

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO THE MEMBERS' VOLUNTARY LIQUIDATION AND THE SCHEME OF RECONSTRUCTION OF JPMORGAN INCOME & CAPITAL TRUST PLC ON WHICH SHAREHOLDERS ARE BEING ASKED TO VOTE AND IN RELATION TO WHICH SHAREHOLDERS HAVE THE RIGHT TO MAKE AN ELECTION. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 without delay.

If you have sold or otherwise transferred all of your Shares or Units in JPMorgan Income & Capital Trust plc (the "**Company**"), please forward this document and the accompanying documents (but not the personalised Form(s) of Proxy, Plan Voting Form(s) of Direction, Form(s) of Election or Plan Form(s) of Instruction) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, the prospectus relating to JPMorgan Multi-Asset Trust plc (the "**MATE Prospectus**") should not be forwarded to or transmitted in or into the United States, Australia, Canada, Japan, New Zealand, the Republic of South Africa or any EEA State (other than the United Kingdom) or into any other jurisdictions if to do so would constitute a violation of the relevant laws and regulations in such other jurisdictions.

JPMORGAN INCOME & CAPITAL TRUST PLC

(Incorporated in England and Wales with registered number 06453183)

(Registered as an investment company under section 833 of the Companies Act 2006)

Recommended proposals for the reconstruction and voluntary winding up of the Company

This document should be read in conjunction with the accompanying MATE Prospectus. The Proposals described in this document are conditional, *amongst other things*, on Shareholder approval. Your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this document which contains the recommendation of the Directors that Shareholders should vote in favour of the Resolutions which are to be proposed at the Meetings referred to below.

Notices of the First General Meeting, the Ordinary Shareholder Class Meeting and the ZDP Shareholder Class Meeting to be held on 20 February 2018 and the Second General Meeting to be held on 28 February 2018 are set out at the end of this document. All the Meetings will be held at the offices of J.P. Morgan Asset Management, 60 Victoria Embankment, London EC4Y 0JP.

Shareholders (including Unitholders) are requested to complete and return the Forms of Proxy accompanying this document for use at the Meetings. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon by post or by hand (during normal business hours) to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA United Kingdom as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-working days) before the time appointed for the relevant Meeting. As an alternative to completing a hard copy Form of Proxy, a proxy may be appointed electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder reference number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites. Shareholders who hold their Shares in uncertificated form (that is, in CREST) may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the notices of the Meetings set out at the end of this document).

Shareholders and Unitholders (other than Restricted Shareholders) who hold Shares or Units in certificated form will also find enclosed with this document a Form of Election for use in connection with the Proposals. To be effective, the Form of Election must be returned by post in the enclosed reply-paid envelope with a UK registered addresses only or by post or by hand using your own envelope (during normal business hours) to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom so as to arrive as soon as possible and in any event not later than 6.00 p.m. on 16 February 2018. All Elections will be irrevocable. Failure to return a Form of Election or the return of a Form of Election which is not

validly completed will result in the relevant Shareholder or Unitholder, as the case may be, being deemed to have elected for the Rollover Option in respect of their entire holding. Restricted Shareholders will not be sent a Form of Election or a copy of the MATE Prospectus and will receive cash under the Scheme.

Details of the action to be taken by holders of Shares or Units held through one or more of the Plans are contained on pages 31 to 32 of this document. To be effective, Plan Voting Forms of Direction in respect of the First General Meeting, the Class Meetings and Plan Forms of Instruction must be returned to Equiniti Limited so as to be received by no later than 12.30 p.m. on 13 February 2018. Plan Voting Forms of Direction in respect of the Second General Meeting must be returned to Equiniti Limited so as to be received by no later than 11.30 a.m. on 21 February 2018.

Winterflood Securities Limited which is authorised and regulated by the Financial Conduct Authority, acting through its division Winterflood Investment Trusts ("**Winterflood**"), is acting for the Company and no one else in connection with the Scheme. Winterflood is not advising any other person or treating any other person as its clients, including any recipient of this document and the accompanying documents, and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Winterflood nor for providing advice in connection with the Scheme, the contents of this document and the accompanying documents or any other matter referred to herein or therein.

