

## Notice of Special Resolutions

### JPMorgan Income & Growth Investment Trust plc

(Number of Company 05973571)

(Pursuant to Section 283 of the Companies Act 2006 and Section 84(1) of the Insolvency Act 1986)

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Passed: 30 November 2016

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AT a GENERAL MEETING of the company, duly convened, and held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ on 30 November 2016 the following SPECIAL RESOLUTIONS were duly passed:-

### Special Resolutions

- a) "THAT the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986, as amended, and that Patrick Brazzill and Richard Barker of Ernst & Young LLP, 1 More London Place, London, SE1 2AF be and are hereby appointed as joint liquidators (the **Liquidators**) of the Company for the purposes of such winding up, including realising and distributing the Company's assets in accordance with the Scheme (subject to the Scheme becoming unconditional and effective in accordance with its terms), and any power conferred on them by law, the Articles of Association or by this special resolution and any act required or authorised under any enactments may be exercised or undertaken by them jointly or by each of them alone."
- b) "THAT the remuneration of the Liquidators be determined by reference to the time properly given by them and their staff in attending to matters prior to and during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of members or a majority of them) and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme."
- c) "THAT the Company's books and records be held by the Company Secretary to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office."
- d) "THAT the Liquidators be empowered and directed to carry into effect the provisions of the Articles of Association of the Company as amended by the special resolution as set out in the notice convening the First General Meeting of the Company contained in the Circular."
- e) "THAT the definitions contained in the circular dated 25 October 2016 to Shareholders of the Company have the same meanings in this special resolution."

Signature:



Designation:

Director

Name of Signatory:

Nicholas Craig Harvey