

This announcement contains inside information for the purposes of Article 7 of the UK version of EU Market Abuse Regulation (EU) No 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 as amended ("UK MAR") and is being disclosed in accordance with the Company's obligations under Article 17 of UK MAR. Upon publication of this announcement, this inside information is now considered to be in the public domain. This announcement has been authorised for release by the Company's Board of Directors.

10 November 2022

Majedie Investments PLC (the "Company" or "Majedie")

Change of Investment Management Arrangements

- Company to appoint Marylebone Partners LLP ("Marylebone Partners") as investment manager.
- Proposed change to the Company's investment objective and policy to follow a liquid endowment investment strategy.
- Board to target an annual dividend, paid quarterly, of approximately 3 per cent. of Net Asset Value.
- Company to become a Member of Marylebone Partners, entitling Majedie to 7.5 per cent. of the residual profits and capital interest in Marylebone Partners, for no consideration.
- New demand for the Company's shares identified.

The Board of the Company is pleased to announce that, following an extensive review of the Company's investment management arrangements, it has entered into a conditional agreement to appoint Marylebone Partners as the Company's investment manager and AIFM.

Founded in 2013, Marylebone Partners is an independent firm, currently managing approximately US\$ 400 million for professional and institutional clients who include charities, foundations, family offices, high-net worth individuals, and trusts.

With equities at its heart, Marylebone Partners' long-term, fundamental approach is aligned with Majedie's ethos. Their proposition met the Board's criteria for an investment manager who could deliver strong investment outcomes and bring a new and relevant proposition to the investment trust sector, whilst developing the Company's culture and history.

The Board selected Marylebone Partners for its ability to identify differentiated investment opportunities and reputation for protecting and growing the wealth of its clients. Marylebone Partners' investment approach includes three core strategies, comprising eclectic special investments, allocations to specialist funds managed by third parties and a focused portfolio of listed equities. Marylebone Partners sources investments through a global network, which its principals have built over nearly three decades at industry leading firms. The Board believes it will be increasingly important to identify differentiated sources of performance from the large and growing set of less researched opportunities that are available within this wider investment mandate, in addition to the those in the major asset classes.

In conjunction with the appointment of Marylebone Partners, the Company intends, subject to shareholder approval, to amend its investment policy to pursue a high-conviction, long-term approach that is unconstrained by geographic limitations or any formal benchmark (the "New Investment Policy").

Following adoption of the New Investment Policy, the Company will target annualised total returns (net of fees and expenses, in GBP) of at least 4 per cent. above the UK Consumer Price Index, measured over rolling five-year periods. The target total return will include an annual dividend, paid quarterly. Each quarterly dividend payment is initially expected to comprise 0.75 per cent. of the relevant quarter-end Net Asset Value, leading to an annual dividend of approximately 3 per cent. of Net Asset Value.

The Company intends to seek shareholder approval of the New Investment Policy at a general meeting of the Company expected to be held alongside the Company's Annual General Meeting in January 2023 (the "General Meeting"). Assuming shareholders approve the New Investment Policy, Marylebone Partners will be appointed as the Company's investment manager and AIFM immediately following the General Meeting.

The Board believes the change in investment manager and the adoption of the New Investment Policy will provide the following benefits to shareholders:

- Potential for strong and repeatable investment performance, enabled by a transition to a liquid endowment model. Over the three years to 30 September 2022, Marylebone Partners' representative track record has delivered net annualised performance in GBP of +8.4 per cent., some 4 per cent. ahead of the U.K. Consumer Price Index.
- A differentiated return profile, designed to complement shareholders' other investments. Given the opportunity across its three core activities, Marylebone Partners believes it should be possible to deliver capital appreciation, whilst funding a dividend out of a combination of underlying income and capital growth.
- Alignment of interests and participation in the future growth of Marylebone Partners. The Company will receive, for no consideration, an interest in Marylebone Partners entitling it to 7.5 per cent. of residual profits and capital.

- New demand for the Company's shares. The Board is aware of investors (including parties connected to Marylebone Partners) who have expressed an interest in becoming shareholders. The Board and Marylebone Partners believe this may help narrow the discount to Net Asset Value at which the Company's shares trade currently, whilst potentially improving liquidity and paving the way for future growth.
- Cost mitigation. Marylebone Partners will reduce the management fee payable by Majedie by 50 per cent. for a period of twelve months and make a significant ongoing contribution to the cost of marketing the Company.

Christopher Getley, Chairman, commented:

"Following its review of the Company's investment objective together with the range of assets to be included within the Company's portfolio, the Board of Majedie Investments is very pleased to appoint the team at Marylebone Partners to manage the Company's assets. Marylebone's appointment will allow all shareholders to benefit from their successful track record in investment in a differentiated, but relatively liquid multi-asset portfolio and also position the Company to grow over time. The Company's portfolio will bring together Marylebone Partners' best opportunities in listed equities as well as the large and growing universe of less researched assets where skilled investors are able to add more value.

