

No of Company: 01047690
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS

- of -

JPMORGAN MID CAP INVESTMENT TRUST PLC

(passed on 27 February 2024)

At the general meeting of JPMorgan Mid Cap Investment Trust plc (the "**Company**") duly convened and held at 60 Victoria Embankment, London, EC4Y 0JP on 27 February 2024 at 12.00 p.m., the following resolution was duly passed by the Company as a special resolution of the Company.

SPECIAL RESOLUTION

THAT,

- (A) subject always to the fulfilment of the conditions (other than the passing of this special resolution) set out in paragraph 14 of the Scheme (the "**Scheme**") contained in Part 4 of the circular to the shareholders of the Company dated 23 January 2024, a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman thereof (the "**Circular**"), and with effect from the conclusion of this meeting:
- (i) the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986 and Gareth Rutt Morris and Jonathan Dunn, each licensed insolvency practitioners of FRP Advisory Trading Limited, be and they are hereby appointed joint liquidators (the "**Liquidators**") of the Company for the purposes of such winding-up and distributing the assets of the Company in accordance with the Scheme and any power conferred on them by law, the Articles of Association of the Company or this resolution may be exercised by them jointly or by each of them alone;
 - (ii) the remuneration (plus VAT) of the Liquidators be determined by reference to the time properly spent by them and their staff in attending to matters arising prior to and during the winding-up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;
 - (iii) the Company's books and records be held by its Company Secretary to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of (save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office);
 - (iv) the Liquidators be empowered and directed to carry into effect the provisions of the Articles of Association as amended by the special resolutions set out in the notice of the First General Meeting of the Company contained in the Circular; and
 - (v) the Liquidators be and are hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgment, acting jointly and severally, to give effect to the Scheme and/or to carry out the winding-up of the Company; and

(B) the terms defined in the Circular have the same meanings in this special resolution.

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JPMorgan Funds Limited
Company Secretary

Date: 27 February 2024