

Company No. 552775

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**SPECIAL BUSINESS
OF**

JPMORGAN US SMALLER COMPANIES INVESTMENT TRUST PLC
(the "Company")

Passed on 24 April 2023

At the Annual General Meeting of the Company duly convened and held at 60 Victoria Embankment, London EC4Y 0JP on 24 April 2023 at 2.30 pm, the following resolutions, as set out in the Notice of Meeting, were passed as Special Business:

ORDINARY RESOLUTION

12. Authority to allot new ordinary shares – Ordinary Resolution

THAT the Directors of the Company be and they are hereby generally and unconditionally authorised, (in substitution of any authorities previously granted to the Directors), pursuant to and in accordance with Section 551 of the Act to exercise all the powers for the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £161,589 (representing approximately 10% of the Company's issued Ordinary share capital (excluding shares held in Treasury) as at 17th March 2023, this being the latest practicable date prior to the publication of this notice), provided that this authority shall expire at 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 or agreements which would or might require shares to be allotted on Rights to be granted after such expiry and so that the Directors of the Company may allot shares and grant Rights in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

13. Authority to disapply pre-emption rights on allotment of new ordinary shares – Special Resolution

THAT, subject to the passing of the Resolution 12 set out above, the Directors of the Company be and they are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 12 or by way of a sale of Treasury shares as if Section

561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £161,589 (representing approximately 10% of the issued Ordinary share capital (excluding shares held in Treasury) of the Company as at 17th March 2023, this being the latest practicable date prior to the publication of this notice) at a price of not less than the net asset value per share and shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and so that the Directors of the Company may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

ORDINARY RESOLUTION

14. Authority to allot further new Ordinary shares – Ordinary Resolution

THAT, in addition to any authority granted by Resolution 12 above, 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 in the Company and to grant rights to subscribe for, or to convert any security into, Ordinary shares in the Company (“Rights”) up to an aggregate nominal amount of £161,589 (representing approximately 10% of the Company’s issued Ordinary share capital (excluding shares held in Treasury) as at 17th March 2023, this being the latest practicable date prior to the publication of this notice), provided that this authority shall expire at the conclusion of the next 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 or agreements which would or might require Ordinary shares to be allotted or Rights to be granted after such expiry and so that the Directors of the Company may allot Ordinary shares and grant Rights in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

15. Authority to disapply pre-emption rights on allotment of further relevant securities – Special Resolution

THAT, subject to the passing of Resolution 14 set out above, and in addition to any authority granted by Resolution 13 above, the Directors of the Company be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the ‘Act’) to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 14 or by way of a sale of Treasury shares as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of Treasury shares for cash up to an aggregate nominal amount of £161,589 (representing approximately 10% of the issued Ordinary share capital (excluding shares held in Treasury) of the Company as at 17th March 2023, this being the latest practicable date prior to the publication of this notice) at a price of not less than the net asset value per share and shall expire upon the expiry of the general

authority conferred by Resolution 13 above, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or Treasury shares to be sold after such expiry and so that the Directors of the Company may allot equity securities or sell Treasury shares pursuant to such offers or agreements as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

16. Authority to repurchase the Company's shares – Special Resolution

THAT the Company be generally and subject as hereinafter appears unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of Section 693 of the Act) of its issued ordinary shares on such terms and in such manner as the Directors may from time to time determine

PROVIDED ALWAYS THAT

- i. the maximum number of ordinary shares hereby authorised to be purchased shall be 9,688,906 or, if less, that number of ordinary shares which is equal to 14.99% of the Company's issued share capital (less shares held in Treasury, if any) as at the date of the passing of this resolution;
- ii. the minimum price which may be paid for an ordinary share shall be 2.5p;
- iii. the maximum price which may be paid for an ordinary share shall be an amount equal to:
 - (a) 105% of the average of the middle market quotations for an ordinary share taken from and calculated by reference to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; or
 - (b) the price of the last independent trade; or (c) the highest current independent bid;
- iv. any purchase of ordinary shares will be made in the market for cash at prices below the prevailing net asset value per ordinary share (as determined by the Directors);
- v. the authority shall expire on 23rd October 2024 unless the Authority is renewed at the Company's Annual General Meeting in 2024 or at any other general meeting prior to such time; and
- vi. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract notwithstanding such expiry.

By order of the Board



For and on behalf of
JPMorgan Funds Limited, Company Secretary
24th April 2023