

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any matter referred to in this document or as to the action you should take, you should consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom, without delay.**

If you have sold or otherwise transferred all of your Ordinary Shares or other voting securities in the capital of the Company, please send this document, but not any accompanying personalised Form of Proxy, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee.

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## **THE CITY OF LONDON INVESTMENT TRUST PLC**

*(Incorporated in England and Wales with company number 34871 and registered as an investment company under section 833 of the Companies Act 2006)*

### **Authority to allot shares and disapplication of pre-emption rights and Notice of General Meeting**

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A notice of a general meeting of the Company to be held at Ham Farm House, Baughurst, Basingstoke, Hampshire RG26 5SD at 9.00 a.m. on Monday, 11 May 2020 is set out at the end of this document. The proposals described in this document are conditional upon Shareholder approval.

Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the General Meeting. In order to be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Wednesday, 6 May 2020.

As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the Form of Proxy. If you are a member of CREST, you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Wednesday, 6 May 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

**In light of the current situation with the coronavirus (COVID-19), the Board considers the well-being of Shareholders and attendees as a top priority. On 26 March 2020, the Stay at Home Measures were passed into law in England and Wales, with immediate effect, in statutory instruments (2020/350 in England and 2020/353 in Wales) made pursuant to the Public Health (Control of Disease) Act 1984. Under these restrictions, public gatherings of more than two people are not permitted. Accordingly, Shareholders are not allowed to attend the General Meeting in person and are advised to submit their votes by proxy. The only attendees who will be permitted entry to the meeting will be those who will need to be present to form the quorum to allow the business to be conducted. The voting will be conducted on a poll rather than a show of hands.**

## Definitions

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

<b>“Company”</b>	The City of London Investment Trust plc
<b>“CREST”</b>	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations
<b>“General Meeting”</b>	the general meeting of the Company convened for 9.00 a.m. on Monday, 11 May 2020, notice of which is set out at the end of this document
<b>“FCA”</b>	the UK Financial Conduct Authority
<b>“First Preference Stock”</b>	cumulative 6% First Preference Stock of £1 each in the capital of the Company
<b>“Form of Proxy”</b>	the personalised form of proxy provided with this document for use by Shareholders in connection with the General Meeting
<b>“Manager”</b>	Henderson Investment Funds Limited
<b>“Ordinary Shares”</b>	ordinary shares of 25 pence each in the capital of the Company
<b>“Preferred Ordinary Stock”</b>	non-cumulative 20% Preferred Ordinary Stock of £1 each in the capital of the Company
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting as set out in this document
<b>“Shareholder”</b>	a holder of Ordinary Shares and, where the context requires, a holder of First Preference Stock or Preferred Ordinary Stock

# Letter from the Chairman

## Directors:

The Hon. Philip Remnant CBE (*Non-executive Chairman*)  
 Robert Holmes (*Non-executive Director*)  
 Sir Laurie Magnus (*Non-executive Director*)  
 Martin Morgan (*Non-executive Director*)  
 Clare Wardle (*Non-executive Director*)  
 Samantha Wren (*Non-executive Director*)

*Registered Office:*  
 201 Bishopsgate  
 London  
 EC2M 3AE

17 April 2020

*To the members of The City of London Investment Trust plc*

## Dear Shareholder

### 1 Introduction

The City of London Investment Trust plc is convening a general meeting to be held at 9.00 a.m. on Monday, 11 May 2020. The sole purpose of the General Meeting will be to seek the approval of Shareholders for the renewal of the Directors' authority to allot Ordinary Shares on a non-pre-emptive basis up to a number of Ordinary Shares equivalent to 10 per cent. of the issued ordinary share capital of the Company. The purpose of this document is to provide you with the background to and details of the resolutions to be proposed at the General Meeting and to convene the General Meeting to seek your approval for the Resolutions. The notice convening the General Meeting is set out at the end of this document.

### 2 Background

The Board believes that the Manager continues to achieve successfully the Company's investment objective by providing Shareholders with long-term growth in income and capital through investing predominantly in larger companies listed on the London Stock Exchange.

