for and process required to achieve the recommended winding up of The Scottish Investment Trust PLC (“**SIT**” or the “**Company**”) in order for it to be combined with JPMorgan Global Growth & Income plc (“**JGGI**”). Shareholders are invited to vote on the proposals described in detail below but should note that if they choose to take no action and the proposals are approved by Shareholders, their Shares in the Company will roll over into shares in JGGI under the terms of the Scheme (subject to the exclusions applicable to Excluded Overseas Shareholders (as defined below)).

Background

On 2 June 2021, your Board announced its intention to undertake a review of its investment management arrangements. The Board explained that the Company’s high conviction, global contrarian investment approach, adopted in 2015, had resulted in the Company’s NAV total return underperforming the Sterling total return of the MSCI All Country World Index over the five years ended 30 April 2021 and that the Board therefore felt it appropriate to consider the future of the Company’s management arrangements. The Board invited proposals from established management groups and, having reviewed and evaluated the various submissions (alongside the Company’s then existing management arrangements) with the assistance of Stanhope Consulting, it announced on 20 October 2021 that it had agreed heads of terms with JGGI and JGGI’s manager, JPMorgan Funds Limited (“**JPMF**”), for a combination of the assets of the Company with JGGI by means of a section 110 scheme of reconstruction (the “**Transaction**”).

Given the additional complexities inherent in a self-managed investment vehicle such as the Company, the Board, JGGI and JPMF agreed that the process should be effected in two stages, with the Company initially appointing JPMF to manage its portfolio (with responsibility delegated by JPMF to JPMorgan Asset Management (UK) Limited (“**JPMAM**”)) and adopting a new investment strategy substantially identical to that of JGGI. Once the Company had taken all steps necessary to allow it to be placed into liquidation in an orderly fashion, the Transaction would then take place.

Implementation of the first stage of the process was approved by the Company’s shareholders at a general meeting held on 9 December 2021. Accordingly, on 21 January 2022 the Board announced the appointment of JPMF, with effect from that date, as the Company’s alternative investment fund manager, company secretary and administrator, and confirmed the change in investment strategy. Since then, the Company’s investment portfolio has been managed in accordance with the new investment strategy, as set out in Part 2 of this document, and it is expected that the Company will remain substantially fully invested on that basis up until the date upon which the Company is placed into liquidation (the “**Effective Date**”).

The Board believes that it is appropriate to move forward with the second stage of the process now, as all key workstreams have been fully and satisfactorily addressed. The Company announced on 29 March 2022 that it had completed the Buy-in of the benefits under its pension scheme with a third-party insurer. It also announced in its Half-Year Report published on 18 June 2022 that its property at 6 Albyn Place, Edinburgh had been sold. Furthermore, on 29 July 2022, the holders of the Company's 5.75 per cent. Secured Bonds due 2030 (the "**SIT Bonds**") (the "**SIT Bondholders**") passed an extraordinary resolution approving, *inter alia*, the proposed substitution of JGGI in place of the Company in its capacity as issuer and sole debtor of the SIT Bonds (the "**Substitution**") as part of the Scheme. For the avoidance of doubt, other than the instruction fee paid as part of the SIT Bondholder consent solicitation process, there will be no repayment or premium payable to SIT Bondholders as a result of the Substitution.

In order to complete the second stage of the process, Shareholder approval for the Scheme is required at the First General Meeting; and if such approval is forthcoming, Shareholder approval is then required at the Second General Meeting in order to take the formal steps of winding up the Company voluntarily, appointing the Liquidators to implement the Scheme and applying for the cancellation of the listing of the Shares on the Official List pursuant to the Listing Rules. In accordance with the Scheme, Shareholders will be allotted New JGGI Shares at the same point at which the Company enters liquidation.

JPMorgan Global Growth & Income's strategy and performance

As noted above, the Company is now being managed in substantially the same manner as JGGI and, if the Scheme becomes effective, SIT Shareholders will rollover their holdings of SIT Shares into New JGGI Shares. Full details on JGGI are set out in Part 2 of this document and in the accompanying JGGI Prospectus, but key information is summarised below.

JGGI Strategy

JGGI seeks to select companies with the most compelling long-term strategies. JGGI is driven by a Bottom-up Stock Selection process, with a best ideas portfolio allocating a larger weighting to the most preferred stocks when compared to their weighting in the relevant index. This approach makes use of the full resources of JPMorgan (including over 80 expert analysts worldwide) and JGGI's investment trust structure, offering useful diversification for investors seeking reliable levels of income.

JGGI's investment manager deploys the company's investment strategy in a style-neutral way and has built this strategy on an approach where the investment manager seeks to add incremental value to the portfolio by capitalising on mis-valuations in equity markets via a risk-controlled bias towards attractively ranked securities within regional sectors while minimising sector, region, and style risk.

Given this approach, JGGI's portfolio broadly remains similar in sector and style to the Benchmark, while incrementally over/under weighting at the stock specific level within regional sectors in order to outperform the Benchmark at the Bottom-up Stock Selection level. This is evidenced by JGGI's long-term attribution, where the vast majority of outperformance being produced is due to stock selection within sectors and regions.

JGGI's initial active positions in investee companies typically range from 0.5 per cent. to 1.5 per cent. and the size of an initial position is determined by various factors, including the strength of the valuation signal, the investment manager's level of insight and its conviction in the investment case. Individual stock weights, once a full position has been established, are typically between +/-5 per cent. relative to the Benchmark (subject to any limits on stock allocation contained in JGGI's investment policy). For JGGI, the investment manager's goal is to derive the majority of portfolio risk from stock specific factors, such as valuation or expected future earnings growth. JGGI's investment manager believes risk management to be central to the investment management process.

As at 29 July 2022, this process had delivered a NAV total return (net of fees) of 2.23 per cent. per annum over the MSCI All Country World Index since inception on 30 September 2008.

Performance

The NAV total return of each of JGGI, the Company and the Benchmark over various time periods to 20 January 2022 (being the date upon which the Company's previous investment strategy came to an end) is set out below.

	NAV Total Return (%)			
	Over 1 year	Over 3 years	Over 5 years	Over 10 years
JPMorgan Global Growth & Income plc	17.28	65.35	77.18	256.16
The Scottish Investment Trust PLC	16.74	15.55	22.41	125.47
MSCI All Country World Index (Sterling)	9.95	49.32	66.58	218.91

Source: © Morningstar 2022, in each case to 20 January 2022

The NAV total return of each of JGGI, the Company and the Benchmark in the period since JPMAM's appointment as the Company's investment manager (on 21 January 2022) to 29 July 2022 (being the latest practicable date prior to publication of this document) is set out below.

	NAV Total Return (%)
	In the period from 21 January 2022 to 29 July 2022
JPMorgan Global Growth & Income plc	2.14
The Scottish Investment Trust PLC	0.36
MSCI All Country World Index (Sterling)	0.68

Source: © Morningstar 2022

Dividend policy

The JGGI Board's current intention is to pay quarterly dividends over the course of each financial year which, in aggregate, total at least 4 per cent. of the net asset value of JGGI as at the end of the preceding financial year. Accordingly, at the start of each financial year the JGGI Board announces the distribution it intends to pay to shareholders in the forthcoming year in four equal instalments. JGGI has the ability to pay dividends out of capital and does currently pay its dividends, in part, out of its realised capital profits.

JGGI declared dividends totalling 16.96 pence per JGGI Share in respect of the financial year commencing 1 July 2021, which represented an annual dividend equivalent to 4.22 per cent. of JGGI's unaudited net asset value (cum income with debt at fair value) as at 30 June 2022.

JGGI has announced that in relation to the year commencing 1 July 2022, the company intends to pay dividends totalling 17.0 pence per JGGI Share (being 4.25 pence per share per quarter), which represents an annual dividend equivalent to 4.23 per cent. of the unaudited net asset value (cum income with debt at fair value) as at 30 June 2022.

Benefits of the Transaction

In the circular sent to shareholders seeking approval for the first phase of the Transaction, the Board outlined the benefits of the Transaction. These remain unchanged in nature but have been updated to highlight that although much has changed since that document was posted to you, the rationale for the Transaction remains the same.

The Board notes a number of attractions to a combination with JGGI:

Strong historic investment performance: Over the five years ended 20 January 2022 (the date on which the Company's previous investment strategy came to an end), the NAV total return of JGGI was 12.12 per cent. per annum, representing outperformance of 1.38 per cent. per annum against the Benchmark. Over this same time period the NAV total return of SIT was 4.13 per cent. per annum representing underperformance of 6.62 per cent. per annum against the Benchmark.

Since 21 January 2022, JGGI has continued to demonstrate steady performance, despite market volatility and currency fluctuations. Market appreciation of this steady performance can be seen in JGGI's persistent trading at a premium to net asset value and its ongoing tap issuance throughout this year.

Style-agnostic: The JGGI investment strategy is agnostic as between value and growth, focusing purely on the best total return opportunities. This affords the investment manager the flexibility to tilt the portfolio further towards, or further away from, value stocks or growth stocks as it sees fit, in a manner which was less likely under the Company's previous investment strategy.

Deeply resourced capability: JPMorgan Chase & Co (Asset and Wealth Management) is one of the leading global asset managers with assets under management of USD 2.7 trillion as at 30 June 2022, and the JGGI investment management team is supported by over 80 in-house research analysts located globally. The Board believes this highlights the increasing difficulties faced by a self-managed company with limited resources to have the required depth of research to pursue a global equity mandate, and therefore the benefits of the combination with JGGI.

Attractive dividend: JGGI has a distribution policy which targets aggregate dividends in each financial year representing at least 4 per cent. of JGGI's net asset value at the end of the preceding financial year. The declared dividends totalling 16.96 pence per JGGI Share in respect of the financial year commencing 1 July 2021 represented an annual dividend equivalent to 4.22 per cent. of JGGI's unaudited net asset value (cum income with debt at fair value) as at 30 June 2022. By way of comparison, the dividends totalling 24.4 pence per Share declared by SIT in respect of its last financial year (ended 31 October 2021) represented an annual dividend equivalent to 2.87 per cent. of SIT's net asset value (cum income with debt at fair value) as at 31 October 2021.

JGGI has announced that in relation to the year commencing 1 July 2022, the company intends to pay dividends totalling 17.0 pence per JGGI Share (being 4.25 pence per share per quarter), which represents an annual dividend equivalent to 4.23 per cent. of the unaudited net asset value (cum income with debt at fair value) as at 30 June 2022.

Please see pages 12 and 13 of this document for further detail on the entitlements of SIT Shareholders to SIT and JGGI dividends respectively in the event that the Transaction is approved.

Substantial uplift for shareholdings in the Company: The Company's Shareholders have already benefitted from a re-rating of their investment in the Company since announcement of the Transaction on 20 October 2021. This is expected to be enhanced further on completion of the Transaction.

The Company's Shares traded at an average discount to NAV (cum income, debt at fair value) of 10.4 per cent. in the three months preceding the announcement of the Company's strategic review on 2 June 2021. In contrast, JGGI traded at an average premium to NAV (cum income, debt at fair value) of 2.5 per cent. over the same time period. Since announcement of the Company's proposal to appoint JPMF as the Company's AIFM and undertake the Transaction, the Company's discount has narrowed from 15.4 per cent. (as at 19 October 2021) to 5.5 per cent. (as at 2 August 2022). For information, the Company's policy of buying back shares for the purposes of discount management was temporarily suspended in the weeks preceding the announcement of 20 October 2021 and the Company has not repurchased any SIT Shares since August 2021. As at close of business on 2 August 2022, being the latest practicable date prior to publication of this document, JGGI's shares were trading at a 5.2 per cent. premium to NAV (cum income, debt at fair value), having traded at an average premium to NAV of 1.9 per cent. since the announcement of the Transaction on 20 October 2021.

Scale: The combined company will have net assets in excess of £1.3 billion (based on valuations as at 2 August 2022), creating a leading investment vehicle for global equity investing that delivers an attractive dividend yield. The scale of the combined company should improve secondary market liquidity for the Company's Shareholders and will achieve cost efficiencies.

JGGI is a constituent of the FTSE 250 index, which brings with it potential additional benefits as to profile and liquidity.

Low ongoing charges: With effect from 1 January 2022, a new scaled annual management charge ("AMC") has applied to JGGI. By way of illustration, based on valuations as at 3 August 2022, this

new AMC would result in an initial weighted average AMC of 0.48 per cent. of net assets and forecast ongoing charges (which include the AMC) of 0.55 per cent. in the 12 months following implementation of the Transaction.

For the avoidance of doubt, during the period of JPMF's appointment as the Company's AIFM up until implementation of the Transaction, JPMF is entitled to receive a management fee payable by the Company monthly at a rate equivalent to 0.55 per cent. per annum on net assets.

Leading investment trust platform: JPMorgan is one of the leading managers of closed-ended vehicles in the UK, managing 21 investment companies (including the Company) with gross assets in excess of £13.2 billion (as at 31 July 2022). JGGI benefits from JPMorgan's extensive investment company management and marketing resources.

Contribution from J.P. Morgan Asset Management: JPMorgan has agreed to make a costs contribution in respect of the Transaction equivalent to the management fees payable by the enlarged JGGI in respect of the eight-month period immediately following completion of the Transaction.

Continuity: Upon the Scheme becoming effective, James Will, Jane Lewis, Mick Brewis and Neil Rogan, directors of the Company, will join the board of JGGI as non-executive directors, which is intended to provide continuity of oversight for Shareholders rolling over into JGGI. It is intended that James Will will join the JGGI Board for only a short time (retiring at the next AGM of JGGI, expected to be held in November 2022) in order to provide assistance in the period immediately following the combination. In addition, it is intended that the annual general meetings of JGGI as enlarged will, following completion of the Transaction, be held in Edinburgh and London on alternate years.

Further details on JGGI, including details of its investment strategy and key characteristics of its portfolio, are set out in Part 2 of this document and in the accompanying JGGI Prospectus.

Dividends

The Board has announced a pre-liquidation interim dividend of 9.4 pence per Share which, subject to the Resolution to be proposed at the First General Meeting being passed, will be paid to Shareholders prior to the Effective Date. This will be in addition to the first interim dividend for the year to 31 October 2022 of 6.1 pence per Share (paid on 13 May 2022) and the second interim dividend for the year to 31 October 2022 of 6.1 pence per Share (paid on 15 July 2022).

Shareholders receiving New JGGI Shares under the Scheme will rank fully for all dividends declared by JGGI with a record date falling after the date of the issue of those New JGGI Shares to them. For the avoidance of doubt, assuming the Scheme becomes effective on or before 1 September 2022, SIT Shareholders rolling over into JGGI will be entitled to receive JGGI's first interim dividend for the year ending 30 June 2023, which will be paid on 7 October 2022 to shareholders on the JGGI register as at the close of business on 2 September 2022. The associated ex-dividend date is 1 September 2022.

The Company's current dividend policy will not change prior to the Effective Date of the Transaction. Following implementation of the Transaction, the JGGI dividend policy described on page 7 above (i.e. an intention to pay dividends totalling at least 4 per cent. of the NAV of JGGI as at the end of the preceding financial year), will apply in respect of the New JGGI Shares issued to the Company's Shareholders as part of the Transaction. By way of comparison, the dividends totalling 24.4 pence per Share declared by SIT in respect of its last financial year (ended 31 October 2021) represented an annual dividend equivalent to 2.87 per cent. of the net asset value (cum income with debt at fair value) as at 31 October 2021.

As noted above, JGGI has the ability to pay dividends from capital and does currently pay its dividends, in part, out of its realised capital profits. Whilst the JGGI policy differs from the approach adopted by the Company historically (which has focused on payment of dividends from earnings, as supplemented by revenue reserves), your Board believes the ability to pay dividends out of capital can offer tangible benefits to shareholders, including allowing the investment manager to retain full flexibility and control over stock picking without sacrificing high conviction opportunities in the pursuit of yield and offering the ability to smooth dividend payments through low yield environments.

