

Company No: 237958

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
JPMORGAN EUROPEAN GROWTH & INCOME PLC
(the “Company”)

Passed on 3rd July 2024

At the Annual General Meeting of the Company duly convened and held at 60 Victoria Embankment, London EC4Y 0JP on 3rd July 2024 at 2.30pm, the following resolutions, as set out in the Notice of Meeting, were passed, resolution 10, 13 and 14 as ordinary resolutions and resolution 11 and 12 as special resolutions:

Authority to allot new shares – Ordinary Resolution

10. 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 shares 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 £214,435, (being approximately 10% of the issued share capital of the Ordinary shares of the Company as at 3rd July 2024), provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2025 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 or 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.

Authority to disapply pre-emption rights on allotment or sale of relevant securities – Special Resolution

11. THAT, subject to the passing of Resolution 10 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 11 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in the Company by way of rights issue, open offer or otherwise to holders of Ordinary shares where the equity securities attributable to the interests of all Ordinary shares are proportionate to the numbers of Ordinary shares and Income shares held by them subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or local or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange or any territory or otherwise howsoever; and/or

- (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal value of approximately £214,435 (being approximately 10% of the total issued share capital of the Ordinary share class of the Company as at 3rd July 2024) at a price not less than the net asset value per share; and shall expire upon the expiry of the general authority conferred by Resolution 10 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 the Board may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

Authority to repurchase the Company's shares – Special Resolution

12. THAT the Company be generally and, subject as hereinafter appears, unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of its issued Ordinary shares (being a class of shares in the capital of the Company).

PROVIDED ALWAYS THAT

- (i) the maximum number of shares hereby authorised to be purchased shall be 64,287,530 respectively, or, if different, that number of shares which is equal to 14.99% of the issued share capital of the share class as at the date of the passing of this Resolution;
- (ii) the minimum price which may be paid for any share shall be 0.5p;
- (iii) the maximum price which may be paid for any Ordinary share shall be an amount equal to:
(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 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) at the date following not more than seven days before the date of purchase;
- (v) the authority hereby conferred shall expire on 5th January 2025 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 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.

Approval of dividend policy – Ordinary Resolution

13. THAT the Company's policy to pay four interim dividends on the Company's ordinary shares be approved.

Approval of increase of the Directors' aggregate annual remuneration cap – Ordinary Resolution

14. THAT, the Company be authorised to increase the Directors' aggregate annual remuneration cap contained in Article 109(1) of the Articles of Association of the Company from £225,000 to £250,000.

For and on behalf of
JPMorgan Funds Limited,

Secretary

Authorised Signatory

3rd July 2024