The Board's aim is for the Company's share price to reflect closely its underlying net asset value and have a liquid market in the Ordinary Shares. For this reason, the Board has, when appropriate, sought to utilise the Company's ability to issue additional Ordinary Shares to satisfy investor appetite and smooth share price volatility by preventing the build-up of excessive demand for the Ordinary Shares. By issuing the Ordinary Shares at a premium to net asset value, the Board has sought to protect the interests of existing Shareholders so they do not suffer any dilution to the net asset value per Ordinary Share, increase liquidity and spread the fixed costs of the Company over a larger asset base. The Board has also ensured that the price at which new Ordinary Shares are issued remains attractive to potential investors.

At the Company's annual general meeting held on 24 October 2019, the Company obtained Shareholder approval to disapply pre-emption rights on the issue of up to 10 per cent. of the then issued ordinary share capital (totalling 38,612,486 Ordinary Shares). Since then, and up to 7 April 2020, 26,995,000 new Ordinary Shares have been issued raising a total of £107,767,000 and there remains a residual authority to disapply pre-emption rights on the issue of 11,617,486 new Ordinary Shares.

Due to the Company's strong investment performance over the longer term and continuing investor demand even in current volatile markets, the Board believes that this current capacity under the existing Shareholder authorities is likely to prove insufficient to allow the Board to continue to satisfy demand for the Ordinary Shares during the period up to the Company's next annual general meeting. Renewing these authorities at the General Meeting will enable the Company to issue up to 41,311,986 new Ordinary Shares on a non-pre-emptive basis (being 10 per cent. of the issued ordinary share capital as at the date of this document) or, if higher, such number of new Ordinary Shares as is equal to 10 per cent. of the issued ordinary share capital at the date on which the Resolutions are passed. These new authorities will replace the residual authorities to disapply pre-emption rights on the issue of new Ordinary Shares taken at the Company's annual general meeting.

If the Resolutions are passed, the Directors will only use the authorities to disapply pre-emption rights and issue shares: (i) at a premium to net asset value; (ii) to meet demand from investors; and (iii) when the Directors believe that it is in the best interests of the Company and its Shareholders to do so. The costs of seeking fresh authorities are estimated to be £20,000 and will be charged to the share premium account.

The proceeds of any issue of new Ordinary Shares will be available for investment in line with the Company's investment objective and policy.

# Letter from the Chairman

continued

### 3 Action to be taken in respect of the General Meeting

Shareholders will find enclosed with this document a personalised Form of Proxy for use at the General Meeting.

Shareholders are asked to complete and return the Form of Proxy, in accordance with the instructions printed thereon, to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received as soon as possible and, in any event, by no later than 9.00 a.m. on Wednesday, 6 May 2020.

**In light of the current situation with the coronavirus (COVID-19), the Board considers the well-being of Shareholders and attendees as a top priority. On 26 March 2020, the Stay at Home Measures were passed into law in England and Wales, with immediate effect, in statutory instruments (2020/350 in England and 2020/353 in Wales) made pursuant to the Public Health (Control of Disease) Act 1984. Under these restrictions, public gatherings of more than two people are not permitted. Accordingly, Shareholders are not allowed to attend the General Meeting in person and are advised to submit their votes by proxy. The only attendees who will be permitted entry to the meeting will be those who will need to be present to form the quorum to allow the business to be conducted. The voting will be conducted on a poll rather than a show of hands. We will update Shareholders in the event that alternative arrangements prove to be necessary.**

Recipients of this document who are the beneficial owners of Ordinary Shares or other voting securities in the capital of the Company held through a nominee should follow the instructions provided by their nominee or check with their professional adviser if no instructions have been provided.

As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the Form of Proxy. If you are a member of CREST, you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Wednesday, 6 May 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

### 4 General

If Resolution 1 is passed at the General Meeting, the Company will be permitted to issue up to 41,311,986 new Ordinary Shares (with an aggregate nominal value of £10,327,996) or, if higher, such other amount as shall be equivalent to 10 per cent. of the issued ordinary share capital at the date of passing the resolution.

If Resolution 2 is passed at the General Meeting, the Company will be permitted to disapply pre-emption rights in respect of any new Ordinary Shares issued pursuant to the authority granted under Resolution 1.