SIT Pension Fund

The Pension Trustees of the SIT Pension Fund have entered into a transaction with an insurance company which secures in full the benefits for and in respect of all members and beneficiaries of the SIT Pension Fund through a policy in the name of the Pension Trustees (the “**Buy-in**”). Upon execution of the Buy-in, the Company paid the required balancing premium to the insurance company. A final balancing premium may be payable to the insurance company following submission of the final member data and the calculation by the insurance company of any true-up premium payable following the acceptance and approval of that data. The Buy-in policy contains the option (exercisable at the Pension Trustees’ discretion, subject to the conditions and requirements of the Buy-in policy) to move to Buy-out (being a transaction between the Pension Trustees and an insurance company which secures in full the benefits for and in respect of all members and beneficiaries of the SIT Pension Fund through individual annuities).

Upon the Company entering into liquidation, the SIT Pension Fund will be placed into winding up with effect from the date of liquidation and the Pension Trustees will proceed with converting the Buy-in policy into a Buy-out policy. To ensure that the SIT Pension Fund can be wound up and the Buy-out achieved, there will be retained in the Liquidation Pool for the benefit of the SIT Pension Fund (in addition to the assets which the Liquidators would otherwise have retained) cash of value equal to £5 million (the “**Pension Buffer**”).

For the avoidance of doubt, the Liquidators cannot distribute or otherwise utilise the Pension Buffer until the winding up of the SIT Pension Fund has been completed, and the Pension Buffer will be solely available to meet the costs and expenses of securing benefits in the Buy-out and of winding up the SIT Pension Fund until that time. Further, the Liquidators will not distribute or otherwise utilise any part of the non-Pension Buffer assets of the Liquidation Pool, including in particular the Liquidators’ Retention, otherwise than to meet the Company’s actual liabilities identified for the purposes of the Scheme or contingent liabilities plus the Liquidators’ own costs and expenses until such time as the winding up of the SIT Pension Fund has been completed.

JGGI has granted an indemnity to the Company, to take effect immediately prior to the liquidation, to meet the cost of securing benefits under the Buy-out and winding up the SIT Pension Fund, but only if and to the extent that such cost exceeds the Pension Buffer and the remaining assets in the Liquidation Pool at the time of any claim under the indemnity. This indemnity shall cease on completion of the winding up of the SIT Pension Fund. The Company has granted an indemnity to the Pension Trustees, to take effect immediately prior to the liquidation, to meet the cost of securing benefits under the Buy-out and winding up the SIT Pension Fund but only if and to the extent that such cost cannot be met in full from the assets of the SIT Pension Fund. This indemnity shall also cease on completion of the winding up of the SIT Pension Fund.

SIT debt instruments

The Company currently has both secured bonds and debenture stock in issue.

SIT Bonds

The SIT Bonds are secured by a floating charge over the assets of the Company and have a redemption value in 2030 of £82,827,000. Under the proposals, JGGI will be substituted as the issuer and sole debtor of the SIT Bonds in place of the Company.

On 29 July 2022, the SIT Bondholders passed an Extraordinary Resolution approving, *inter alia*, the Substitution.

SIT Debenture Stock

The 5 per cent., 4.25 per cent. and 4 per cent. debenture stock (the “**SIT Debenture Stock**”) have an aggregate nominal value of approximately £2,059,000 (as at 3 August 2022) and these will be redeemed in full at their nominal value following implementation of the Transaction (if approved).

Costs of implementing the Scheme

Costs of the Company

The costs incurred by the Company include both direct costs, being the costs necessary for the implementation of the Transaction, and indirect costs, being the costs associated with the SIT Pension Fund and the realignment of the Company’s portfolio.

The costs directly incurred (or to be incurred) by the Company in implementing the Transaction primarily comprise employment termination costs, legal and financial advisory fees, Liquidators' fees, and costs incurred in relation to the Substitution of the SIT Bonds. The direct costs exclude the Liquidators' Retention of £100,000 to cover unknown liabilities.

The Company is also incurring costs in relation to achieving a Buy-in and Buy-out of the SIT Pension Fund (the "**SIT Pension Costs**"). The SIT Pension Costs represent all costs incurred by SIT, the SIT Pension Fund or the Pension Trustees, or where applicable an estimate in good faith of such costs, in achieving a Buy-in and Buy-out of the SIT Pension Fund with an insurer and winding up the SIT Pension Fund, including the change in valuation from the prevailing valuation of the SIT Pension Fund on a continuing basis to a valuation on a solvency basis.

The Company absorbed a number of costs in disposing of its existing portfolio of investments and acquiring the portfolio of investments consistent with the JGGI investment strategy (the "**Portfolio Realignment Costs**").

To the extent that the Company has already incurred or accrued direct costs of the Transaction, SIT Pension Costs and Portfolio Realignment Costs as at the Calculation Date, such costs will be added back to the Company's NAV for the purposes of calculating the SIT FAV. Those costs will then be aggregated with JGGI's costs (as described further below) and apportioned between the two companies on the basis set out below in "*Apportionment of Costs*".

The costs to be borne by SIT Shareholders, after the JPMAM Contribution (as defined below) and cost apportionment, are estimated to be equivalent to 1.39 per cent. of the Company's net asset value as at 2 August 2022.

Costs of JGGI

The costs directly incurred (or to be incurred) by JGGI in connection with the Transaction include legal and financial advisory fees and costs incurred in relation to the Substitution of the SIT Bonds.

In addition, JGGI, as enlarged, will also pay listing fees in relation to the listing of the New JGGI Shares and SDRT to the extent applicable on the acquisition of the Rollover Pool.

To the extent that JGGI has already incurred direct costs of the Transaction as at the Calculation Date, such costs will be added back to JGGI's NAV for the purposes of calculating the JGGI FAV. Those costs will then be aggregated with the Company's costs (as described above) and apportioned between the two companies on the basis set out below in "*Apportionment of Costs*".

The costs to be borne by JGGI Shareholders, after the JPMAM Contribution (as defined below) and cost apportionment, are estimated to be equivalent to 0.42 per cent. of JGGI's net asset value as at 2 August 2022.

Apportionment of Costs

The commercial terms of the Scheme have been agreed between the Company and JGGI so as to provide for an equitable apportionment of the costs incurred in implementing the Transaction between the two parties, having regard for, *inter alia*, the estimated respective expenses of the two companies and the relative benefits which the Transaction will provide to each set of shareholders.

In summary:

- (i) The direct costs incurred by the two companies will (subject to the limits set out in (ii) below) be aggregated with the SIT Pension Costs and the Portfolio Realignment Costs. The JPMAM Contribution (as defined below) will then be deducted from the aggregate amount to determine the net costs of the Scheme (the "**Net Scheme Costs for Apportionment**"). The Net Scheme Costs for Apportionment will be borne by each of the Company and JGGI *pro rata* by reference to their respective FAVs (subject to the JGGI Cost Limit of £2.1 million, with any Net Scheme Costs for Apportionment in excess thereof otherwise payable by JGGI instead borne by the Company).
- (ii) To the extent that:
 - a) the Company's direct costs exceed £2.7 million, such excess costs will be borne solely by the Company and will be reflected accordingly in the calculation of its FAV; and

- b) JGGI's direct costs exceed £1.2 million, such excess costs will be borne solely by JGGI and will be reflected accordingly in the calculation of its FAV.

JPMAM has agreed to make a contribution (the "**JPMAM Contribution**") to the costs of the Transaction by means of a waiver of its management fee following completion of the Scheme. This will be for an amount equivalent to eight months of JGGI's prevailing management fee calculated on the value of the net assets of the enlarged JGGI (as determined by reference to the FAVs of each company). The financial value of this amount is estimated at approximately £4.24 million based on the companies' estimated FAVs as at 29 July 2022. The JPMAM Contribution will be deducted from the aggregate costs prior to the *pro rata* apportionment as described above.

In the event that the Transaction does not complete, each party will bear its own costs in respect of the Transaction.

Liquidators' Retention

The Liquidators' Retention is estimated at £100,000 and will be retained by the Liquidators to meet any unknown or unascertained liabilities of the Company. For the avoidance of doubt, the Liquidators' Retention is separate to the Pension Buffer. To the extent some or all of the Liquidators' Retention remains when the Liquidators are in a position to close the liquidation, this will be returned to SIT Shareholders on the register as at the Effective Date, together with any other funds remaining in the Liquidation Pool including, to the extent not utilised or distributed earlier, the Pension Buffer, *pro rata* to the number of Shares held by them on such date.

For information purposes only, the aggregate value of the Pension Buffer and estimated Liquidators' Retention represents 0.85 per cent. of the Company's net asset value as at 2 August 2022, equivalent to 7.7 pence per SIT Share.

Further details of the Scheme

Entitlements under the Scheme

Under the Scheme, each Shareholder on the Register on the Record Date will receive such number of New JGGI Shares as have a value (at the JGGI FAV per Share) equal to the proportion of the Rollover Pool attributable to the number of SIT Shares held. Fractions of New JGGI Shares will not be issued under the Scheme and entitlements to such New JGGI Shares will be rounded down to the nearest whole number.

The attention of Excluded Overseas Shareholders is drawn to the paragraph headed "*Excluded Overseas Shareholders*" in Part 3 of this document. Any relevant US Shareholder (or any persons acting for the account or benefit of such US Shareholder) receiving this document is requested to execute the AI/QP Investor Letter annexed to the JGGI Prospectus and return it to JGGI and the Receiving Agent. Please see Part 3 of this document for further information on the completion of the AI/QP Investor Letter.

Under the Scheme, in order to ensure the Company can meet all known and unknown liabilities of the Company and other contingencies during the course of the liquidation, the Pension Buffer, the Liquidators' Retention and other assets will be appropriated to the 'Liquidation Pool'. Any remaining balance in the Liquidation Pool after the discharge of the Company's liabilities, including the Liquidators' Retention and the Pension Buffer, will be distributed in cash to the Shareholders on the Register on the Effective Date.

After the appropriation to the Liquidation Pool described above, there shall be appropriated to the Rollover Pool the remaining assets of the Company in the manner described in paragraph 3.2 of Part 4 of this document.

The issue of New JGGI Shares will be effected on a formula asset value for formula asset value ("**FAV**") basis as at the Calculation Date as described in detail in Part 4 of this document. The Calculation Date for determining the value of the Rollover Pool is expected to be 5.00 p.m. on 25 August 2022. The Record Date for the basis of determining Shareholders' entitlements under the Scheme is 6.00 p.m. on 22 August 2022.

Illustrative entitlements

For illustrative purposes only, had the Calculation Date been 5.00 p.m. on 29 July 2022 and assuming that no Shareholders had exercised their right to dissent from participation in the Scheme

and after deduction of the pre-liquidation interim dividend of 9.4 pence per Share, the SIT FAV per Share would have been 876.20 pence. The SIT FAV per Share may be compared with the Company's share price and cum-income NAV per Share as at 29 July 2022 which, when adjusted on a *pro forma* basis for the deduction of the interim dividend of 9.4 pence per Share, were 840.6 pence and 886.86 pence respectively.

The JGGI FAV per Share would have been 437.505691 pence, which would have produced a conversion ratio of 2.002730, and, in aggregate, 132,526,986 New JGGI Shares would have been issued to Shareholders under the Scheme, representing approximately 44.2 per cent. of the issued ordinary share capital of the enlarged JGGI.

Conditions to the Transaction

Implementation of the Transaction is subject to a number of conditions, including:

- the passing of the Resolution to be proposed at the First General Meeting and the Resolution to be proposed at the Second General Meeting, or any adjournment of those meetings, and any conditions of such Resolutions being fulfilled;
- the JGGI Resolution being passed and becoming unconditional in all respects;
- the approval of the Financial Conduct Authority and the London Stock Exchange to the Admission of the New JGGI Shares to the premium listing category of the Official List and to trading on the Main Market of the London Stock Exchange, respectively, and to the Substitution;
- the unconditional approval of the JGGI Board and JGGI Noteholders to the entering into of the Substitution Documents, the entering into of the Substitution Documents by the parties thereto and the SIT Bonds Supplemental Trust Deed becoming unconditional in all respects other than any condition relating to the Scheme becoming effective; and
- the Directors resolving to proceed with the Scheme.

If any condition were not to be satisfied, the Transaction would not become effective, the Company would not proceed with the winding up and instead SIT would continue in existence managed in accordance with its current investment policy. In such circumstances, the Directors would reassess the options available to the Company at that time.

General Meetings

The proposals are conditional upon, *inter alia*, Shareholders' approval of the Resolutions to be proposed at the First General Meeting and the Second General Meeting. Both General Meetings will be held at The Royal College of Physicians of Edinburgh, 11 Queen Street, Edinburgh EH2 1JQ.

First General Meeting

The First General Meeting will be held on 22 August 2022 at 11.00 a.m.

The Resolution to be considered at the First General Meeting (which will be proposed as a special resolution) will, if passed, approve the terms of the Scheme set out in Part 4 of this document, amend the Articles to give effect to the Scheme, authorise the Liquidators to enter into and give effect to the Transfer Agreement with JGGI to distribute New JGGI Shares to Shareholders in accordance with the Scheme, purchase the interests of any dissenters to the Scheme and authorise the Liquidators to apply to cancel the listing of the Shares with effect from such date as the Liquidators may determine. The Resolution will require at least 75 per cent. of the votes cast in respect of it, whether in person or by proxy, to be voted in favour to be passed at the First General Meeting. The Scheme will not become effective unless and until, *inter alia*, the Resolution to be proposed at the Second General Meeting has also been passed.

Second General Meeting

The Second General Meeting will be held on 31 August 2022 at 9.30 a.m.

At the Second General Meeting, a special resolution will be proposed which, if passed, will place the Company into liquidation, appoint the Liquidators and agree the basis of their remuneration, instruct the Company Secretary to hold the books to the Liquidators' order, and provide the

Liquidators with appropriate powers to carry into effect the amendments to the Articles made at the First General Meeting. The Resolution to be proposed at the Second General Meeting is conditional upon the passing of the Resolution at the First General Meeting, the JGGI Resolution being passed and becoming unconditional in all respects, the approval of the Financial Conduct Authority and the London Stock Exchange to the Admission of the New JGGI Shares to the Official List and to trading on the Main Market respectively, the unconditional approval of the JGGI Board and JGGI Noteholders to the entry into of the Substitution Documents and the entry into of the Substitution Documents by the parties thereto and the Directors resolving to proceed with the Scheme. The Resolution will require at least 75 per cent. of the votes cast in respect of it, whether in person or by proxy, to be voted in favour to be passed at the Second General Meeting.

The Board always welcomes questions from Shareholders, and Shareholders are encouraged to submit any questions they have concerning the General Meetings or the proposed Resolutions to the Board by email to info@thescottish.co.uk by 5.00 p.m. on 18 August 2022. Please put “*The Scottish – General Meetings*” in the subject heading of any email.

Action to be taken

Before taking any action, Shareholders are recommended to read the further information set out in this document and in the accompanying JGGI Prospectus.

Voting

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meetings and, if the Shares are not held directly, to arrange for their nominee to vote on their behalf.

Shareholders are requested to complete and return proxy appointments to the Registrar by one of the following means:

- i. by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
- ii. by completing and signing the BLUE Form of Proxy for use in relation to the First General Meeting and the PURPLE Form of Proxy for use in relation to the Second General Meeting, in accordance with the instructions printed thereon and returning by post, by courier or by hand; or
- iii. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the respective notices of the General Meetings.

In each case, the proxy appointments must be received by the Company as soon as possible and, in any event, so as to arrive by no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting. To be valid, the relevant proxy appointment should be completed in accordance with the instructions accompanying it and lodged with the Registrar by the relevant time.

Appointment of a proxy will not prevent you from attending and voting in person at the General Meetings should you wish to do so.

