

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other financial adviser, authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your Shares in The Prospect Japan Fund Limited, please send this document and Form 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 transmission to the purchaser or transferee.

## **THE PROSPECT JAPAN FUND LIMITED**

(Company No. 28863)

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands on 10 August 2015 at 12 noon.

#### **Resolution on Form of Proxy Ordinary Business**

#### **Agenda**

- |                         |   |
|-------------------------|---|
|                         | <b>1.</b> To elect a Chairman of the Meeting.   |
| Ordinary Resolution 1   | <b>2.</b> To approve the Annual Report and Audited Financial Statements of the Company for the year ended 31 December 2014.   |
| Ordinary Resolution 2   | <b>3.</b> To re-appoint Ernst & Young LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.  |
| Ordinary Resolution 3   | <b>4.</b> To authorise the Board of Directors to determine the Auditor's remuneration.  |
| Ordinary Resolution 4   | To re-elect John Hawkins to the Board of Directors in accordance with Section B.7.1 of the UK Corporate Governance Code.  |
| Ordinary Resolution 5   | To re-elect Rupert Evans to the Board of Directors in accordance with Section B.7.1 of the UK Corporate Governance Code and Article 26.2 of the Articles of Incorporation of the Company.                       |
| <b>Special Business</b> |   |
| Ordinary Resolution 6   | <b>7.</b> To extend the authority of the board to issue an unlimited number of shares under Article 5.2 of the Articles of Incorporation for a further 5 years, effective as at the passing of this resolution. |

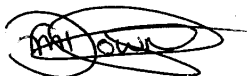
*Special Business (continued)*

Ordinary Resolution 7 8. To resolve that, in substitution of all previous authorities, the Company be generally, subject as hereinafter appears, and unconditionally authorised in accordance with the Law to make market acquisitions (as defined in Section 316 of the Law) of its ordinary shares of US\$0.001 each (the “Shares”) provided that:

- (i) the maximum number of Shares hereby authorised to be purchased shall be 13,858,645 being equivalent to no more than 14.99% of the Company’s issued share capital at the date of this Notice;
- (ii) the minimum price (exclusive of expenses) which may be paid for a Share is US\$0.001, being the nominal value per share;
- (iii) the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to 105 per cent of the average of the middle market quotations for a Share taken from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Share is purchased;
- (iv) purchase may only be made pursuant to this authority if the Shares are (at the date of the proposed purchase) trading on the London Stock Exchange at a discount to the lower of the undiluted or diluted net asset value;
- (v) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company in 2016 unless such authority is renewed prior to such time; and
- (vi) the Company may make an acquisition of Shares after the annual general meeting of the Company in 2016 pursuant to this authority if the contract of acquisition was concluded before the authority expired and the authority hereby conferred permits the Company to make a contract of acquisition of Shares which would or might be executed wholly or partly after the expiration of this authority.

9. Any Other Business.

By Order of the Board



For and on behalf of

**Northern Trust International Fund Administration  
Services (Guernsey) Limited**  
Secretary

29 May 2015

**Notes**

A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. The requisite form is attached hereto and must be lodged with the Company’s Registrars at: **The Pavilions, Bridgwater Road, Bristol, BS99 6ZY** at least 48 hours before the time of the Meeting.