

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL BUSINESS

OF

JPMORGAN MID CAP INVESTMENT TRUST PLC

Passed on 1st November 2022

At the Annual General Meeting of the Company duly convened and held at 60 Victoria Embankment, London EC4Y 0JP at 2.30 p.m. on 2nd November 2021, the following resolutions, as set out in the Notice of Meeting, were passed:

11. 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 £554,281 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, at a price of not less than the net asset value per share provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2023 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.
12. THAT subject to the passing of Resolution 11 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 or by way of the 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 £554,281, representing approximately 10% of the issued share capital 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 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.

13. 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 of 25p each in the capital of the Company.

PROVIDED ALWAYS THAT

(i) the maximum number of shares hereby authorised to be purchased shall be 3,323,469 or, if less, that number of shares which is equal to 14.99% of the Company's called-up share capital as at the date of the passing of this Resolution;

(ii) 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 purchased; or

(b) the price of the last independent trade; or

(c) the highest current independent bid;


(iii) 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;

(iv) the authority hereby conferred shall expire on 30th April 2024 unless the authority is renewed at the Company's Annual General Meeting in 2023 or at any other general meeting prior to such time; and

(v) 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.

By order of the Board
Alison Vincent, for and on behalf of
JPMorgan Funds Limited
Secretary

1st November 2022



Authorised Signatory