If either of the Resolutions to be proposed at the General Meetings are not passed, the Transaction will not proceed and the Company will not be wound up. In such circumstances, the Board would reassess the strategic options for the future of the Company and would consult with the Company's largest Shareholders.

Excluded Overseas Shareholders

The attention of Excluded Overseas Shareholders is drawn to the paragraph headed “Excluded Overseas Shareholders” in Part 3 of this document.

Excluded Overseas Shareholders will not receive a copy of the JGGI Prospectus unless they have satisfied the Directors and the JGGI Directors that they are entitled to receive and hold New JGGI Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company or JGGI with any overseas laws, regulations, filing requirements or the equivalent. In addition, until 40 days after the implementation of the Scheme, an offer, sale or transfer of New JGGI Shares within the United States by a dealer (whether or not participating in the Scheme) may violate the registration requirements of the US Securities Act.

In the absence of the Directors and JGGI Directors being so satisfied, to the extent that an Excluded Overseas Shareholder is due to receive New JGGI Shares under the Scheme, such New JGGI Shares will instead be sold by the Liquidators in the market (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Overseas Shareholder and the value of the Shares held by the relevant Excluded Overseas Shareholder) and the net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid to the relevant Excluded Overseas Shareholder.

Subject to certain exceptions described herein, no action has been taken or will be taken in any jurisdiction other than the UK where action is required to be taken to permit the distribution of this document and/or the JGGI Prospectus. Accordingly, such documents may not be used for the purpose of, and do not constitute, an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Excluded Overseas Shareholders who wish to participate in the Scheme should contact the Company directly, by no later than 5.00 p.m. on 25 August 2022, if they are able to demonstrate, to the satisfaction of the Directors and the JGGI Directors, that they can be issued New JGGI Shares without breaching any relevant securities laws. Unless the Directors and the JGGI Directors are so satisfied (in their respective absolute discretions), such New JGGI Shares will instead be issued to the Liquidators (as nominees on behalf of such Excluded Overseas Shareholder) who will arrange for such shares to be sold promptly by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Overseas Shareholder and the value of the Shares held by the relevant Excluded Overseas Shareholder). The net proceeds of such sales (after deduction of any costs incurred in effecting such sales) will be paid to the relevant Excluded Overseas Shareholders entitled to them within 10 Business Days of the date of sale, save that entitlements of less than £5.00 per Excluded Overseas Shareholder will be retained in the Liquidation Pool.

Taxation

Shareholders are advised to read carefully the section headed “Taxation” in Part 3 of this document which sets out a general guide to certain aspects of current UK tax law and HMRC published practice.

This document does not address the US federal income tax considerations applicable to an investment in the New JGGI Shares. Each prospective JGGI Shareholder should consult its own tax advisers regarding the US federal income tax consequences of any such investment.

Shareholders who are in any doubt as to their tax position, or who may be subject to tax in any jurisdiction other than the UK, are strongly advised to consult their own professional advisers.

Recommendation

The Board, which has been so advised by Investec Bank PLC, considers the Transaction and the Resolutions to be proposed at the General Meetings to be in the best interests of Shareholders as a whole. In providing advice to the Board, Investec has relied on the Board’s commercial assessment of the Transaction.

Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meetings, as the Directors intend to do in respect of their own beneficial holdings, which in aggregate amount to 35,352 Shares, representing approximately 0.05 per cent. of the Company's issued share capital as at 3 August 2022.

Yours sincerely

James Will
Chairman

PART 2

JPMORGAN GLOBAL GROWTH & INCOME TRUST PLC

Any investment in JGGI will be subject to the matters disclosed in the JGGI Prospectus which accompanies this document. Accordingly, Shareholders should read the JGGI Prospectus and in particular the risk factors contained therein. The information in this Part 2 has been extracted from the JGGI Prospectus.

Background

JGGI is an investment trust which was launched in 1887. As at 3 August 2022, its net asset value was approximately £741.2 million.

Investment management

JGGI's alternative investment fund manager for the purposes of the AIFM Directive is JPMorgan Funds Limited ("**JPMF**"), which has delegated the day-to-day management of the portfolio to JPMorgan Asset Management (UK) Limited ("**JPMAM**").

JGGI's investment management team is led by the individuals set out below.

Helge Skibeli

Helge Skibeli, managing director, is a portfolio manager within the J.P. Morgan Asset Management International Equity Group, based in London. An employee since 1990, Helge was previously the Global Head of Developed Market Equity Research. Helge obtained a MA in general business from the Norwegian School of Management and earned a MBA from the University of Wisconsin. He is a CFA charterholder.

Rajesh Tanna

Rajesh Tanna, managing director, is a portfolio manager within the J.P. Morgan Asset Management International Equity Group, based in London. An employee since 2011, Raj joined the Private Bank as a European Equity Strategist and was previously a long-only European equity portfolio manager with Credit Suisse. Raj holds a BA in Economics and International Studies, and a master's degree in Management Science and Operational Research, both from Warwick Business School. He is a CFA charterholder.

Tim Woodhouse

Tim Woodhouse, executive director, is a portfolio manager within the J.P. Morgan Asset Management International Equity Group, based in New York. An employee since 2008, Tim joined the firm as a graduate trainee. He was previously a research analyst working in the TMT sector. Tim obtained a BSc (Hons) in Economics from the University of York. Tim is a CFA charterholder.

JGGI's investment objective and policy

Investment objective

JGGI's objective is to achieve superior total returns from world stock markets.

Investment policies and risk management

JGGI's investment policy is to provide a diversified portfolio of approximately 50-90 stocks in which the investment managers have a high degree of conviction. To gain the appropriate exposure, the portfolio managers are permitted to invest in pooled funds. JPMAM is responsible for management of JGGI's assets. On a day-to-day basis the assets are managed by portfolio managers based in London and in New York, supported by a strong equity research team.

In order to achieve the investment objective and to seek to manage risk, JGGI invests in a diversified portfolio of companies. JGGI manages liquidity and borrowings to increase potential Sterling returns to shareholders; the JGGI Board has set a normal range of 5 per cent. net cash to 20 per cent. geared.

JGGI has implemented a passive currency hedging strategy that aims to make stock selection the predominant driver of overall portfolio performance relative to the Benchmark. This is a risk

reduction measure, designed to eliminate most of the differences between the portfolio's currency exposure and that of JGGI's Benchmark. As a result, the returns derived from, and the portfolio's exposure to, currencies may materially differ from that of JGGI's competitors who generally do not undertake such a strategy.

Investment restrictions and guidelines

The JGGI Board seeks to manage JGGI's risk by imposing various investment limits and restrictions:

- In accordance with the Listing Rules of the Financial Conduct Authority, JGGI will not invest more than 15 per cent. of its gross assets in other UK listed investment companies and will not invest more than 10 per cent. of its gross assets in companies that themselves may invest more than 15 per cent. of gross assets in UK listed investment companies at the time of acquisition.
- No individual stock will represent more than the higher of 7.5 per cent. of gross assets or a 4 per cent. 'active' overweight position relative to JGGI's Benchmark, each measured at the time of acquisition. The aggregate of JGGI's top 10 holdings and top 20 holdings will not exceed 45 per cent. and 65 per cent. of gross assets, respectively.
- JGGI does not normally invest in unquoted investments and to do so requires prior JGGI Board approval.
- No more than 25 per cent. of JGGI's gross assets may be invested in non-OECD Countries.
- No more than 80 per cent. of JGGI's gross assets in aggregate, may be invested in the US, Japan and the UK.
- JGGI does not normally enter into derivative transactions, other than foreign currency transactions and to do so requires prior JGGI Board approval.
- JGGI manages liquidity and borrowings to increase potential Sterling returns to JGGI Shareholders. The JGGI Board has set a normal range of 5 per cent. net cash to 20 per cent. geared.

Compliance with the JGGI Board's investment restrictions and guidelines is monitored continuously by JPMF and is reported to the JGGI Board on a monthly basis.

Benchmark

JGGI aims to outperform the MSCI All Countries World Index (in Sterling terms) (total returns with net dividends reinvested) (the "**Benchmark**") over the long-term by investing in companies based around the world in accordance with its published investment policy.

JGGI's objective to outperform the Benchmark should not be taken as an indication of JGGI's expected future performance, return or results over any period and does not constitute a profit forecast. There is no assurance that this objective can or will be achieved. The actual performance of JGGI will depend on a wide range of factors including, but not limited to, general economic and market conditions around the world, the performance of companies in its portfolio and the markets in which they operate, fluctuations in currency exchange rates, the terms of the investments made and the other risks that are described more fully in the JGGI Prospectus, including in particular in the section entitled "*Risk Factors*".

JGGI dividend policy

JGGI has a distribution policy whereby at the start of each financial year, JGGI announces the distribution it intends to pay to JGGI Shareholders in the forthcoming year in equal quarterly instalments. JGGI's intention is to pay dividends which, in aggregate, total at least 4 per cent. of the net asset value of JGGI as at the end of the preceding financial year. JGGI has announced that in relation to the year commencing 1 July 2022, JGGI intends to pay dividends totalling 17.0 pence per JGGI Share (being 4.25 pence per share per quarter), which represents an annual dividend equivalent to 4.23 per cent. of the unaudited net asset value (cum income with debt at fair value) as at 30 June 2022.

JGGI has the ability to pay dividends out of capital and does currently pay its dividends, in part, out of its realised capital profits.

JGGI intends to continue to comply with the requirements for maintaining investment trust status for the purposes of section 1158 Corporation Tax Act 2010 regarding distributable income. JGGI will therefore distribute its income such that it does not retain in respect of any accounting period an amount greater than 15 per cent. of its income (as calculated for UK tax purposes) for that period.

Shareholders receiving New JGGI Shares under the Scheme will rank fully for all dividends declared by JGGI with a record date falling after the date of the issue of those New JGGI Shares to them. For the avoidance of doubt, assuming the Scheme becomes effective on or before 1 September 2022, SIT Shareholders rolling over into JGGI will be entitled to receive JGGI's first interim dividend for the year ending 30 June 2023, which will be paid in October 2022.

Investment strategy

JGGI seeks to select companies with the most compelling long-term strategies.

JGGI is driven by a Bottom-up Stock Selection process, with a best ideas portfolio allocating a larger weighting to the most preferred stocks when compared to their weighting in the relevant index. This approach makes use of the full resources of JPMorgan (including over 80 expert analysts worldwide) and its investment trust structure, offering useful diversification for investors seeking attractive levels of income.

JPMAM deploys JGGI's investment strategy in a style-neutral way and has built this strategy on an approach where JPMAM seeks to add incremental value to the portfolio by capitalising on mis-valuations in equity markets via a risk-controlled bias towards attractively ranked securities within regional sectors while minimising sector, region, and style risk.

Given this approach, the JGGI portfolio broadly remains similar in sector and style to the Benchmark, while incrementally over/under weighting at the stock specific level within regional sectors in order to outperform the Benchmark at the Bottom-up Stock Selection level. This is evidenced by JGGI's long-term attribution, where the vast majority of outperformance being produced is due to stock selection within sectors and regions.

JGGI's initial active positions in companies in the portfolio typically range from 0.5 per cent. to 1.5 per cent. and the size of an initial position is determined by various factors, including the strength of the valuation signal, JPMAM's level of insight and its conviction in the investment case. Individual stock weights, once a full position has been established, are typically between +/-5 per cent. relative to the Benchmark (subject to any limits on stock allocation contained in JGGI's investment policy). For JGGI, JPMAM's goal is to derive the majority of portfolio risk from stock specific factors, such as valuation or expected future earnings growth.

JPMAM believes risk management to be central to the investment management process.

JGGI's performance track record

As demonstrated by Figure 1 below, over the ten year period ending 31 July 2022, JGGI has outperformed its Benchmark, being the MSCI All Countries World Index, in Sterling terms (total return with net dividends reinvested), by 1.61 per cent. per annum and has delivered 13.76 per cent. per annum over that period.

Figure 1: JGGI's NAV performance compared to Benchmark for the 10 years to 31 July 2022

	1 month	Year To Date	1 Year	2 Years	3 Years	5 Years	10 Years	10 Years p.a.
JGGI*	8.78%	-0.98%	6.10%	45.19%	44.62%	70.79%	263.01%	13.76%
Benchmark	6.77%	-4.96%	2.28%	28.58%	28.59%	58.17%	214.63%	12.15%
Relative NAV*	1.88%	4.18%	3.74%	12.91%	12.46%	7.98%	15.38%	1.44%

Source: JPMAM and Bloomberg, as at 31 July 2022. *cum income debt at fair value.

JGGI's portfolio

JGGI has assembled a portfolio with diversification across its approximately 50-90 stocks currently held in companies based around the world and in various sectors. As at 31 July 2022, the number of investments held was 61.

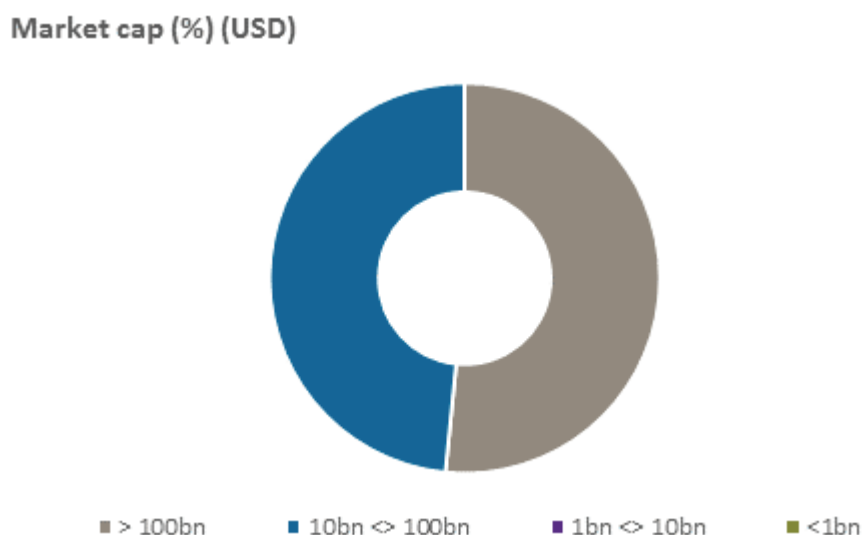
Figures 2 and 3 below provide an overview of JGGI's top ten active positions as at 31 July 2022, by their relative weighting and by percentage of market capitalisation. JGGI's top ten active positions represent 29.5 per cent. of its total portfolio as at 31 July 2022.

Figure 2: JGGI's top 10 holdings as at 31 July 2022 by percentage weighting

Top 10	Sector	% of assets
Amazon.com	Media	6.38
LVMH Moet Hennessy Louis Vuitton	Retail	3.34
NXP Semiconductors	Technology – Semi & Hardware	3.02
American Express	Banks	2.88
McDonald's	Retail	2.84
Marriott	Consumer Cyclical & Services	2.56
Microsoft	Technology – Software	5.76
VINCI	Industrial Cyclical	2.41
Progressive	Insurance	2.42
Boston Scientific	Pharm/Medtech	2.23

Source: JPMAM and JGGI, as at 31 July 2022.

Figure 3: JGGI's portfolio as at 31 July 2022 by percentage of market capitalisation



Source: JPMAM and JGGI, as at 31 July 2022.

Figures 4 and 5 provide an overview of the JGGI portfolio's exposure in various jurisdictions and to various sectors as at 31 July 2022.

Figure 4: JGGI portfolio allocation by geography

Regions (%)		Compared to benchmark	
United States	69.9		8.0
Europe & Middle East ex UK	19.9		8.1
Emerging Markets	2.1		-8.8
Japan	5.3		-0.1
Pacific Ex Japan	0.7		-2.3
United Kingdom	2.0		-1.7
Canada	0.0		-3.1

Source: JPMAM, as at 31 July 2022. Underlying JGGI revenue exposure is estimated based on disclosed data.