The authorities conferred by the Resolutions, if passed, will lapse at the annual general meeting of the Company to be held in 2020.

Applications will be made to the FCA and the London Stock Exchange for any new Ordinary Shares to be issued pursuant to the authorities proposed to be granted at the General Meeting to be admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities.

### 5 Recommendation

The Board considers that the proposals in this document are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions. The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings of Ordinary Shares, amounting to 177,469 Ordinary Shares in aggregate (representing approximately 0.04 per cent. of the issued ordinary share capital of the Company as at the date of this document).

Yours sincerely

**Philip Remnant CBE**

# Notice of General Meeting

Notice is hereby given that a General Meeting of The City of London Investment Trust plc (the “**Company**”) will be held at Ham Farm House, Baughurst, Basingstoke, Hampshire RG26 5SD at 9.00 a.m. on Monday, 11 May 2020 to consider and, if thought fit, pass resolution 1 as an ordinary resolution (an ordinary resolution is one that requires a majority in excess of 50 per cent. of those present and voting to be passed) and resolution 2 as a special resolution (a special resolution is one that requires a majority of 75 per cent. of those present and voting to be passed):

## ORDINARY RESOLUTION

### Authority to allot ordinary shares

1. **THAT**, in substitution for all existing authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot ordinary shares of 25 pence each in the capital of the Company (“Ordinary Shares”) and to grant rights to subscribe for, or to convert any security into, Ordinary Shares up to an aggregate nominal amount of £10,327,996 (or, if higher, such other amount as shall be equivalent to 10 per cent. of the issued ordinary share capital at the date of passing of this resolution), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020, unless renewed at a general meeting prior to such time, save that the Directors may before such expiry make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or rights to be granted after such expiry and the Directors may allot Ordinary Shares and grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## SPECIAL RESOLUTION

### Authority to disapply pre-emption rights on allotment or sale of ordinary shares

2. **THAT**, subject to the passing of Resolution 1, in substitution for all existing authorities, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Act to allot Ordinary Shares for cash pursuant to the authority conferred by Resolution 1 and to sell Ordinary Shares from treasury for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment or sale of Ordinary Shares:

- (a) up to an aggregate nominal amount of £10,327,996 (or, if higher, such other amount as shall be equivalent to 10 per cent. of the issued ordinary share capital at the date of passing of this resolution); and
- (b) at a price not less than the net asset value per share;

and shall expire at the conclusion of the annual general meeting of the Company to be held in 2020, unless renewed at a general meeting prior to such time, save that the Directors may before such expiry make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or sold from treasury after such expiry and the Directors may allot Ordinary Shares or sell Ordinary Shares from treasury in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### By Order of the Board

Henderson Secretarial Services Limited  
Corporate Secretary

*Registered Office:*  
201 Bishopsgate  
London  
EC2M 3AE

Dated 17 April 2020

# Notes to the Notice of General Meeting

These notes should be read in conjunction with the notes on the Form of Proxy.

## 1. Voting record date

Only members registered in the Register of Members of the Company at close of business on Wednesday, 6 May 2020 or, if the General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the General Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after close of business on Wednesday, 6 May 2020 shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

## 2. Right to attend and vote

Holders of Ordinary Shares, First Preference Stock and Preferred Ordinary Stock are entitled to attend, speak and vote on a poll or show of hands. On a poll, holders of: (a) Ordinary Shares have one vote for every 15 shares; (b) First Preference Stock have one vote for every £10 of stock held; and (c) Preferred Ordinary Stock have one vote for every £20 of stock held.

**In light of the current situation with the coronavirus (COVID-19), the Board considers the well-being of Shareholders and attendees as a top priority. On 26 March 2020, the Stay at Home Measures were passed into law in England and Wales, with immediate effect, in statutory instruments (2020/350 in England and 2020/353 in Wales) made pursuant to the Public Health (Control of Disease) Act 1984. Under these restrictions, public gatherings of more than two people are not permitted. Accordingly, Shareholders are not allowed to attend the General Meeting in person and are advised to submit their votes by proxy. The only attendees who will be permitted entry to the meeting will be those who will need to be present to form the quorum to allow the business to be conducted. The voting will be conducted on a poll rather than a show of hands.**

## 3. Holders of second preference stock and debenture stock

This notice is sent for information only to holders of the non-cumulative 4.2% second preference stock, 10¼% debenture stock 2020 and 8½% debenture stock 2021 issued by the Company, who are not entitled to attend, speak or vote at the meeting.

