

**No of Company: 00024299**  
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

- of -

**JPMORGAN GLOBAL GROWTH & INCOME PLC**

(passed on 9 May 2025)

At the general meeting of JPMorgan Global Growth & Income plc (the "**Company**") duly convened and held at 60 Victoria Embankment, London, EC4Y 0JP on 9 May 2025 at 11.00 a.m. the following resolutions 1, 2 and 4 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 such number of Scheme Shares as are required to be issued pursuant to the Scheme, such authority being in addition to the outstanding 2024 AGM Authority and the Placing Programme Authority **provided** that this authority shall expire on 31 December 2025 (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 £2,580,831 (or if different, the number representing 10 per cent. of the aggregate nominal value of the issued share capital of the Company (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 2025 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 authority set out in Resolution 1 and the Placing Programme Authority but shall be in substitution for the 2024 AGM Authority.

**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 £2,580,831 (or if different, the number representing 10 per cent. of the aggregate nominal value of issued share capital of the Company (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) plus issue expenses; and (ii) shall expire at the end 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, 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 pursuance 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 addition to the existing power to allot equity securities for cash without regard to pre-emption rights pursuant to the Placing Programme Authority but shall be in substitution for the 2024 AGM Authority.

#### **ORDINARY RESOLUTION**

4. **THAT** the Directors' aggregate annual remuneration cap contained in Article 114(1) of the Articles be increased from £350,000 to £450,000.

**Terms defined in these Resolutions shall have the same meanings as in the Company's Circular to Shareholders dated 17 April 2025, save where the context otherwise requires.**



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**CHAIRMAN OF THE MEETING**