Figure 5: JGGI portfolio allocation by sector

Sectors (%)		Compared to benchmark	
Pharm/Medtech	11.2		1.0
Industrial Cyclical	11.2		4.2
Banks	10.1		1.8
Technology - Semi & Hardware	10.1		-1.8
Media	9.4		0.9
Retail	7.5		2.1
Technology - Software	6.8		-0.7
Consumer Cyclical & Services	5.1		3.0
Automobiles & Auto Part	4.5		1.3
Energy	4.1		-0.9
Others	19.9		-10.8

Source: JPMAM, as at 31 July 2022. Underlying JGGI revenue exposure is estimated based on disclosed data.

ESG policy

JPMAM believes that responsible stewardship of its clients' assets entails an assessment of the ESG risks and practices of the companies in which JPMAM invests. JPMAM expects those companies to demonstrate high standards of governance in the management of their business at all times.

JPMAM employs an ESG integrated approach. ESG integration does not simply involve paying external vendors for ESG information; it rests heavily on JPMAM's own proprietary research, on both a fundamental and a quantitative basis, and on the team of 150 investment professionals who cover stocks around the world. JPMAM's research teams complete a globally consistent checklist of 40 ESG questions on every company that is followed, 12 on environmental issues, 12 on social factors and 16 relating to governance. In addition, a quantitative-led ESG score leverages third-party ESG data, weighted according to JPMAM's own views on materiality. This score provides further breadth for stocks not currently covered by the 40 question checklist.

As JPMAM continues to develop and refine its ESG analysis, JPMAM is building a proprietary materiality framework. The twin objectives of this framework are to deepen JPMAM's insights, including its views on which sub-industries are more (or less) attractive from an ESG perspective; and systematically to identify best-in-class businesses at a more granular level. JPMAM also undertakes detailed research into specific ESG topics identified as material to its investment process for stock and sectors. Among the topics examined are the environmental impact of fast fashion in Europe, flaring in U.S. oil fields and corporate governance in insurance companies in Asia.

While JPMAM does not explicitly exclude individual stocks on ESG criteria (except for certain of JPMAM's sustainable strategies or when specifically requested by clients or required by local legislation), ESG factors could influence the level of conviction and thus impact a stock's position size during portfolio construction. Although precise methodologies will vary, ESG information is considered throughout the investment process.

JPMAM also works with a central stewardship team which sets priorities for corporate engagement both in terms of issues and in terms of significant individual investments held in portfolios.

Management fees and ongoing expenses

With effect from 1 January 2022, the annual management fee payable by JGGI to JPMF is calculated, on a tiered basis by reference to the net asset value of JGGI, as follows:

- 0.55 per cent. on net assets up to £750 million;
- 0.40 per cent. on net assets in excess of £750 million and up to £1.5 billion; and
- 0.30 per cent. on net assets in excess of £1.5 billion.

No performance fee accrues or is payable to JPMAM by JGGI with respect to any period from 1 January 2022.

JGGI will also incur other ongoing expenses relating to the operation of its business. Please refer to the JGGI Prospectus for further details of these fees.

JGGI Board

Upon the Scheme becoming effective, James Will, Jane Lewis, Mick Brewis and Neil Rogan, directors of SIT, will join the board of JGGI as non-executive directors. Tristan Hillgarth, chairman of JGGI, will remain chairman of the enlarged JGGI. The board of the enlarged JGGI will therefore comprise eight directors immediately following implementation of the Scheme. It is intended currently that James Will and Gay Collins will subsequently retire from the JGGI Board at JGGI's Annual General Meeting expected to be held in November 2022.

General

Further details of JGGI and the New JGGI Shares are set out in the accompanying JGGI Prospectus.

PART 3

FURTHER DETAILS OF THE PROPOSALS

Implementation of the Scheme

Subject to the passing of the Resolutions (and satisfaction of the other conditions of the Scheme, full details of which are set out in paragraph 12 of Part 4 of this document), the Company will be placed into members' voluntary liquidation and the Scheme will take effect from the Effective Date.

On the Calculation Date, the Board shall appropriate to the Liquidation Pool such of the cash, undertaking and other assets of the Company estimated by the Board (in consultation with the Liquidators) to be sufficient to meet the outstanding current and future liabilities, including contingent liabilities, of the Company, including the costs of the Scheme, employee liabilities (including provisions for contingent employee liabilities of a size deemed appropriate by the SIT Directors), any liabilities in respect of the SIT Pension Fund including the costs and expenses of completing the Buy-out and winding up the SIT Pension Fund, a retention to meet unknown and unascertained liabilities of the Company and the entitlements of any Dissenting Shareholders. In addition, the Pension Buffer will be allocated to the Liquidation Pool. Further details of the Liquidation Pool are set out in paragraph 3.2 of Part 4 of this document. In addition, the Liquidators shall retain sufficient funds to redeem the SIT Debenture Stock in full as soon as practicable on or following the Effective Date.

The balance of the cash, undertaking and other assets of the Company, along with the liability in connection with the SIT Bonds, will be allocated to the Rollover Pool, which will represent the entitlements of Shareholders to New JGGI Shares.

On the Effective Date, the cash, undertaking and other assets of the Company comprising the Rollover Pool, (which will include assets equal to the fair value (as determined by the Directors for the purposes of the Transaction) of the SIT Bonds (together with accrued interest up to and including the Calculation Date on the SIT Bonds) and the obligations of the Company in respect of the SIT Bonds (together with interest accrued up to the Calculation Date)) shall be transferred to JGGI. In consideration for the transfer of the Rollover Pool to JGGI under the Transfer Agreement, the relevant number of New JGGI Shares will be allotted to the Liquidators who will renounce the New JGGI Shares in favour of the Shareholders (save for any Excluded Overseas Shareholders).

To the extent that any part of the Liquidation Pool, including the Liquidators' Retention and the Pension Buffer is not subsequently required to discharge the Company's liabilities, it will be distributed in cash to the Shareholders on the Register on the Effective Date.

For the avoidance of doubt, the Liquidators cannot distribute or otherwise utilise the Pension Buffer until the winding up of the SIT Pension Fund has been completed and the Pension Buffer will be solely available to meet the costs and expenses of securing benefits in the Buy-out and of winding up the SIT Pension Fund until that time. Further, the Liquidators will not distribute or otherwise utilise any part of the non-Pension Buffer assets of the Liquidation Pool, including in particular the Liquidators' Retention, otherwise than to meet the Company's actual liabilities identified for the purposes of the Scheme or contingent liabilities plus the Liquidators' own costs and expenses until such time as the winding up of the SIT Pension Fund has been completed.

It is expected that the SIT Pension Fund will be wound up within approximately five months of the Company entering liquidation (although this is indicative timing only and will depend on a variety of factors).

Transfer Agreement

Upon the Transaction becoming effective, the Liquidators (in their personal capacity and on behalf of the Company) will enter into the Transfer Agreement on or around the Effective Date pursuant to which the Rollover Pool will be transferred to JGGI in consideration for the issue of New JGGI Shares to the Shareholders on the basis described in Part 4 of this document. Each of the parties to the Transfer Agreement agrees with and undertakes to the others that, so far as may be within its power, it will take all such reasonable steps as may be necessary or desirable to implement the Scheme.

Settlement and dealings in New JGGI Shares

Applications will be made by JGGI to the Financial Conduct Authority for the New JGGI Shares to be admitted to a premium listing on the Official List and to the London Stock Exchange for such shares to be admitted to trading on the premium segment of the Main Market. If the Scheme becomes effective, it is expected that the New JGGI Shares will be admitted to the Official List and that the first day of dealings in such securities will be 1 September 2022.

New JGGI Shares will be issued in registered form and may be held in either certificated or uncertificated form. Shareholders (other than Excluded Overseas Shareholders) who held their Shares in certificated form at the Record Date will receive their New JGGI Shares in certificated form. It is expected that share certificates in respect of such New JGGI Shares will be despatched to the Shareholders entitled thereto on 9 September 2022 or as soon as practicable thereafter.

It is expected that Shareholders who held their Shares in uncertificated form at the Record Date (other than Excluded Overseas Shareholders) will receive their New JGGI Shares in uncertificated form on 1 September 2022, although JGGI reserves the right to issue such securities in certificated form. In normal circumstances, this right is only likely to be exercised in the event of an interruption, failure or breakdown of CREST or of the facilities or system operated by JGGI's registrar in connection with CREST. JGGI will procure that instructions are given to credit the appropriate stock accounts in the CREST system with the relevant entitlements to New JGGI Shares in uncertificated form.

Fractional entitlements to New JGGI Shares issued pursuant to the Scheme will not be issued and entitlements will be rounded down to the nearest whole number. No cash payment shall be made or returned in respect of any fractional entitlements which will be retained for the benefit of JGGI.

Share certificates

Existing certificates in respect of SIT Shares will cease to be of tradable value following suspension of dealings in SIT Shares which is expected to occur at 7.30 a.m. on 31 August 2022.

General

All documents and remittances despatched to or from Shareholders or their appointed agents in connection with the Transaction will be despatched at Shareholders' own risk.

Excluded Overseas Shareholders

The issue of New JGGI Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such Shareholders should inform themselves about and observe any legal requirements. In particular:

- the New JGGI Shares have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States, and the New JGGI Shares may not be offered, sold, pledged or otherwise transferred within the United States, or to or for the benefit of US Persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan or the Republic of South Africa;
- there has been and will be no public offer of the New JGGI Shares in the United States;
- JGGI is not, and does not intend to be, registered under the US Investment Company Act, and investors are not, and will not be, entitled to the benefits of the US Investment Company Act; and
- no offer is being made, directly or indirectly, under the Scheme, in or into by the use of mails, or by means of instrumentality (including, without limitation, facsimile, or transmission, telex or telephone) of interstate or foreign commerce, or of any facility in a national securities exchange, of the United States (subject to certain exceptions described herein), Canada, Australia, Japan or the Republic of South Africa.

It is the responsibility of Shareholders with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of New JGGI Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to

be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction. Shareholders who are subject to taxation outside the UK should consult their independent financial adviser as soon as possible.

It may be difficult for US Shareholders to enforce their rights and any claim arising out of the US federal securities laws, since JGGI is located in a foreign country, and all of its officers and directors are residents of a foreign country. US Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the US securities laws. Further, it may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgement. Whether located in the United States or elsewhere, US Shareholders will receive any cash consideration in Sterling.

Any US Shareholder (or any persons acting for the account or benefit of such US Shareholder) receiving this document is requested to execute the AI/QP Investor Letter annexed to the JGGI Prospectus and return it to JGGI and the Receiving Agent.

If a US Shareholder does not execute and return the AI/QP Investor Letter and the JGGI Board believes such person is an Ineligible US Shareholder, the JGGI Board reserves the right, in its absolute discretion, to require any New JGGI Shares to which such Ineligible US Shareholder is entitled and would otherwise receive, to be issued to the Liquidators as nominees for the relevant Ineligible US Shareholder and sold by the Liquidators in the market (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Ineligible US Shareholder and the value of the Shares held by the relevant Ineligible US Shareholder) and the net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid to the relevant Ineligible US Shareholder entitled to them within 10 Business Days of the date of sale, save that entitlements of less than £5.00 per Ineligible US Shareholder will be retained in the Liquidation Pool. If you have any queries relating to the execution of the AI/QP Investor Letter, please contact the Receiving Agent at QIBS@COMPUTERSHARE.CO.UK.

Non-US Shareholders are deemed to represent to the Company and JGGI that they are located outside of the United States and are not US Persons (and are not acting for the account or benefit of a US Person).

Excluded Overseas Shareholders who wish to participate in the Scheme should contact the Company directly, by no later than 5.00 p.m. on 25 August 2022, if they are able to demonstrate, to the satisfaction of the Directors and the JGGI Directors, that they can be issued New JGGI Shares without breaching any relevant securities laws. Unless the Directors and the JGGI Directors are so satisfied (in their respective absolute discretions), such New JGGI Shares will instead be issued to the Liquidators (as nominees on behalf of such Excluded Overseas Shareholder) who will arrange for such shares to be sold promptly by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Overseas Shareholder and the value of the Shares held by the relevant Excluded Overseas Shareholder). The net proceeds of such sales (after deduction of any costs incurred in effecting such sales) will be paid to the relevant Excluded Overseas Shareholders entitled to them within 10 Business Days of the date of sale, save that entitlements of less than £5.00 per Excluded Overseas Shareholder will be retained in the Liquidation Pool.

Excluded Overseas Shareholders will not receive a JGGI Prospectus unless they have satisfied the JGGI Directors that they are entitled to receive and hold New JGGI Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company or JGGI with any overseas laws, regulations, filing requirements or the equivalent.

Dissenting Shareholders

Provided that a Shareholder does not vote in favour of the Resolution to be proposed at the First General Meeting, such Shareholder may within seven days following the First General Meeting, express his or her dissent to the Liquidators in writing at the registered office of the Company and require the Liquidators to purchase the Shareholder's interest in the Company. The Liquidators will offer to purchase the interests of the Dissenting Shareholders at the realisation value, this being an estimate of the amount a Shareholder would receive per Share in an ordinary winding up of the Company if all of the assets of the Company had to be realised and distributed to Shareholders after repayment of the liabilities of the Company, including the SIT Debenture Stock, the SIT Bonds and any premium in respect of their early repayment, and liabilities in connection with the SIT

Pension Fund. The realisation value of a Share is expected to be significantly below the unaudited cum-income NAV per Share, in particular after taking into account the redemption premium that would otherwise be payable on the early repayment of the SIT Bonds, and the Liquidators will not purchase the interests of Dissenting Shareholders until all other liabilities of the Company have been settled and HMRC has confirmed that it has no objections to the closure of the liquidation, which is expected to occur no earlier than 18 months following the date on which the Company enters liquidation.

In order to purchase the interests of any Dissenting Shareholders, the Board, in consultation with the Liquidators, will appropriate an amount of the cash, undertaking and other assets of the Company to the Liquidation Pool which it believes is sufficient to purchase the interests of such Shareholders. Save as otherwise provided in Part 4 of this document, any Shares held by persons who validly exercise their rights under section 111(2) of the Insolvency Act shall be disregarded for the purposes of the Scheme and shall be treated as if those Shares were not in issue.

Common Reporting Standard

Investment trusts are required to report the tax residence of their shareholders. Subject to the Scheme becoming effective, those Shareholders of the Company that are not already on the register of JGGI and who hold their Shares in certificated form will be sent a document along with their new share certificate in the enlarged JGGI, which those Shareholders should complete and return to JGGI's registrar.

Taxation

The information set out below relates to UK taxation applicable to the Company and its Shareholders who are resident in the UK for tax purposes who hold Shares as an investment (this information may not relate to certain categories of Shareholders, such as dealers in securities, collective investment schemes, insurance companies and persons acquiring their Shares in connection with their employment who may be taxed differently). The information is based on existing UK taxation law and HMRC published practice in force as at the date of this document and is, therefore, subject to any subsequent changes (possibly with retrospective effect). The information is given by way of general summary only and does not constitute legal or tax advice to any person.

This document does not address the US federal income tax considerations applicable to an investment in the New JGGI Shares. Each prospective investor should consult its own tax advisers regarding the US federal income tax consequences of any such investment.

If you are in any doubt about your tax position, or if you may be subject to tax in a jurisdiction other than the UK, you should consult your professional advisers.

The Company

The Company has obtained approval from HMRC as satisfying the conditions for approval as an investment trust under section 1158 of the Corporation Tax Act 2010 and Chapter 1 of Part 2 of The Investment Trust (Approved Company) (Tax) Regulations 2011.

