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13th July 2012

Dear Chris

Revisions to the UK Stewardship Code – Consultation

This submission is made on behalf of Jupiter Asset Management Limited (Jupiter). Jupiter manages assets for a range of institutional and private investors. It is a subsidiary of Jupiter Fund Management plc and manages both segregated and pooled pension funds, charities and assets for investment companies. It also acts as Investment Adviser for the Jupiter range of unit trusts and SICAVs.

At Jupiter, we aim to act in the best interests of all our stakeholders by engaging with the companies that we invest in, and by exercising our voting rights with care. Not only is this commensurate with good market practice, it goes hand in hand with ensuring the responsible investment of our clients' funds. Equally, we ask companies to present us with their plans for maintaining social and environmental sustainability within their business.

As appropriate, Jupiter will engage and vote on issues affecting the long-term value of a company in which it is invested. Issues may include, but are not limited to, business strategy, acquisitions and disposals, capital raisings and financing operations, internal controls, risk management, board succession, shareholder rights, corporate and social responsibility, and remuneration.

Jupiter seeks to invest in companies that are well managed and demonstrate a high standard of corporate conduct, responsibility and governance, thereby creating an appropriate culture in which to enhance long-term shareholder value.

As a signatory to the Code, we are pleased to have the opportunity to comment on the proposed revisions. We recognise the Stewardship Code as the first such regulatory instrument in the world, and support the FRC's aim of seeking to enhance it. The FRC first issued the Code in July 2010 and we welcome the FRC not proposing to change it fundamentally to allow it time to settle down.

We support the bulk of the changes proposed to the Code, which seem significant enhancements to the standards and expectations under it. We believe that the introductory text is helpful and welcome the increased focus on conflicts of interest. We strongly support the intention to encompass asset classes other than equity in the Code, and to encourage an international application of the principles of the Code, as well as encouraging the application of the Code by overseas investors in the UK.

As well as these general comments, we make some brief specific drafting suggestions below.

Drafting comments

We welcome the additional clarification proposed to the introductory sections: Stewardship and the Code; Application of the Code and Comply or Explain. We believe that the proposed revisions will help signatories understand better certain terminology and help encourage greater transparency in any policy statements. We also support the proposed distinction drawn between asset owners and asset managers, as well as the clearer delineation made between voting and engagement activities.

Definition of Stewardship activities

We propose that the following change in bold is made to paragraph 4, Stewardship and the Code, as well as the first paragraph of Guidance to Principle 1, to better reflect an urgent need for greater discussion of responsible corporate behaviour.

"4. For investors, stewardship activities include monitoring and engaging with companies on matters such as strategy, performance, risk, remuneration, corporate governance and corporate responsibility, as well as voting."

We have one minor suggestion as to a further enhancement of the guidance text to Principle 4. Currently, the third bullet point on escalation suggests that concerned investors might meet "all independent directors". We note that under Principle 3 the guidance suggests meeting the chair and "other board members" and we would recommend the adoption of the same language under Principle 4.

We would be pleased to discuss further the issues raised in our response.

Yours sincerely



Emma Howard Boyd
Sustainable Investment and Governance Director