Dan Higgins, Founder of Marylebone Partners, commented:

"We are extremely excited to be appointed as the investment manager of an investment trust with such a long and distinguished history. The listed and closed-ended format will enable us to take advantage of the full range of investments within our scope, giving a new client base access to these opportunities. After the recent dislocations caused by economic and geopolitical concerns, we see greater opportunity than for many years. We look forward to working with the Board and will work hard to deliver for Majedie's shareholders."

Further information on Marylebone Partners.

Marylebone Partners LLP

Marylebone Partners is an owner-operated investment manager, based in London and regulated by the FCA. It was founded in 2013, with the vision of bringing a distinctive investment approach to clients seeking a manager to protect and grow their wealth in real terms. Marylebone Partners' defining characteristic is its ability to identify and access differentiated fundamental investment opportunities, sourced through a global ideas network.

Marylebone Partners has built an investment process, risk systems and reporting infrastructure to institutional standards, whilst retaining its independence and entrepreneurial spirit.

Team

Marylebone Partners' principals have previously held senior positions at industry-leading firms and have prior experience of managing investment trusts. Decisions are made collaboratively, by a team with varied backgrounds that bring differing perspectives. The firm's culture encourages continuous improvement and diversity of thought. Marylebone Partners' Investment Committee comprises its three senior investment professionals, and three highly respected non-executive partners:

Dan Higgins: Dan was formerly Chief Investment Officer of Fauchier Partners LLP, a multi-billion AUM alternatives firm with a reputation for uncorrelated returns and capital preservation in difficult markets. At Fauchier Partners, he gained extensive experience of the closed-ended fund structure through the firm's flagship listed vehicle, The Absolute Return Trust Limited. Previously, Dan was a Senior Fund Manager at Mercury Asset Management plc, where he ran equities portfolios for large pension-fund clients. He holds a degree in Philosophy, Politics and Economics from Magdalen College, University of Oxford.

Olivia Macdonald: Olivia joined Marylebone Partners in 2017 from The Wellcome Trust's investment team, where she focused on private and public direct investments. Prior to this, she worked for Goldman Sachs in both sell-side equities research and in their asset management division. Olivia holds a degree in Philosophy, Politics and Economics from New College, University of Oxford, and is a CFA charter holder.

Robert Elliott: Robert joined Marylebone Partners in 2014. Previously, at THM Partners, he advised companies on operational and financial restructurings. Prior to this, he was a lawyer working on corporate finance and M&A transactions for Jones Day. Robert holds a degree in Law from the University of Nottingham, a Masters in Finance from the London Business School and a corporate finance qualification from the Institute of Chartered Accountants (England & Wales).

Stuart Roden (non-executive): Stuart has chaired Marylebone Partners' Investment Committee since inception in 2013. Until January 2019 he was Chairman of Lansdowne Partners, having previously co-managed the firm's Developed Markets funds. He began his career at SG Warburg & Co, McKinsey & Company and Mercury Asset Management plc. He is non-Executive

Chairman of Hetz Ventures and non-Executive Chairman of Tresidor Investment Management. Stuart received a first-class honours degree in Economics (BSc) from the London School of Economics.

Marc Jonas (non-executive): Marc is a co-founder of Sun Capital Partners and has extensive experience as an investor in the Leisure, Financial Services and Real Estate sectors. He served as Chairman of Pearl Group's Asset/Liabilities Investment Management Committee and co-founded Wellington Pub Company in 1997 (where he was Managing Director) and Punch Group in 1997, serving as a non-executive director until 2004. Mr. Jonas is a director of Carnegie Capital Estates and holds several other directorships, including Apex2100, Clarendon Park Estate and Zeta Shares. He holds a degree in Philosophy, Politics and Economics from Christ Church, University of Oxford.

David Haysey (non-executive): David was formerly Head of Marylebone Partners' public equities investments and has held senior positions at prior firms including as head of European equities for SG Warburg plc and Deutsche Bank AG and CIO and co-CEO of Deutsche Asset Management's European Absolute Return business. Before joining Marylebone Partners, David worked for RIT Capital Partners plc, where he was a board member and head of public equities. He is a non-executive director of Augmentum Fintech plc and an advisory board member of Cluny Capital Limited. He has a degree in Philosophy, Politics and Economics from the University of Oxford.