The Transaction will not prejudice the ability of the Company to retain its investment trust status in respect of the accounting period that ended on 31 October 2021 and in respect of the current accounting period, which will end on the day immediately preceding the Effective Date if the Company is placed into members' voluntary liquidation. Furthermore, the proposed method of winding up the Company and the scheme of reconstruction is such that the Company should remain eligible to be treated as an investment trust for the accounting period which includes the date on which its assets are sold and/or transferred by the Liquidators pursuant to the Transfer Agreement under sections 15 and 16 of The Investment Trust (Approved Company) (Tax) Regulations 2011. Accordingly, the transfer of the Company's assets in the Rollover Pool and the realisation of the Company's assets in the Liquidation Pool under the Scheme should not give rise to a liability to UK taxation of chargeable gains for the Company. However, there can be no absolute assurance that investment trust status will be preserved and the absence of such status in any accounting period would mean the Company would be liable to pay UK taxation on its net capital gains in that period. For the avoidance of doubt, any such amounts would be provided for out of the Liquidation Pool.

Shareholders

Receipt of New JGGI Shares

The Company has been advised that the exchange of SIT Shares for New JGGI Shares under the Scheme should constitute a scheme of reconstruction for the purposes of the UK taxation of chargeable gains, and that such exchange should not constitute a disposal of such SIT Shares for the purposes of the UK taxation of chargeable gains. Instead, the New JGGI Shares issued under the Scheme should be treated as replacing the SIT Shares for which they were exchanged and should be treated as having been acquired at the same time and for the same base cost as those SIT Shares are treated as having been acquired.

Any subsequent disposal of the New JGGI Shares may result in the holder of those New JGGI Shares realising a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains, depending on the holder's particular circumstances.

Liquidation Pool surplus

As provided for in paragraph 8 of Part 4 of this document, any remaining balance in the Liquidation Pool, including the entire issued share capital of SIT Savings (and any associated assets), the Liquidators' Retention and the Pension Buffer, after the discharge of the Company's liabilities during the course of the liquidation (including, in particular, those associated with the SIT Pension Fund and the winding up of the Company) will be distributed in cash to those who were Shareholders on the Register as at the Effective Date. The receipt of any such payment by a Shareholder should not be regarded as giving rise to any chargeable disposal for the purposes of UK capital gains tax in respect of a Shareholder who is an individual, or UK corporation tax in respect of a Shareholder who is a corporation, provided that the tax base cost of their Shares is in excess of the distribution and the aggregate amount of any such payments received by the Shareholder does not exceed whichever is the greater of: (i) £3,000; and (ii) five per cent. of the value of their Shares on the date the Company enters members' voluntary liquidation. Instead, the amount of any such payment or payments will be deducted from the base cost of the JGGI Shares issued to the Shareholder under the Scheme and should be taken into account in the determination of the extent to which a capital gain or allowable capital loss is realised on any subsequent disposal of those JGGI Shares.

HMRC Clearance

Shareholders are advised that a clearance has been obtained from HMRC pursuant to section 138 of TCGA that the treatment described above under "**Receipt of New JGGI Shares**" set out above is not to be prevented, by virtue of section 137(1) of TCGA, from applying to them. HMRC has also confirmed that no counteraction notice under section 698 of the Income Tax Act 2007 or section 746 of the Corporation Tax Act 2010 should be served in respect of the transactions.

Dissenting Shareholders

If the Liquidators were to exercise their discretion to purchase the Shares of a Dissenting Shareholder (and subject to the other restrictions set out on pages 25 and 26 of this document), the purchase price paid for their Shares would not exceed that which the Dissenting Shareholder would receive on a straightforward winding up of the Company. A Dissenting Shareholder who receives such a cash payment will be treated as disposing of the relevant Shares and may, depending on that Shareholder's particular circumstances, realise a chargeable gain for the purposes of UK taxation of chargeable gains.

ISAs and SIPPS

New JGGI Shares are eligible for inclusion in an ISA or SIPP. Accordingly, where SIT Shares currently held within an ISA or SIPP are exchanged for New JGGI Shares under the Scheme, those New JGGI Shares can generally be retained within the ISA or SIPP, subject to the specific terms applicable to the ISA or SIPP.

Stamp Duty and Stamp Duty Reserve Tax

It is not expected that any UK stamp duty or SDRT will be payable by the Company or the Shareholders in relation to the liquidation of the Company or on the receipt by Shareholders of New JGGI Shares under the Scheme. SDRT will be incurred by the Company in relation to any realignment of the Company's investment portfolio prior to the Effective Date and by JGGI in relation to the transfer of chargeable assets within the Rollover Pool.

General

All documents and remittances despatched to or from Shareholders or their appointed agents in connection with the Transaction will be despatched at Shareholders' own risk.

PART 4

THE SCHEME

1. Definitions and interpretation

Words and expressions defined on pages 41 to 47 of this document have the same meanings when used in this Scheme. Save as otherwise provided in this Part 4, any Shares held by persons who validly exercise their rights under section 111(2) of the Insolvency Act shall be disregarded for the purposes of this Part 4 and shall be treated as if those Shares were not in issue.

2. Entitlements under the Scheme

2.1. In advance of the Effective Date, the Company and/or the AIFM (or their agents) will have, to the extent practicable, realised or realigned the undertaking and business carried on by the Company in accordance with the Scheme so that, so far as practicable, the Company will hold, in addition to assets destined to become the Liquidation Pool, investments suitable for transfer to JGGI, by virtue of the Transfer Agreement.

3. Apportionment of the Company's total assets

3.1. Subject to the Resolution contained in the notice of the First General Meeting being passed at such meeting, on the Calculation Date, or as soon as possible thereafter, the Directors, in consultation with the proposed Liquidators, shall calculate the aggregate value of the total assets of the Company and the SIT FAV per Share in accordance with paragraph 4 below.

3.2. On the Calculation Date, or as soon as practicable thereafter, the AIFM in consultation with the Liquidators shall procure the finalising of the division of the Company's undertaking, cash and other assets into two separate and distinct pools, namely the Liquidation Pool and the Rollover Pool, as follows and in the following order:

- 3.2.1. first, there shall be appropriated to the Liquidation Pool cash and other assets of the Company (including, without limitation, the right to receive any and all interest, but not dividends, due but not paid to the Company by the Effective Date and any benefit owed to the Company as a result of any cost apportionment exercise), which the Liquidators may call in, realise and convert into cash as they consider necessary, of a value calculated in accordance with paragraph 4.1 of this Part 4 and estimated by the Liquidators to be sufficient to meet the current and future, actual and contingent liabilities of the Company, including, without prejudice to the generality of the foregoing and without limitation (and save to the extent that the same have already been paid or already deducted in calculating the total assets of the Company):
- (a) an amount equal to the repayment value of the SIT Debenture Stock together with all accrued and unpaid interest thereon;
 - (b) the costs and expenses incurred and to be incurred by the Company and the Liquidators in formulating, preparing and implementing the Transaction and the Scheme and in preparing this document and all associated documents in each case as not otherwise paid prior to the liquidation;
 - (c) the costs and expenses incurred and to be incurred by the Company and the Liquidators in preparing and implementing the Transfer Agreement;
 - (d) the costs of purchasing (or making provision for the purchase of) the interests of Shareholders who have validly exercised their rights to dissent from the Scheme under section 111(2) of the Insolvency Act;
 - (e) any unclaimed dividends of the Company (so far as not previously paid) and any declared but unpaid dividends of the Company;
 - (f) the costs and expenses of winding up the Company, including the fees and expenses of the Liquidators;

- (g) the costs and expenses of liquidating the Company (which includes the costs and expenses in relation to the Liquidators maintaining the Company in liquidation until the date of the final meeting of the Company), including the fees and expenses of the Liquidators and the Registrars;
- (h) any tax liabilities of the Company;
- (i) any liabilities in respect of the SIT Pension Fund including the costs and expenses of completing the Buy-out and winding up the SIT Pension Fund; and
- (j) an amount considered by the Liquidators to be appropriate to provide for any unascertained, unknown or contingent liabilities of the Company (such amount not expected to exceed £100,000 in aggregate),

in each case including any VAT in respect thereof plus the entire issued share capital of SIT Savings (and any associated assets) and the Pension Buffer but excluding the liability in respect of the SIT Bonds and accrued interest on the SIT Bonds up to the Calculation Date; and

3.2.2. second, there shall be appropriated to the Rollover Pool the balance of the undertaking, cash and other assets of the Company and as the Company, acting by its Liquidators in consultation with the other parties to the Transfer Agreement, shall determine as being suitable for the purpose and taking due account of JGGI's investment objective and policy. For the avoidance of doubt, such assets shall include assets equal to the fair value of the SIT Bonds (as determined by the Directors for the purposes of the Transaction, as to which see further below in paragraph 4.1.6) and accrued interest (up to and including the Calculation Date) on the SIT Bonds and the obligations of the Company in respect of the SIT Bonds (including interest accrued up to the Calculation Date) shall be allocated to the Rollover Pool.

3.3. Interest, income and other rights or benefits accruing in respect of any of the undertaking, cash or other assets comprised in either of the Liquidation Pool or the Rollover Pool shall form part of that pool, provided that any income, dividend, distribution, interest or other right or benefit on any investment marked "ex" the relevant income, dividend, distribution, interest or other right or benefit at or prior to the Calculation Date shall be deemed to form part of the Liquidation Pool.

4. Calculations of value

4.1. Except as otherwise provided in the Scheme, for the purposes of calculating the value of the Company's assets at any time and date at which the calculation of value is required by the Scheme, the assets and liabilities of the Company shall be valued on the following basis:

- 4.1.1. investments which are listed, quoted or traded on any recognised stock exchange will be valued by reference to the bid price on the principal stock exchange where the relevant investment is listed, quoted or traded at the Relevant Time and according to the prices shown by the relevant exchange's method of publication of prices for such investments or, in the absence of such recognised method by the latest price available prior to the Relevant Time. If the relevant exchange is not open for business at the Relevant Time, the investments will be valued as at the latest day prior to the relevant date on which the relevant stock exchange was open for business;
- 4.1.2. quoted investments which are subject to restrictions on transferability or which, in the opinion of the Directors (or a duly constituted committee thereof) are otherwise illiquid shall be valued at their fair value as determined by the Directors;
- 4.1.3. cash and deposits with, or balances at, a bank together with all bills receivable, money market instruments and other debt securities not included in paragraphs 4.1.1 or 4.1.2 above and held by the Company as at the Relevant Time will be valued at par (together with interest accrued up to the Calculation Date);
- 4.1.4. any sums owing from debtors (including any dividends due but not paid and any accrual of interest on debt-related securities to the extent not already taken into account under paragraphs 4.1.1 and 4.1.2 above) as at the Relevant Time shall be

valued at their actual amount less such provision for diminution of value (including provisions for bad or doubtful debts or discount to reflect the time value of money) as may be determined by the Directors;

- 4.1.5. assets denominated in currencies other than Sterling will be converted into Sterling at the closing mid-point rate of exchange of Sterling and such other currencies prevailing as at the Relevant Time as may be determined by the Directors; and
- 4.1.6. liabilities shall be valued in accordance with the Company's normal accounting policies where, for the avoidance of doubt the SIT Bonds and SIT Debenture Stock shall be valued at a fair value determined by the Directors using appropriate reference gilts and spreads which, in the Directors' view, best reflect the creditworthiness of the SIT Bonds and SIT Debenture Stock respectively.

In this paragraph 4.1, the Relevant Time means the time and date at which any calculation of value is required by the Scheme to be made. The Directors shall consult with the Liquidators in making determinations pursuant to this paragraph 4.1.

- 4.2. Notwithstanding the foregoing, the Directors or a duly authorised committee thereof, may, in their absolute discretion (but in consultation with the Liquidators), permit an alternative method of valuation to be used if, acting in good faith, they consider that such valuation better reflects the fair value of any asset or security.
- 4.3. None of the Directors, JPMF, the JGGI Directors or the Liquidators shall be under any liability by reason of the fact that a price reasonably believed to be the appropriate market price of any listed investment, or any valuation reasonably believed to be appropriate, may subsequently be found not to have been the appropriate market price or valuation, except in the case of fraud or bad faith.
- 4.4. The SIT FAV per Share shall be equal to the SIT FAV divided by the total number of Shares, expressed in pence and calculated to six decimal places (with 0.0000005 rounded down).

5. Provision of information by the Liquidators

- 5.1. On the Calculation Date, or as soon as practicable thereafter, the Company shall procure that there shall be delivered to JGGI (or its nominee) particulars of the undertaking, cash and other assets comprising the Rollover Pool in accordance with the terms of the Transfer Agreement.
- 5.2. On the Effective Date, or as soon as practicable thereafter, the Liquidators shall procure that there shall be delivered to JGGI (or its nominee) particulars of the undertaking, cash and other assets and obligations comprising the Rollover Pool in accordance with the terms of the Transfer Agreement and a list, certified by the Registrars, of the names and addresses of each holder of Shares and the number of Shares held by each of them.

6. Transfer of assets and liabilities

- 6.1. On the Effective Date, or as soon as practicable thereafter, the Liquidators (in their personal capacity and on behalf of the Company) shall enter into and implement the Transfer Agreement (subject to such modifications as may be agreed between the parties thereto), whereby the Liquidators shall procure the transfer of the cash, undertaking and other assets (including assets equal to the fair value of the SIT Bonds and accrued interest (up to and including the Calculation Date) on the SIT Bonds and the obligations of the Company in respect of the SIT Bonds (including interest accrued up to the Calculation Date) of the Company comprising the Rollover Pool to JGGI (or its nominee) in consideration for the issue of New JGGI Shares to the Liquidators (as nominees for the Shareholders entitled to them), such shares to be renounced by the Liquidators in favour of the holders of Shares on the basis referred to in paragraph 7 below.
- 6.2. The Transfer Agreement provides that the assets to be transferred to JGGI shall be transferred with such rights and title as the Company may have in respect of the same or any part thereof subject to and with the benefit of all and any rights, restrictions, obligations, conditions and agreements affecting the same or any part thereof, including the right to all income, dividends, distributions, interest and other rights and benefits attaching thereto or accruing therefrom. The Transfer Agreement further provides that the Company, acting by the

Liquidators, insofar as they are reasonably able to do so by law or otherwise, shall comply with all reasonable requests made by JGGI (or its nominee) in respect of the cash, undertaking and other assets of the Company to be acquired and shall, in particular, account to JGGI for all income, dividends, distributions, interest and other rights and benefits in respect of such cash, undertaking and other assets, received after the Effective Date.

7. Issue of New JGGI Shares

- 7.1. In consideration for the transfer of the Rollover Pool to JGGI in accordance with paragraph 6 above, the New JGGI Shares shall be issued to holders of Shares on the basis that the number of such shares to which each such holder is entitled shall be determined in accordance with the following formula (rounded down to the nearest whole number of New JGGI Shares):

$$\text{Number of New JGGI Shares} = \frac{A}{B} \times C$$

where:

A is the SIT FAV per Share;

B is the JGGI FAV per Share; and

C is the aggregate number of Shares held by the relevant Shareholder.

- 7.2. No value shall be attributable to Shares held in treasury by the Company. Fractions of New JGGI Shares will not be issued under the Scheme and entitlements to such New JGGI Shares will be rounded down to the nearest whole number. Any assets representing a fraction of the entitlements of holders of Shares and whose holding of New JGGI Shares is rounded down shall be retained by JGGI and represent an accretion to its assets.
- 7.3. The New JGGI Shares to be issued pursuant to paragraph 7.1 will be allotted, credited as fully paid free from all liens, charges and encumbrances, to the Liquidators (as nominee for the Shareholders entitled thereto) as soon as practicable after the delivery to JGGI (or its nominee) of the particulars referred to in paragraph 5.2 above, whereupon the Liquidators will renounce the allotments of New JGGI Shares in favour of Shareholders entitled to them under the Scheme. On such renunciation, JGGI will issue the New JGGI Shares to the Shareholders entitled thereto. JGGI shall:
- (a) in the case of the New JGGI Shares issued in certificated form, arrange for the despatch of certificates for such shares issued under the Scheme to the Shareholders entitled thereto at their respective addresses in the Register (and, in the case of joint holders, to the address of the first-named) or to such other person and address as may be specified by such persons in writing, in each case at the risk of the persons entitled thereto; and
 - (b) in the case of the New JGGI Shares issued in uncertificated form, procure that Euroclear is instructed on the Business Day following the Effective Date (or as soon as practicable thereafter) to credit the appropriate stock accounts in CREST of the Shareholders entitled thereto with their respective entitlements to New JGGI Shares issued under the Scheme.
- 7.4. JGGI shall be entitled to assume that all information delivered to it in accordance with paragraph 7.3 above is correct and to utilise the same in procuring registration in the JGGI register of members of the holders of the New JGGI Shares issued under the Scheme.

