

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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RESOLUTIONS  
OF  
JPMORGAN AMERICAN INVESTMENT TRUST PLC  
(the “Company”)

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Passed on 14 May 2025

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At the Annual General Meeting of the Company duly convened and held at 60 Victoria Embankment, London, EC4Y 0JP on 14<sup>th</sup> May 2025 at 2.30pm, the following resolutions, as set out in the Notice of Meeting, were passed, resolution 11 as an ordinary resolutions and resolution 12, 13 and 14 as special resolutions:

**ORDINARY RESOLUTION**

**11. Authority to allot new shares**

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 Companies Act 2006 (the ‘Act’) to exercise all the powers of the Company to allot equity securities in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (‘Rights’) up to an aggregate nominal amount of £897,798 or, if different, the aggregate nominal amount representing approximately 10% of the Company’s issued share capital (excluding shares held in Treasury) as at the date of the passing of this resolution providing that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2026 or the date occurring 15 months from the date on which this resolution is passed, whichever is the earlier, unless renewed, revoked or varied by the Company 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 Rights to be granted after such expiry and so that the Directors of the Company may allot equity securities and grant Rights in pursuance of such offers, agreements or arrangements as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

**12. Authority to disapply pre-emption rights on allotment of relevant securities**

THAT subject to the passing of Resolution 11, 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 11 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 £897,798 or, if different, the aggregate nominal amount representing approximately 10% of the total Ordinary share capital (excluding shares held in Treasury) as at the date of the passing of this resolution 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 11, save that the Company may before such expiry make offers, agreements or arrangements 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, agreements or arrangements as if the power conferred hereby had not expired.

**13. Authority to repurchase the Company's shares**

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 shares in the capital of the Company ('ordinary shares').

PROVIDED ALWAYS THAT

- (i) the maximum number of shares hereby authorised to be purchased shall be that number of shares which is equal to 14.99% of the Company's issued share capital as at the date of the passing of this resolution;
- (ii) the minimum price which may be paid for a share shall be the nominal value of the share;
- (iii) the maximum price which may be paid for a share shall be an amount equal to the highest of: (a) 105% of the average of the middle market quotations for a 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 share is contracted to be purchased; or (b) the price of the last independent trade; or (c) the highest current independent bid;
- (iv) any purchase of shares will be made in the market for cash at prices below the prevailing net asset value per share (as determined by the Directors);
- (v) the authority hereby conferred shall expire on 14<sup>th</sup> November 2026 unless the authority is renewed at the Company's Annual General Meeting in 2026 or at any other general meeting prior to such time; and
- (vi) the Company may make or contract to purchase shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of shares pursuant to any such contract notwithstanding such expiry.

**14. Authority to hold general meetings**

THAT, a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

Priyanka Vijay Anand

**For and on behalf of**  
**JPMorgan Funds Limited**  
**Company Secretary**  
**14 May 2025**