## 4. Right to appoint proxies

Pursuant to Section 324 of the Companies Act 2006 (the "Act"), a member entitled to attend, speak and vote at the General Meeting may appoint one or more proxies to attend, speak and vote in their place, provided that each proxy is appointed to exercise the rights attached to different shares held by him or her. A proxy need not be a member of the Company.

A Form of Proxy is enclosed.

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from members over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules ("DTRs") of the FCA, the Chairman will make the necessary notifications to the Company and to the FCA. Therefore, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the DTRs, need not make a separate notification to the Company and to the FCA. However, any member holding 3 per cent. or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the DTRs.

Section 324 does not apply to persons nominated to receive information rights pursuant to Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act have been sent this notice of General Meeting and are hereby informed, in accordance with Section 149(2) of the Act, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

The statement of rights of members in relation to the appointment of proxies in this paragraph does not apply to nominated persons.

## 5. Proxies' rights to vote at the General Meeting

On a vote on a show of hands, each proxy has one vote.

If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed

# Notes to the Notice of General Meeting

Continued

by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both “for” and “against” in order to reflect the different voting instructions.

On a poll, all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, Section 285(4) of the Act does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

## 6. Voting by corporate representatives

Corporate representatives are entitled to attend, speak and vote on behalf of the corporate member in accordance with Section 323 of the Act provided they do not do so in relation to the same shares.

## 7. Receipt and termination of proxies

To be valid, the enclosed Form of Proxy must be lodged with the Company’s Registrar (Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY) before 9.00 a.m. on Wednesday, 6 May 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members’ individual SRN and PIN numbers are shown on the Form of Proxy. To be valid proxies must be received no later than 9.00 a.m. on Wednesday, 6 May 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

A member may terminate a proxy’s authority at any time before the commencement of the General Meeting. Termination must be provided in writing and submitted to the Company’s Registrar.

In accordance with the Company’s Articles of Association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

## 8. Communication with the Company

Members may not use any electronic address provided either in the notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

## 9. Electronic receipt of proxies via CREST

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company’s agent (ID number 3RA50) no later than the deadline specified in Note 7. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Instructions on how to vote through CREST can be found on the website [www.euroclear.com](http://www.euroclear.com).

## 10. Questions at the General Meeting

Any member attending the General Meeting has the right to ask questions. Section 319A of the Act requires the Directors to answer any question raised at the General Meeting which relates to the business of the meeting, although no answer need be given: if to do so would interfere unduly with the proceedings of the General Meeting or involve disclosure of confidential information; if the answer has already been given on the Company’s website; or if it is undesirable in the best interests of the Company or the good order of the General Meeting that the question be answered.

Shareholders can submit questions to the Board in advance of the General Meeting by email to [ITSecretariat@henderson.com](mailto:ITSecretariat@henderson.com) by no later than Monday, 4 May 2020. The Company will consider all questions received and provide a written response.

## 11. Website

A copy of this notice, including these explanatory notes and other information required by Section 311A of the Act, is available from the Company’s website, [www.cityinvestmenttrust.com](http://www.cityinvestmenttrust.com).

## 12. Total voting rights

As at 7 April 2020 (being the last practicable date prior to the publication of this notice) the Company’s total voting rights comprised:

- (a) 413,119,868 Ordinary Shares, representing 27,541,324 votes;
- (b) £301,982 of First Preference Stock, representing 30,198 votes;
- (c) £589,672 of Preferred Ordinary Stock, representing 29,484 votes.

Therefore, the total number of voting rights in the Company as at 7 April 2020 was 27,601,006. At the date of this document there were no Ordinary Shares held in treasury.

MANAGED BY  
**Janus Henderson**  
— INVESTORS —

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