8. Application of Liquidation Pool

- 8.1. On or following the Effective Date and subject to paragraph 9.2 below, the Liquidation Pool shall be applied by the Company (acting by the Liquidators) in discharging the liabilities of the Company. The remaining balance of the Liquidation Pool, if any, shall be distributed in cash by the Liquidators pursuant to the Scheme to all Shareholders (excluding Shares held in treasury) (in each case being those Shareholders on the Effective Date in proportion to the respective holdings of Shares on the Effective Date other than those Dissenting Shareholders) provided that if any such amount payable to any Shareholder is less than £5.00, it shall not

be paid to Shareholders but instead shall be paid by the Liquidators to the Nominated Charity. The Liquidators will also be entitled to make interim payments to Shareholders in proportion to their holdings of Shares. The Liquidators shall only make such distribution if there is sufficient cash available and if the Liquidators are of the view that it is cost effective to make an interim distribution. For these purposes, any Shares held by Dissenting Shareholders will be ignored.

- 8.2. The Liquidators will not distribute or otherwise utilise the Pension Buffer until the winding up of the SIT Pension Fund has been completed, and the Liquidators agree that the Pension Buffer will be solely available to meet the costs and expenses of securing benefits in the Buy-out and of winding up of the SIT Pension Fund until that time.

9. Modifications

The provisions of the Scheme will have effect subject to such non-material modifications or additions as the Directors and the parties to the Transfer Agreement may from time to time approve in writing.

10. Reliance on information

The Company, the Directors, the Liquidators, JPMF and JGGI shall be entitled to act and rely, without enquiry, on any information furnished or made available to them or any of them (as the case may be) in connection with the Scheme and the Transfer Agreement, including, for the avoidance of doubt, any certificate, opinion, advice, valuation, evidence or other information furnished or made available to them by the Company, the Directors (or any of them), JPMF, JGGI, the JGGI Directors (or any of them), or the Registrars, auditors, custodians, bankers or other professional advisers, and no such person shall be liable or responsible for any loss suffered as a result thereof by the Company, any Shareholder, JGGI or any JGGI Shareholder.

11. Liquidators' liability

Nothing in the Scheme or in any document executed under or in connection with the Scheme will impose any personal liability on the Liquidators or any of them save for any liability arising out of any negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties and this will, for the avoidance of doubt, exclude any such liability for any action taken by the Liquidators in accordance with the Scheme, the Transfer Agreement or any act which the Liquidators do or omit to do at the request of JGGI.

12. Conditions

12.1. The Scheme is conditional upon:

- 12.1.1. the passing of the Resolution to be proposed at the First General Meeting and the Resolution to be proposed at the Second General Meeting or any adjournment of those meetings and upon any conditions of such Resolutions being fulfilled;
- 12.1.2. the JGGI Resolution being passed and becoming unconditional in all respects;
- 12.1.3. the Financial Conduct Authority, having acknowledged to JGGI or its agents (and such acknowledgement not having been withdrawn) that the application for the Admission of the New JGGI Shares to the Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject ("listing conditions")) will become effective as soon as notice of admission to the Official List has been issued by the Financial Conduct Authority and any listing conditions having been satisfied and the London Stock Exchange having acknowledged to JGGI or its agents (and such acknowledgement not having been withdrawn) that the New JGGI Shares will be admitted to trading on the Main Market, subject only to allotment;
- 12.1.4. the FCA approving the Substitution;
- 12.1.5. the unconditional approval of the JGGI Board and JGGI Noteholders to the entry into of the Substitution Documents, the entry into the Substitution Documents by the parties thereto and the SIT Bonds Supplemental Trust Deed becoming unconditional in all respects, other than any condition relating to the Scheme becoming effective; and
- 12.1.6. the Directors resolving to proceed with the Scheme.

- 12.2. In the event that any of conditions 12.1.1 (other than in respect of the Second General Meeting), 12.1.2, 12.1.3, 12.1.4 12.1.5, or 12.1.6 fails to be satisfied, the Second General Meeting will be adjourned indefinitely and the Scheme will lapse.
- 12.3. Subject to paragraphs 12.1 and 12.5, the Scheme will become effective on the date on which the special resolution for the winding up of the Company to be proposed at the Second General Meeting (or any adjournment thereof) is passed.
- 12.4. If it becomes effective, the Scheme will, subject to the rights of any Shareholders who have validly exercised their rights under section 111(2) of the Insolvency Act, be binding on all Shareholders and on all persons claiming through or under them.
- 12.5. Unless the conditions set out in paragraph 12.1 have been satisfied or, to the extent permitted, waived by both the Company and JGGI at or before 31 December 2022, the Scheme shall not become effective.
- 12.6. An application will be made to the FCA for the listing of the Shares and the SIT Debenture Stock to be suspended, subject to paragraphs 12.1.1 (other than in respect of the Second General Meeting), 12.1.2 and 12.1.6 above, at 7.30 a.m. on 31 August 2022 and it is intended that subject to paragraph 12.1, such listings will be cancelled with effect from or as soon as possible after the Effective Date, or such other date as the Liquidators will determine.

13. Excluded Overseas Shareholders

- 13.1. Any New JGGI Shares allotted to the Liquidators and which would otherwise be issued to an Excluded Overseas Shareholder pursuant to the Scheme will instead be issued to the Liquidators as nominees on behalf of such Excluded Overseas Shareholder who will arrange for such shares to be sold promptly by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Overseas Shareholder and the value of the Shares held by the relevant Excluded Overseas Shareholder), in circumstances in which the Liquidators and/or JGGI acting reasonably consider that any such issue of New JGGI Shares to those Shareholders would or may involve a breach of the securities laws or regulations of any jurisdiction, or if the Liquidators and/or JGGI reasonably believes that the same may violate any applicable legal or regulatory requirements or may require JGGI to become subject to additional regulatory requirements (to which it would not be subject but for such issue) and the Liquidators and/or JGGI, as the case may be, have not been provided with evidence reasonably satisfactory to them that the relevant Excluded Overseas Shareholders are permitted to hold New JGGI Shares under any relevant securities laws or regulations of such overseas jurisdictions (or that JGGI would not be subject to any additional regulatory requirements to which it would not be subject but for such issue). The net proceeds of such sales (after deduction of any costs incurred in effecting such sales) will be paid to the relevant Excluded Overseas Shareholders entitled to them within 10 Business Days of the date of sale, save that entitlements of less than £5.00 per Excluded Overseas Shareholder will be retained by the Liquidators in the Liquidation Pool.
- 13.2. Any US Shareholder (or any persons acting for the account or benefit of such US Shareholder) receiving this document is requested to execute the AI/QP Investor Letter annexed to the JGGI Prospectus and return it to JGGI and the Receiving Agent.
- 13.3. If a US Shareholder does not execute and return the AI/QP Investor Letter and the JGGI Board believes such person is an Ineligible US Shareholder, the JGGI Board reserves the right, in its absolute discretion, to require any New JGGI Shares to which such Ineligible US Shareholder is entitled and would otherwise receive, to be issued to the Liquidators as nominees for the relevant Ineligible US Shareholder and sold by the Liquidators in the market (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Ineligible US Shareholder and the value of the Shares held by the relevant Ineligible US Shareholder) and the net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid to the relevant Ineligible US Shareholder entitled to them within 10 Business Days of the date of sale, save that entitlements of less than £5.00 per Ineligible US Shareholder will be retained in the Liquidation Pool.
- 13.4. Non-US Shareholders are deemed to represent to the Company and JGGI that they are located outside of the United States and are not US Persons (and are not acting for the account or benefit of a US Person).

13.5. The provisions of this Scheme relating to Excluded Overseas Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Directors and the JGGI Directors in their respective absolute discretions.

14. General

14.1. Any instructions for the payment of dividends on Shares in force on the Effective Date and lodged with the Company and/or the Registrars shall, unless and until revoked by notice in writing to the Registrars, continue to apply in respect of distributions or allocations of, or the other application of, monies under the Scheme or in respect of the issue of New JGGI Shares under the Scheme.

14.2. If, within seven days after the passing of the Resolution proposed at the First General Meeting, Shareholders validly exercise their rights under section 111(2) of the Insolvency Act 1986 in respect of more than five per cent. in nominal value of the issued Shares, the Directors (or a duly authorised committee thereof) may, but will not be obliged to, resolve not to proceed with the Scheme. Any such resolution by the Directors (or a duly authorised committee thereof) will only be effective if passed prior to the passing of the Resolution for winding up the Company to be proposed at the Second General Meeting (or any adjournment thereof).

14.3. Shares which are held in treasury by the Company shall not have any entitlements under the Scheme.

14.4. The Scheme shall be governed by, and construed in accordance with, the laws of England.

PART 5

RISK FACTORS

The risks referred to in this Part 5 are the material risks known to the Directors at the date of this document which the Directors believe Shareholders should consider prior to deciding how to cast their votes on the Resolutions at the General Meetings. Any investment in JGGI (pursuant to the Scheme or otherwise) will be governed by the JGGI Prospectus and the JGGI Articles. Accordingly, Shareholders are strongly advised to read the JGGI Prospectus and, in particular, the risk factors contained therein. Shareholders in any doubt about the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 without delay.

The Scheme

Implementation of the Transaction is conditional, *inter alia*, upon the Resolutions being passed at the General Meetings, the JGGI Resolution being passed by the JGGI Shareholders and the approval of the JGGI Board and the JGGI Noteholders to the entry into of the Substitution Documents, the entry into of the Substitution Documents by the parties thereto and the SIT Bonds Supplemental Trust deed becoming unconditional in all respects other than any condition relating to the Scheme becoming effective. In the event that any of the Resolutions to be proposed at the General Meetings are not passed, or any other condition of the Transaction is not met, the Transaction will not be implemented. The Board will then consider alternative proposals for the future of the Company, the implementation of which would likely result in additional costs being incurred.

In the event that the Company resolves not to proceed to implement the Scheme on the terms described in this document (including if Shareholders do not approve any resolution required to implement the Scheme) then each of the Company and JGGI will bear its own costs in connection with the Transaction.

The Company and JGGI reserve the right, in their absolute discretion, to investigate in relation to US Shareholders, whether the representations and warranties set out in the AI/QP Investor Letter appended to the JGGI Prospectus given by any US Shareholder are correct and, if such investigation is undertaken and as a result the Company or JGGI determines (for any reason) that such representation or warranty is not correct, the JGGI Board reserves the right, in its absolute discretion, to require any New JGGI Shares to which such US Shareholder is entitled and would otherwise receive, to be issued to the Liquidators as nominees for the relevant Ineligible US Shareholder and sold by the Liquidators in the market (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Ineligible US Shareholder and the value of the Shares held by the relevant Ineligible US Shareholder) and the net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid to the relevant Ineligible US Shareholder entitled to them within 10 Business Days of the date of sale, save that entitlements of less than £5.00 per Ineligible US Shareholder will be retained in the Liquidation Pool.

Dissenting Shareholders

The Liquidators will offer to purchase the holdings of any Dissenting Shareholders at the realisation value, this being an estimate of the amount a Shareholder would receive per Share in an ordinary winding up of the Company if all of the assets of the Company had to be realised and distributed to Shareholders and after repayment of the liabilities of the Company, including the SIT Debenture Stock, the SIT Bonds and any premium in respect of their early repayment, and liabilities in connection with the SIT Pension Fund). This realisation value is expected to be significantly below the latest unaudited cum-income NAV per Share given the anticipated costs that would be incurred in a full realisation process, in particular after taking into account the redemption premium that would otherwise be payable on the early repayment of the SIT Bonds, and the Liquidators will not purchase the interests of Dissenting Shareholders until all other liabilities of the Company have been settled and HMRC has confirmed that it has no objections to the closure of the liquidation, which is expected to occur no earlier than 18 months following the date on which the Company enters liquidation.

JPMorgan Global Growth & Income plc

Any investment in New JGGI Shares issued by JGGI will be governed by the JGGI Prospectus and the JGGI Articles. Shareholders should read the full text of the JGGI Prospectus, including the section containing risk factors.

An investment in JGGI is suitable only for investors who are capable of evaluating the risks of such an investment and who have sufficient resources to bear any loss which might result from such an investment (which may be equal to the whole amount invested).

Shares in JGGI are designed to be held over the long-term and may not be suitable as short-term investments. The value of an investment in JGGI and the income derived from it, if any, may go down as well as up. There can be no guarantee that any appreciation in the value of JGGI's investments will occur and investors may not get back the full value of their investment. There can be no guarantee that the investment objectives of JGGI will be achieved or provide the returns sought by JGGI.

The past performance of JGGI is not a guide to its future performance.

JGGI has a board of non-executive directors and has no employees. JGGI is dependent on the skills and experience of JPMF to manage its investments. If JPMF ceases to act as JGGI's investment manager or if key personnel cease to remain with JPMF or be involved in the management of JGGI's portfolio, there is no assurance that suitable replacements will be found. If this occurs there may be an adverse effect on the performance of JGGI and the value of the JGGI Shares.

The price of shares in an investment trust is determined by the interaction of supply and demand for such shares in the market as well as the net asset value per share. The share price can therefore fluctuate and may represent a discount or premium to the net asset value per JGGI Share. This discount or premium is itself variable as conditions for supply and demand for JGGI Shares change. This can mean that the price of a JGGI Share can fall when the net asset value per JGGI Share rises, or *vice versa*.

JGGI is a closed-ended vehicle. Accordingly, Shareholders will have no right to have their New JGGI Shares repurchased at any time. Shareholders wishing to realise their investment in JGGI may therefore be required to dispose of their New JGGI Shares in the market. Although the JGGI Shares are listed on the Official List and admitted to trading on the Main Market, there can be no guarantee that a liquid market in the JGGI Shares will exist or be maintained. Accordingly, Shareholders may be unable to realise their New JGGI Shares at the quoted market price (or at the prevailing net asset value per JGGI Share).

Taxation

Representations in this document concerning the taxation of Shareholders are based on current UK taxation law and HMRC published practice, which are subject to change (possibly with retrospective effect). The information in this document relating to UK taxation law and HMRC published practice is given by way of general summary and does not constitute legal or tax advice to Shareholders. The Board has been advised that the Scheme should be treated as a scheme of reconstruction for the purposes of UK taxation of capital gains. Clearance has been granted by HMRC under section 138 of TCGA that section 136 of TCGA will not be prevented from applying to the scheme by virtue of section 137(1) of TCGA. HMRC have also advised that no counteraction notice under section 698 of the Income Tax Act 2007 nor under section 746 of the Corporation Tax Act 2010 (counteraction notices) should be served in respect of the Transaction.

However, a subsequent disposal of New JGGI Shares will constitute a disposal for UK tax purposes and may, depending on a Shareholder's particular circumstances, give rise to a liability to UK taxation.

The Directors have been advised that the proposed method of winding up the Company and the scheme of reconstruction is such that the Company should remain eligible to be treated as an investment trust for the accounting period which includes the date on which its assets are sold and/or transferred by the Liquidators pursuant to the Transfer Agreement. Accordingly, the transfer of the Company's assets in the Rollover Pool and the realisation of any assets in the Liquidation Pool under the Scheme should not give rise to a liability to UK corporation tax for the Company. However, there can be no absolute assurance that investment trust status will be preserved and the

absence of such status in any accounting period would mean the Company would be liable to pay UK corporation tax on its net capital gains in that period.