Proposed investment strategy

Marylebone Partners will build a bespoke portfolio for Majedie, which will combine the three core strategies that have driven returns for Marylebone Partners' flagship open-ended strategy since inception in 2013. They are as follows:

1. *Special Investments.* Marylebone Partners sources eclectic opportunities comprising co-investments, special purpose vehicles and opportunistic / thematic funds. These hard-to-access situations target potential IRRs of 20 per cent. or better, with monetisation typically expected within 24-36 months. Importantly, these Special Investments are independently marked-to-market on a frequent basis and do not entail the multi-year lockups one would expect of venture-capital or private-equity situations.
2. *External Managers.* Drawing upon its extensive network, Marylebone Partners allocates to a focused selection of funds that are managed by specialist investors in their respective areas. These managers pursue fundamental strategies with a defined sector, geographic or style bias, which Marylebone Partners believes are structurally inefficient and therefore receptive to skill-based approaches. Marylebone Partners has a strong preference for backing talent within independent, owner-operated firms. Through its long-standing relationships, it can often access funds that are not widely known and/or may be otherwise closed to new investment.
3. *Direct Investments.* Marylebone Partners is a long-term investor in a portfolio of rigorously researched stocks, favouring high-quality companies that participate in secular tailwinds. Marylebone Partners invests in liquid securities, primarily listed in the developed markets, which exhibit attractive growth, business profitability and strong balance sheets. It seeks situations with unappreciated earnings potential or strategic value. Valuation plays an important role in Marylebone Partners' decision-making.

Reflecting its assessment of the prevailing opportunity set, Marylebone Partners will allocate proactively between these three strategies, within identified ranges. Equities will lie at the heart of Marylebone Partners' new portfolio for Majedie, although the team is equally comfortable allocating across other asset classes such as fixed income, real assets, or distressed debt. Marylebone Partners will seek to add value through security selection and by biasing the portfolio towards the industries, regions and style factors they expect to outperform over time. Risk management and sustainability considerations are embedded within the investment process.

Investment objective and target return

The Company's investment objective will be to deliver long-term capital growth whilst preserving shareholders' capital and to pay a regular dividend.

The performance target will be to achieve net annualised total returns (in GBP) of at least 4 per cent. above the UK Consumer Price Index, over rolling five-year periods.¹

Gearing

The Company has an outstanding debenture issue of £20.6m, due for repayment in 2025. Currently, it is expected that this will remain in place until maturity. Marylebone Partners and the Board will maintain an active dialogue to ensure that gearing is being appropriately and efficiently used.

Dividend policy

Post the appointment of Marylebone Partners, it is proposed that the Company will pay an annual dividend made up of four quarterly payments. Each quarterly dividend payment is initially expected to comprise 0.75 per cent. of the relevant quarter-end Net Asset Value, leading to an annual dividend of approximately 3 per cent. of Net Asset Value. The Company has significant revenue reserves and the ability to pay dividends out of capital. Given the proposed strategy's focus on capital growth, it is expected that this ability will be utilised to fund the dividend.

Details on the appointment of Marylebone Partners

Marylebone Partners will receive an annual management fee of 0.90 per cent. of the market capitalisation of the Company up to £150 million; 0.75 per cent. of market capitalisation between £150-£250 million; and 0.65 per cent. above £250 million. The market capitalisation for the calculation of this fee shall be subject to a cap of a 5 per cent. premium to Net Asset Value.

As a contribution to the costs of the change of investment manager, Marylebone Partners will waive one half of the management fee payable by Majedie for a period of 12 months from Marylebone Partners' appointment as investment manager and make a significant contribution to the cost of marketing the Company.

The Company will become a Member of Marylebone Partners, entitling it to 7.5 per cent. of residual profits and capital. This is to be granted to the Company for no consideration.

Following an initial term of two years, the investment management agreement shall be terminable by either party serving six months' notice.

Expected timing

A circular regarding the change of management arrangements and the New Investment Policy, including a notice convening the General Meeting, will be produced in due course. It is expected that the General Meeting will be held alongside the Company's Annual General Meeting in January 2023. Assuming shareholders approve the New Investment Policy, Marylebone Partners will be appointed as the Company's investment manager and AIFM immediately following the General Meeting.

For further information please contact:

Majedie Investments PLC **+44 (0)20 7382 8185**

William Barlow

J.P. Morgan Cazenove **+44 (0)20 7742 4000**

William Simmonds

Rupert Budge

LEI: 2138007QEY9DYONC2723

Past performance cannot be relied on as a guide to future performance.

¹ The target net annualised return is a target only and does not constitute a profit forecast. There can be no assurance that the target net annualised return on investments can or will be achieved and should not be seen as an indication of the Company's expected or actual results or returns. In particular, the target net annualised return assumes that the Company will be able to identify, and deploy capital in, investment opportunities which fall within the Company's three main investment strategies described above. Accordingly, investors should not place any reliance on the target net annualised return in deciding whether to invest.