

No of Company: 00024299

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS**

- of -

JPMORGAN GLOBAL GROWTH & INCOME PLC

(passed on 11 March 2024)

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15/03/2024

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COMPANIES HOUSE

At the general meeting of JPMorgan Global Growth & Income plc (the "Company") duly convened and held at 60 Victoria Embankment, London, EC4Y 0JP on 11 March 2024 at 4.00 p.m., the following resolutions 1 and 2 were duly passed by the Company as ordinary resolutions of the Company and resolution 3 was duly passed by the Company as a special resolution of the Company.

ORDINARY RESOLUTIONS

1. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act to exercise all powers of the Company to allot relevant securities, being the Scheme Shares in connection with the Issue, up to a maximum number of 25,000,000 Scheme Shares equivalent to a maximum nominal amount of £1,250,000 (such authority being in addition to the outstanding general authority granted at the 2023 AGM) provided that this authority shall expire on 30 June 2024 (being the last date on which Scheme Shares can be issued pursuant to the Issue).
2. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act to exercise all powers of the Company to allot Shares and to grant rights to subscribe for, or to convert any security into, Shares up to a maximum nominal amount of £2,332,780.05 (or if different, the number representing 10 per cent. of the aggregate nominal value of issued share capital (excluding Shares held in treasury but including the issued Scheme Shares) as at the date of Admission) provided that this authority shall expire at the end of the Annual General Meeting of the Company to be held in 2024 unless renewed at a general meeting prior to such time, save that the Company shall be entitled to make offers, agreements or arrangements before the expiry of such authority which would or might require Shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot Shares and grant rights pursuant to any such offer, agreement or arrangement as if this authority had not expired. The authority granted by this Resolution 2 shall be in addition to, and not in place of, the general authority set out in Resolution 1 and shall be in substitution for the outstanding general authority to allot Shares conferred by Shareholders at the 2023 AGM.

SPECIAL RESOLUTION

3. **THAT**, if Resolution 2 above is passed, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 2 and by way of a sale of shares held in treasury as if section 561(1) of that Act did not apply to any such allotment provided that this power: (i) shall be limited to the allotment of equity securities or sale of shares held in treasury to any person or persons up to an aggregate nominal amount of £2,332,780.05 (or if different, the number representing 10 per cent. of the aggregate nominal value of issued share capital (excluding Shares held in treasury but including the issued Scheme Shares) as at the date of Admission) at a price per Share not less than the prevailing NAV per JGGI Share (as determined by the Directors); and (ii) shall expire at the end of the Annual General Meeting of the Company to be held in 2024 unless renewed at a general meeting prior to such time, save that the Company may before such expiry make offers, agreements or arrangements which would or might require equity securities to be allotted or the sale of shares held in treasury after such expiry and so that the Directors may allot equity

securities or sell shares from treasury in pursuant of such offers, agreements or arrangements as if the power conferred hereby had not expired. The power granted by this Resolution 3 shall be in substitution for the outstanding power to allot equity securities for cash without regard to pre-emption rights conferred by Shareholders at the 2023 AGM.

Emma Lamb

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By order of the Board
Emma Lamb, for and on behalf of
JPMorgan Funds Limited
Authorised Signatory

12 March 2024