US Shareholders

Any receipt of cash pursuant to the Scheme by a US Shareholder may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each US Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Scheme.

It may be difficult for US Shareholders to enforce their rights and any claim arising out of the US federal securities laws, since JGGI is located in a foreign country, and all of its officers and directors are residents of a foreign country. US Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the US securities laws. Further, it may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgement. Whether located in the United States or elsewhere, US Shareholders will receive any cash consideration in Sterling.

PART 6

ADDITIONAL INFORMATION

1. Transfer Agreement

Provided that all the conditions to the Scheme are satisfied and the Scheme becomes effective, the Company will enter into the Transfer Agreement with the Liquidators (in their personal capacity) and JGGI pursuant to the Scheme. The Transfer Agreement is, as at the date of this document, in a form agreed between the Company, the Liquidators and JGGI. The Transfer Agreement provides, amongst other things, that the cash, undertaking and other assets of the Company in the Rollover Pool (which will include assets equal to the fair value of the SIT Bonds and accrued interest (up to and including the Calculation Date) on the SIT Bonds and the obligations of the Company in respect of the SIT Bonds (including interest accrued up to the Calculation Date)) are to be transferred to JGGI in consideration for the allotment by JGGI of New JGGI Shares to the Liquidators, as nominees for Shareholders entitled to them in accordance with the Scheme. Thereafter, the Liquidators will renounce the allotments of the New JGGI Shares in favour of such Shareholders and such New JGGI Shares will be issued by JGGI to such Shareholders pursuant to the Scheme. The Transfer Agreement excludes any liability on the part of the Liquidators for entering into and carrying into effect the Transfer Agreement, save for any liability arising out of negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties.

The Transfer Agreement will be available for inspection as stated in paragraph 4 below.

2. Dissenting Shareholders

The Scheme is a reconstruction to which section 111(2) of the Insolvency Act applies. Under section 111(2) of the Insolvency Act, any Shareholder who does not vote in favour of the Resolutions to approve the Scheme to be proposed at the First General Meeting may, within seven days of the passing of the Resolutions at the First General Meeting, express their dissent in writing to the proposed Liquidators at the registered office of the Company for the attention of the proposed Liquidators (such Shareholder being a "**Dissenting Shareholder**"). If Dissenting Shareholders validly exercise their rights under section 111 in respect of more than five per cent. of, in aggregate, the issued Share capital of the Company, the Directors have discretion under the Scheme to decide that the Scheme should not proceed. The Liquidators will offer to purchase the holdings of any Dissenting Shareholders at the realisation value, this being an estimate of the amount a Shareholder would receive per Share in an ordinary winding up of the Company if all of the assets of the Company had to be realised and distributed to Shareholders and after repayment of the liabilities of the Company, including the SIT Debenture Stock, the SIT Bonds and any premium in respect of their early repayment, and liabilities in connection with the SIT Pension Fund). This realisation value is expected to be significantly below the latest unaudited cum-income NAV per Share given the anticipated costs that would be incurred in a full realisation process, in particular after taking into account the redemption premium that would otherwise be payable on the early repayment of the SIT Bonds, and the Liquidators will not purchase the interests of Dissenting Shareholders until all other liabilities of the Company have been settled and HMRC has confirmed that it has no objections to the closure of the liquidation, which is expected to occur no earlier than 18 months following the date on which the Company enters liquidation.

3. Miscellaneous

- 3.1. Investec has given and not withdrawn its written consent to the inclusion of its name and references to it in this document in the form and context in which they appear.
- 3.2. The Liquidators have given and not withdrawn their written consent to the inclusion of their names and references to them in this document in the form and context in which they appear.

4. Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose St, London EC2A 2EW from the date of this document up to and including the close of business on the Effective Date:

- 4.1. the Articles of Association of the Company (containing the full terms of the amendments proposed to be made at the First General Meeting);
- 4.2. the JGGI Prospectus;
- 4.3. the JGGI Articles;
- 4.4. letters of undertaking from the Liquidators and JGGI to enter into the Transfer Agreement;
- 4.5. the Transfer Agreement, in a form agreed amongst the Company, the Liquidators and JGGI as at the date of this document;
- 4.6. the letters of consent from Investec and the Liquidators referred to in paragraphs 3.1 and 3.2 of this Part 6 respectively; and
- 4.7. this document and the Forms of Proxy.

The Articles of Association of the Company (including the articles of association of the Company containing the full terms of the amendments proposed to be made) will be available at each General Meeting for at least 15 minutes prior to and during the relevant meeting.

5 August 2022

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

Accredited Investor or AI	an “accredited investor” within the meaning of Rule 501 of Regulation D under the US Securities Act
Admission	the admission of the New JGGI Shares to be issued pursuant to the Scheme to listing on the premium segment of the Official List and to trading on the premium segment of the Main Market
AI/QP Investor Letter	an Accredited Investor / Qualified Purchaser investor letter, the form of which is annexed to the JGGI Prospectus
AIFM	(i) an alternative investment fund manager, within the meaning of the EU AIFM Directive or the UK AIFMD Laws (as applicable) and (ii) in relation to the Company, JPMF
Articles or Articles of Association	the articles of association of the Company, as amended from time to time
Benchmark	MSCI All Countries World Index (in Sterling, total return with net dividends reinvested)
Benefit Plan Investor	a “benefit plan investor” as defined in Section 3(3) of the United States Employee Retirement Income Security Act of 1974, as amended
Board	the board of Directors of the Company, including any duly constituted committee thereof
Bondholder Circular	the consent solicitation memorandum addressed to the SIT Bondholders issued by the Company on 30 June 2022
Bondholder Meeting	the meeting of the SIT Bondholders convened by the Bondholder Circular, that was held at 10.00 a.m. on 29 July 2022 by way of videoconference to consider and, if thought fit, pass the SIT Bonds Extraordinary Resolution
Bottom-up Stock Selection	the process of analysing individual securities and de-emphasising the significance of macroeconomic and market cycles
Business Day	a day on which the London Stock Exchange and banks in the UK are normally open for business
Buy-in	a transaction between the Pension Trustees and an insurance company which secures in full the benefits for and in respect of all members and beneficiaries of the SIT Pension Fund through a policy in the name of the Pension Trustees
Buy-out	a transaction between the Pension Trustees and an insurance company which secures in full the benefits for and in respect of all members and beneficiaries of the SIT Pension Fund through individual annuities
Calculation Date	the time and date to be determined by the Board (but expected to be 5.00 p.m. on 25 August 2022), at which the value of the Company’s assets and liabilities will be determined for the creation of the Liquidation Pool and the Rollover Pool, and at which the SIT FAV per Share and the JGGI FAV per Share will be calculated for the purposes of the Scheme
certificated or in certificated form	a share or other security which is not in uncertificated form
Company or SIT	The Scottish Investment Trust plc, a public limited company incorporated in Scotland with registered number SC001651 and

whose registered office is at 16 Charlotte Square, Edinburgh EH2 4DF

CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
CREST Manual	the compendium of documents entitled the “CREST Manual” issued by Euroclear from time to time
Directors	the directors of the Company
Dissenting Shareholder	a Shareholder who has validly dissented from the Scheme pursuant to section 111(2) of the Insolvency Act
EEA State	a member state of the European Economic Area
Effective Date	the date on which the Scheme becomes effective (which is expected to be 31 August 2022)
ESG	environmental, social and governance criteria, being three factors that investors may consider in connection with a company’s activities
EU AIFM Delegated Regulation	Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision
EU AIFM Directive	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010
Euroclear	Euroclear UK & International Limited in its capacity as the operator of CREST
Excluded Overseas Shareholder	save as otherwise determined by the Directors pursuant to paragraph 13 of Part 4 of this document, Shareholders who have a registered address outside of, or who are resident in, or citizens, residents or nationals of, jurisdictions outside the United Kingdom, the Channel Islands and the Isle of Man
Existing Trust Deed	the trust deed dated 17 April 2000 between the Company and The Law Debenture Trust Corporation p.l.c. in relation to the SIT Bonds
FCA	the Financial Conduct Authority of the United Kingdom and any organisation which may replace it or take over the conduct of its affairs
First General Meeting	the general meeting of the Company convened for 11.00 a.m. on 22 August 2022 or any adjournment of that meeting
Form(s) of Proxy	the form(s) of proxy for use by Shareholders at the First General Meeting and/or the Second General Meeting, as the context requires, which accompany this document
FSMA	the Financial Services and Markets Act 2000, as amended from time to time
General Meetings	the First General Meeting and/or the Second General Meeting, as the context requires
HMRC	HM Revenue & Customs
Ineligible US Shareholder	a US Shareholder which does not execute and return the AI/QP Investor Letter to JGGI and the Receiving Agent and which, by

acquiring New JGGI Shares, the JGGI Board believes would: (i) give rise to an obligation on JGGI to register as an “investment company” under the US Investment Company Act or any similar legislation; (ii) give rise to an obligation on JGGI to register under the US Exchange Act or any similar legislation; (iii) result in JGGI no longer being considered a “foreign private issuer” for the purposes of the US Securities Act or the US Exchange Act; (iv) result in a Benefit Plan Investor acquiring New JGGI Shares; or (v) result in a US Person holding JGGI Shares in violation of the transfer restrictions put forth in any prospectus published by JGGI from time to time

Insolvency Act	the Insolvency Act 1986, as amended
Investec	Investec Bank PLC, which is authorised and regulated by the FCA
ISA	an individual savings account approved in the UK by HMRC
JGGI	JPMorgan Global Growth & Income plc, a public limited company incorporated in England and Wales with registered number 00024299 and whose registered office is at 60 Victoria Embankment, London, EC4Y 0JP
JGGI Apportioned Costs	the proportion of the Net Scheme Costs for Apportionment, attributable to JGGI <i>pro rata</i> by reference to the SIT FAV and the JGGI FAV, subject to the JGGI Cost Limit
JGGI Articles	the articles of association of JGGI, as amended from time to time
JGGI Board or JGGI Directors	the directors of JGGI
JGGI Cost Cap	£1.2 million
JGGI Cost Limit	£2.1 million
JGGI Costs	all costs incurred by JGGI in connection with the Transaction
JGGI Costs Incurred	JGGI Costs incurred or accrued and reflected in JGGI’s net asset value as at the Calculation Date
JGGI Debenture Stock	the £200,000 secured 4.5 per cent. perpetual debenture 1895 issued by JGGI and constituted and secured by the indenture dated 1 August 1895 between JGGI (then known as the British Steamship Investment Trust Limited) and Charles Edward Bennett and Edward Pembroke as the trustees, of which a principal amount of £1,030 remains outstanding as at 3 August 2022
JGGI Excess Costs	JGGI Costs less the JGGI Cost Cap (subject to such amount not being negative)
JGGI FAV	the net asset value of JGGI, calculated as at the Calculation Date in accordance with its normal accounting policies, on a cum income basis with debt at fair value (as determined for the purposes of the Transaction using appropriate reference gilts and spreads which, in the view of the JGGI Directors, reflect the creditworthiness of the JGGI Notes) adjusted by (i) deducting the JGGI Scheme Costs; (ii) deducting any dividends announced or declared by JGGI but not paid prior to the Effective Date by JGGI to JGGI Shareholders (to the extent not already reflected in the NAV and to which the New JGGI Shares will not be entitled); (iii) deducting an amount to reflect the difference between the full repayment value of the JGGI Debenture Stock and the value at which the JGGI Debenture Stock is held as at the Calculation Date; and (iv) adding back JGGI Costs Incurred
JGGI FAV per Share	the JGGI FAV divided by the number of JGGI Shares in issue (excluding treasury shares) as at the Calculation Date (expressed

	in pence) and calculated to six decimal places (with 0.0000005 rounded down)
JGGI GM	the general meeting of JGGI convened for 30 August 2022 at 3.30 p.m. or any adjournment thereof
JGGI Noteholders	the holders of the JGGI Notes
JGGI Notes	together, the £20 million 2.36 per cent. senior unsecured notes, series A, due 2036 issued by JGGI and the £30 million 2.93 per cent. unsecured notes due 2048 issued by JGGI
JGGI Prospectus	the prospectus dated on or around 5 August 2022 relating to the issue of New JGGI Shares pursuant to the Scheme
JGGI Resolution	the resolution to be proposed at the JGGI GM to sanction the issue of New JGGI Shares by JGGI pursuant to the Scheme (being resolution 1 to be proposed at the JGGI GM)
JGGI Scheme Costs	JGGI Apportioned Costs plus JGGI Excess Costs
JGGI Shareholders	holders of JGGI Shares, including holders of the New JGGI Shares if the context requires
JGGI Shares	ordinary shares of 5 pence each in the capital of JGGI including the New JGGI Shares following their issue if the context requires
JPMAM	JPMorgan Asset Management (UK) Limited, a private limited company incorporated in England and Wales with company number 01161446, whose registered office is at 25 Bank Street, Canary Wharf, London E14 5JP
JPMAM Contribution	the contribution made by JPMAM to the costs of the Transaction, being a sum equivalent to the management fee payable by JGGI in respect of the eight months immediately following completion of the Transaction, calculated by reference to JGGI's estimated net asset value at that time (determined by reference to the JGGI FAV and the SIT FAV)
JPMF	JPMorgan Funds Limited, a private limited company incorporated in Scotland with company number SC0622088, whose registered office is at 3 Lochside View, Edinburgh Park, Edinburgh, EH12 9DH
Liquidation Pool	the pool of cash and other assets to be retained by the Liquidators to meet all known and unknown liabilities of the Company and other contingencies, as provided in paragraph 3.2 of Part 4 of this document
Liquidators	the liquidators of the Company being, initially, the persons appointed jointly and severally upon the resolution to be proposed at the Second General Meeting becoming effective
Liquidators' Retention	the estimated sum of £100,000, retained by the Liquidators to meet any unknown or unascertained liabilities of the Company and the entitlements of any Dissenting Shareholders
Listing Rules	the listing rules made by the FCA under Part VI of FSMA
London Stock Exchange	London Stock Exchange plc, a limited liability company registered in England and Wales with registered number 02075721, whose registered office is at 10 Paternoster Square, London, EC4M 7LS
Main Market	the main market for listed securities operated by the London Stock Exchange
NAV or net asset value	the gross assets of the Company or JGGI, as appropriate, less its liabilities (including provisions for such liabilities) determined by

	the relevant board of directors in their absolute discretion in accordance with the accounting principles adopted by that company
Net Scheme Costs	Total Scheme Costs less the JPMAM Contribution
Net Scheme Costs for Apportionment	Net Scheme Costs less the aggregate of SIT Excess Costs and JGGI Excess Costs
New JGGI Floating Charge	the floating charge to be granted by JGGI in favour of The Law Debenture Trust Corporation p.l.c.
New JGGI Shares	the ordinary shares of 5 pence each in JGGI to be issued to Shareholders pursuant to the Scheme
Nominated Charity	The Trussell Trust
Official List	the Official List maintained by the FCA
Pension Buffer	£5,000,000
Pension Trustees	the trustee or trustees of the SIT Pension Fund from time to time
Portfolio Realignment Costs	those direct and indirect costs absorbed by SIT in disposing of its existing portfolio of investments and acquiring the portfolio of investments consistent with the JGGI investment strategy, as well as any costs incurred in this portfolio being acquired by JGGI under the Scheme
QP	a “qualified purchaser” as defined by Section 2(a)(51)(A) of the US Investment Company Act
Record Date	6.00 p.m. on 22 August 2022 (or such other date as determined at the sole discretion of the Directors), being the record date for determining Shareholders’ entitlements under the Scheme
Register	the register of members of the Company
Registrars or Receiving Agent or Computershare	Computershare Investor Services PLC
Regulatory Information Service	the regulatory information service provided by the London Stock Exchange
Resolution or Resolutions	the special resolutions to be proposed at the General Meetings or either of them as the context may require
Rollover Pool	the pool of cash, undertaking and other assets (including assets with a value equal to the fair value of the SIT Bonds (as determined by the Directors for the purposes of the Transaction) (and accrued interest on the SIT Bonds up to and including the Calculation Date) and the obligations of the Company in respect of the SIT Bonds (including interest accrued up to the Calculation Date)) to be established under the Scheme to be transferred to JGGI pursuant to the Transfer Agreement
Scheme	the proposed scheme of reconstruction and voluntary winding up of the Company under section 110 of the Insolvency Act set out in Part 4 of this document
SDRT	stamp duty reserve tax
SEC	United States Securities and Exchange Commission
Second General Meeting	the general meeting of the Company convened for 9.30 a.m. on 31 August 2022 or any adjournment of that meeting
Shareholders or SIT Shareholders	holders of Shares

Shares or SIT Shares	ordinary shares of 25 pence each in the capital of the Company
SIT Apportioned Costs	the proportion of the Net Scheme Costs for Apportionment, attributable to the Company <i>pro rata</i> by reference to the SIT FAV and the JGGI FAV, provided that any costs otherwise attributable to JGGI will be re-allocated as SIT Apportioned Costs to the extent that they exceed the JGGI Cost Limit
SIT Bondholders	the holders of the SIT Bonds
SIT Bonds	the 5.75 per cent. Secured Bonds due 2030 issued by SIT and created pursuant to the terms of the Existing Trust Deed
SIT Bonds Amended and Restated Trust Deed	the Existing Trust Deed as it is proposed to be amended and restated pursuant to the terms of the SIT Bonds Supplemental Trust Deed
SIT Bonds Extraordinary Resolution	the extraordinary resolution (in the form set out in the Bondholder Circular) considered and approved by the SIT Bondholders at the Bondholder Meeting
SIT Bonds Supplemental Trust Deed	the first supplemental trust deed proposed to be entered into between the Company, JGGI and The Law Debenture Trust Corporation p.l.c. amending the Existing Trust Deed
SIT Cost Cap	£2.7 million
SIT Debenture Stock	together, the £350,000 4.0 per cent. perpetual debenture stock issued by SIT, the £700,000 4.25 per cent. perpetual debenture stock issued by SIT, and the £1,009,000 5.0 per cent. perpetual debenture stock issued by SIT
SIT Direct Costs	all costs incurred or to be incurred by the Company in connection with the Transaction other than SIT Indirect Costs
SIT Excess Costs	SIT Direct Costs less SIT Cost Cap (subject to such amount not being negative)
SIT FAV	the net asset value of the Rollover Pool, calculated as at the Calculation Date in accordance with SIT's normal accounting policies, on a cum income basis with debt at fair value (as determined for the purposes of the Transaction using appropriate reference gilts and spreads which, in the view of the Directors, reflect the creditworthiness of the SIT Bonds) adjusted by (i) deducting the SIT Scheme Costs and (ii) adding back SIT Direct Costs and SIT Indirect Costs
SIT FAV per Share	the SIT FAV divided by the number of Shares in issue (excluding treasury shares) as at the Calculation Date (expressed in pence) and calculated to six decimal places (with 0.0000005 rounded down)
SIT Indirect Costs	the SIT Pension Cost and the Portfolio Realignment Costs
SIT Pension Cost	all costs incurred by SIT, the SIT Pension Fund or the Pension Trustees, or where applicable an estimate in good faith of such costs, in achieving a Buy-in and Buy-out of the SIT Pension Fund with an insurer and winding up the SIT Pension Fund
SIT Pension Fund	The Scottish Investment Trust PLC Retirement Benefits Scheme
SIT Savings	S.I.T. Savings Limited, a private limited company incorporated in Scotland with company number SC091859, whose registered office is at 16 Charlotte Square, Edinburgh, EH2 4DF
SIT Scheme Costs	SIT Apportioned Costs plus SIT Excess Costs
Sterling or £ or GBP	pounds sterling, the lawful currency of the UK

STID	the security trust and intercreditor agreement proposed to be entered into between, <i>inter alia</i> , The Law Debenture Trust Corporation p.l.c., each of the original holders of the JGGI Notes and JGGI
Substitution	the substitution of JGGI in place of the Company in its capacity as issuer and sole debtor of the SIT Bonds
Substitution Documents	the SIT Bonds Amended and Restated Trust Deed, the SIT Bonds Supplemental Trust Deed, the STID and the New JGGI Floating Charge
TCGA	Taxation of Chargeable Gains Act 1992
Total Scheme Costs	the aggregate of the JGGI Costs, SIT Direct Costs and SIT Indirect Costs
Transaction	the proposed members' voluntary liquidation and scheme of reconstruction of the Company, as set out in this document
Transfer Agreement	the agreement for the transfer of assets from the Company to JGGI pursuant to the Scheme, the terms of which are summarised in paragraph 1 of Part 6 of this document
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
UK AIFMD Laws	(i) the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773) and any other implementing measure which operated to transpose the EU AIFM Directive into UK law before 31 January 2020 (as amended from time to time including by the Alternative Investment Fund Managers (Amendment) (EU Exit) Regulations 2019 (SI 2019/328)); and (ii) the UK versions of the EU AIFM Delegated Regulation and any other delegated regulations in respect of the EU AIFM Directive, each being part of UK law by virtue of the European Union (Withdrawal) Act 2018, as further amended and supplemented from time to time including by the Alternative Investment Fund Managers (Amendment) (EU Exit) Regulations 2019 (SI 2019/328), the Technical Standards (Alternative Investment Funds Management Directive) (EU Exit) Instrument 2019 (FCA 2019/37) and the Exiting the European Union: Specialist Sourcebooks (Amendments) Instrument 2019 (FCA 2019/25)
uncertificated or in uncertificated form	a share or other security title to which is recorded in the register of the share or other security concerned as being held in uncertificated form (i.e. in CREST) and title to which may be transferred by using CREST
United States	The United States of America, its territories, possessions, any state of the United States of America, and the District of Columbia
US Exchange Act	the United States Securities Exchange Act of 1934
US Investment Company Act	the United States Investment Company Act of 1940
US Person	a "U.S. person" as defined in Regulation S under the US Securities Act
US Securities Act	the United States Securities Act of 1933
US Shareholder	a Shareholder which is a US Person
VAT	value added tax

THE SCOTTISH INVESTMENT TRUST PLC

*(Incorporated in Scotland with registered number SC001651)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

NOTICE OF FIRST GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of The Scottish Investment Trust plc (the “**Company**”) will be held at 11.00 a.m. on 22 August 2022 at The Royal College of Physicians of Edinburgh, 11 Queen Street, Edinburgh EH2 1JQ for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

SPECIAL RESOLUTION

THAT, subject to: (i) the Scheme becoming unconditional in accordance with its terms; and (ii) the passing at a general meeting of the Company convened for 31 August 2022 (or any adjournment thereof) of a resolution for the voluntary winding up of the Company and the appointment of the Liquidators:

- (A) notwithstanding anything to the contrary in the Company’s articles of association (the “**Articles**”), the Scheme set out in Part 4 of the circular to Shareholders of the Company dated 5 August 2022 (the “**Circular**”), a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman of the meeting, be and is hereby approved and the liquidators of the Company when appointed (jointly and severally the “**Liquidators**”) be and hereby are authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect;
- (B) the Liquidators, when appointed, will be and hereby are authorised and directed:
- (i) under this special resolution and the Articles and pursuant to section 110 of the Insolvency Act 1986, to enter into and give effect to the Transfer Agreement (in their personal capacity and on behalf of the Company) referred to in the Circular with JGGI and in the form of the draft laid before the meeting and signed for the purposes of identification by the Chairman with such amendments as the parties thereto may from time to time agree;
 - (ii) to request JGGI to allot and issue JGGI Shares in the capital of JGGI, credited as fully paid, on the basis described in the Transfer Agreement for distribution among the holders of ordinary shares in the capital of the Company entitled thereto under the Scheme (or to the Liquidators as nominee on their behalf) by way of satisfaction and discharge of their respective interests in so much of the property and assets of the Company as shall be transferred to JGGI in accordance with the Transfer Agreement and with the Scheme;
 - (iii) to procure that the Rollover Pool be vested in JGGI (or its nominees) on and subject to the terms of the Transfer Agreement;
 - (iv) to convert into cash any assets in the Liquidation Pool and to raise the money to purchase the interest of any member of the Company who validly dissents from this resolution under section 111(2) of the Insolvency Act 1986 from the Liquidation Pool (as defined in the Scheme);
 - (v) to transfer any surplus in the Liquidation Pool in accordance with the Scheme; and
 - (vi) to apply for the admission of the ordinary shares of 25 pence each in the capital of the Company to the premium segment of the Official List and to trading on the Main Market to be cancelled with effect from such date as the Liquidators may determine;
- (C) the Articles be and are hereby amended by inserting the following as a new article 181A:
- “Notwithstanding the provisions of these Articles, upon the winding-up of the Company in connection with the scheme (the “**Scheme**”) set out in Part 4 of the circular dated 5 August 2022 to members of the Company (the “**Circular**”), the liquidators of the Company will give effect to the Scheme and will enter into and give effect to the

transfer agreement with JPMorgan Global Growth & Income plc (as duly amended where relevant), a draft of which was tabled at the general meeting of the Company convened for 22 August 2022 by the notice attached to the Circular, in accordance with the provisions of this Article and the holders of shares in the Company will be entitled to receive ordinary shares in JPMorgan Global Growth & Income plc on the terms of the Scheme.”;

- (D) this resolution shall operate by way of such amendments to the Articles as may be necessary to give effect hereto; and
- (E) the terms defined in the Circular have the same meanings in this special resolution.

Registered office:
16 Charlotte Square
Edinburgh
EH2 4DF

By Order of the Board
JPMorgan Funds Limited
Company Secretary

5 August 2022

Notes:

1. A member is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote on their behalf. A proxy need not be a member of the Company. Completion and return of a proxy appointment will not preclude shareholders from attending and voting at the meeting, if they wish.
2. To be valid, shareholders must complete and return proxy appointments to the Registrar by one of the following means:
 - by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
 - by completing and signing the BLUE Form of Proxy for use in relation to the First General Meeting, in accordance with the instructions printed thereon and returning by post, by courier or by hand; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 5 to 8 below.

and in each case to be received by the Company no later than 48 hours (excluding non-working days) before the time of the meeting or any adjourned meeting.

3. A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. Shareholders may not appoint more than one proxy to exercise rights attached to any one Share. To appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services PLC on 0370 703 0195 (from within the UK) or +44 370 703 0195 (from outside the UK).
4. Only those shareholders having their names entered on the Company's share register not later than 6.00 p.m. on 18 August 2022 or, if the meeting is adjourned, 6.00 p.m. on the day which is two days (excluding non-working days) prior to the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the Company's share register after that time shall be disregarded in determining the rights of any shareholder to attend, speak and vote at the meeting, notwithstanding any provision in any enactment, the Articles of Association of the Company or other instrument to the contrary.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com. 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.
6. 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 UK & International Limited's specifications, and must contain the

information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Registrar (ID 3RA50) no later than 11.00 a.m. on 18 August 2022 (or in the event the meeting is adjourned no later than 48 hours (excluding non-working days) before the time of the adjourned meeting). 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 Application Host) from which the Company's Registrar 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.

7. CREST members and, where applicable, their CREST Sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 their 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 system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. 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.
9. 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 Companies Act 2006 ("**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. The statement of the rights of members in relation to the appointment of proxies in notes 1, 2, 3 and 5 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by members of the Company.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
11. As at close of business on 3 August 2022 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 66,173,178 ordinary shares of 25 pence each (none of which is held in treasury) carrying one vote for every share held. Therefore the total number of voting rights in the Company as at close of business on 3 August 2022 was 66,173,178.
12. Any person holding 3 per cent. or more of the total voting rights in the Company who appoints a person other than the Chairman as his/her proxy will need to ensure that both he/she and such third party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

14. Under section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.thescottish.co.uk.

THE SCOTTISH INVESTMENT TRUST PLC

*(Incorporated in Scotland with registered number SC001651)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

NOTICE OF SECOND GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of The Scottish Investment Trust plc (the “**Company**”) will be held at 9.30 a.m. on 31 August 2022 at The Royal College of Physicians of Edinburgh, 11 Queen Street, Edinburgh EH2 1JQ for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

SPECIAL RESOLUTION

THAT,

- (A) subject always to the fulfilment of the conditions (other than the passing of this special resolution) set out in paragraph 12 of the Scheme (the “**Scheme**”) contained in Part 4 of the circular to the shareholders of the Company dated 5 August 2022, a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman thereof (the “**Circular**”), and with effect from the conclusion of this meeting:
- (i) the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986 and Derek Neil Hyslop, Colin Peter Dempster, and Richard Peter Barker, each licensed insolvency practitioners of Ernst & Young LLP, be and they are hereby appointed joint liquidators (the “**Liquidators**”) of the Company for the purposes of such winding up and distributing the assets of the Company in accordance with the Scheme and any power conferred on them by law, the Articles of Association of the Company or this resolution may be exercised by them jointly or by each of them alone;
 - (ii) the remuneration (plus VAT) of the Liquidators be determined by reference to the time properly spent by them and their staff in attending to matters arising prior to and during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;
 - (iii) the Company’s books and records be held by its Company Secretary to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of (save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office);
 - (iv) the Liquidators be empowered and directed to carry into effect the provisions of the Articles of Association as amended by the special resolution set out in the notice of the First General Meeting of the Company contained in the Circular; and
 - (v) the Liquidators be and are hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgment, acting jointly and severally, to give effect to the Scheme and/or to carry out the winding-up of the Company; and
- (B) terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires.

Registered office:
16 Charlotte Square
Edinburgh
EH2 4DF

By Order of the Board
JPMorgan Funds Limited
Company Secretary

5 August 2022

Notes:

1. A member is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote on their behalf. A proxy need not be a member of the company. Completion and return of a proxy appointment will not preclude shareholders from attending and voting at the meeting, if they wish.
2. To be valid, shareholders must complete and return proxy appointments to the Registrar by one of the following means:
 - by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
 - by completing and signing the PURPLE Form of Proxy for use in relation to the Second General Meeting, in accordance with the instructions printed thereon and returning by post, by courier or by hand; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 5 to 8 below.

and in each case to be received by the Company no later than 48 hours (excluding non-working days) before the time of the meeting or any adjourned meeting.

3. A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. Shareholders may not appoint more than one proxy to exercise rights attached to any one Share. To appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services PLC on 0370 703 0195 (from within the UK) or +44 370 703 0195 (from outside the UK).
4. Only those shareholders having their names entered on the Company's share register not later than 6.00 p.m. on 26 August 2022 or, if the meeting is adjourned, 6.00 p.m. on the day which is two days (excluding non-working days) prior to the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the Company's share register after that time shall be disregarded in determining the rights of any shareholder to attend, speak and vote at the meeting, notwithstanding any provision in any enactment, the Articles of Association of the Company or other instrument to the contrary.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com. 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.
6. 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 UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Registrar (ID 3RA50) no later than 9.30 a.m. on 26 August 2022 (or in the event the meeting is adjourned no later than 48 hours (excluding non-working days) before the time of the adjourned meeting). 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 Application Host) from which the Company's Registrar 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.
7. CREST members and, where applicable, their CREST Sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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

their 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 system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. 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.
9. 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 Companies Act 2006 ("**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. The statement of the rights of members in relation to the appointment of proxies in notes 1, 2, 3 and 5 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by members of the Company.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
11. As at close of business on 3 August 2022 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 66,173,178 ordinary shares of 25 pence each (none of which is held in treasury) carrying one vote for every share held. Therefore the total number of voting rights in the Company as at close of business on 3 August 2022 was 66,173,178.
12. Any person holding 3 per cent. or more of the total voting rights in the Company who appoints a person other than the Chairman as his/her proxy will need to ensure that both he/she and such third party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
14. Under section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.thescottish.co.uk.