CONTENTS

	Page
ACTION TO BE TAKEN BY SHAREHOLDERS (INCLUDING UNITHOLDERS)	4
ACTION TO BE TAKEN BY PLAN PARTICIPANTS	7
GENERAL INFORMATION ON VOTING AND ELECTIONS	8
EXPECTED TIMETABLE	9
INTERPRETATION	10
PART 1 LETTER FROM THE CHAIRMAN	11
PART 2 FURTHER DETAILS OF THE SCHEME	16
PART 3 JPMORGAN MULTI-ASSET TRUST PLC	24
PART 4 ACTION TO BE TAKEN	28
PART 5 THE SCHEME	33
PART 6 RISK FACTORS	42
PART 7 ADDITIONAL INFORMATION	44
DEFINITIONS	47
NOTICE OF FIRST GENERAL MEETING	53
NOTICE OF ORDINARY SHAREHOLDER CLASS MEETING	58
NOTICE OF ZDP SHAREHOLDER CLASS MEETING	60
NOTICE OF SECOND GENERAL MEETING	62

ACTION TO BE TAKEN BY SHAREHOLDERS (INCLUDING UNITHOLDERS)

Your attention is drawn to Part 4 of this document entitled “Action to be taken” which can be found on pages 28 to 32. You should read this whole document when deciding what action to take. Whether or not Shareholders propose to attend the General Meetings or the Class Meetings they are requested to complete, sign and return the relevant Form(s) of Proxy as soon as possible, in accordance with the instructions printed thereon.

As an alternative to completing a hard copy Form of Proxy, Shareholders may appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder reference number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited’s online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites.

Ordinary Shareholders

<p>To vote on the Proposals</p>	→	<p>First General Meeting Complete and return the YELLOW Form of Proxy as soon as possible and in any event by not later than 12.30 p.m. on 16 February 2018.</p> <p>Ordinary Shareholder Class Meeting Complete and return the WHITE Form of Proxy as soon as possible and in any event by not later than 12.35 p.m. on 16 February 2018.</p> <p>Second General Meeting Complete and return the RED Form of Proxy as soon as possible and in any event by not later than 11.30 a.m. on 26 February 2018.</p>
<p>To make an Election under the Scheme*</p>	→	<p>If you hold your Ordinary Shares in certificated form (that is, not in CREST), complete, sign and return the BROWN Form of Election as soon as possible and in any event by not later than 6.00 p.m. on 16 February 2018.</p> <p>If you hold your Ordinary Shares in uncertificated form (that is, in CREST), you must send a TTE Instruction in respect of any Ordinary Shares for which you wish to make an Election by not later than 6.00 p.m. on 16 February 2018.</p>

ZDP Shareholders

To vote on the Proposals



First General Meeting
Complete and return the YELLOW Form of Proxy as soon as possible and in any event **by not later than 12.30 p.m. on 16 February 2018.**

ZDP Shareholder Class Meeting
Complete and return the BLUE Form of Proxy as soon as possible and in any event **by not later than 12.40 p.m. on 16 February 2018.**

Second General Meeting
Complete and return the RED Form of Proxy as soon as possible and in any event **by not later than 11.30 a.m. on 26 February 2018.**

To make an Election under the Scheme*



If you hold your ZDP Shares in certificated form (that is, not in CREST), complete, sign and return the BROWN Form of Election as soon as possible and in any event **by not later than 6.00 p.m. on 16 February 2018.**

If you hold your ZDP Shares in uncertificated form (that is, in CREST), you must send a TTE Instruction in respect of any ZDP Shares for which you wish to make an Election **by not later than 6.00 p.m. on 16 February 2018.**

Unitholders

To vote on the Proposals



First General Meeting
Complete and return the YELLOW Form of Proxy as soon as possible and in any event **by not later than 12.30 p.m. on 16 February 2018.**

Ordinary Shareholder Class Meeting
Complete and return the WHITE Form of Proxy as soon as possible and in any event **by not later than 12.35 p.m. on 16 February 2018.**

ZDP Shareholder Class Meeting
Complete and return the BLUE Form of Proxy as soon as possible and in any event **by not later than 12.40 p.m. on 16 February 2018.**

Second General Meeting
Complete and return the RED Form of Proxy as soon as possible and in any event **by not later than 11.30 a.m. on 26 February 2018.**

**To make an Election under
the Scheme***



If you hold your Units in certificated form (that is, not in CREST), complete, sign and return the BROWN Form of Election as soon as possible and in any event **by not later than 6.00 p.m. on 16 February 2018.**

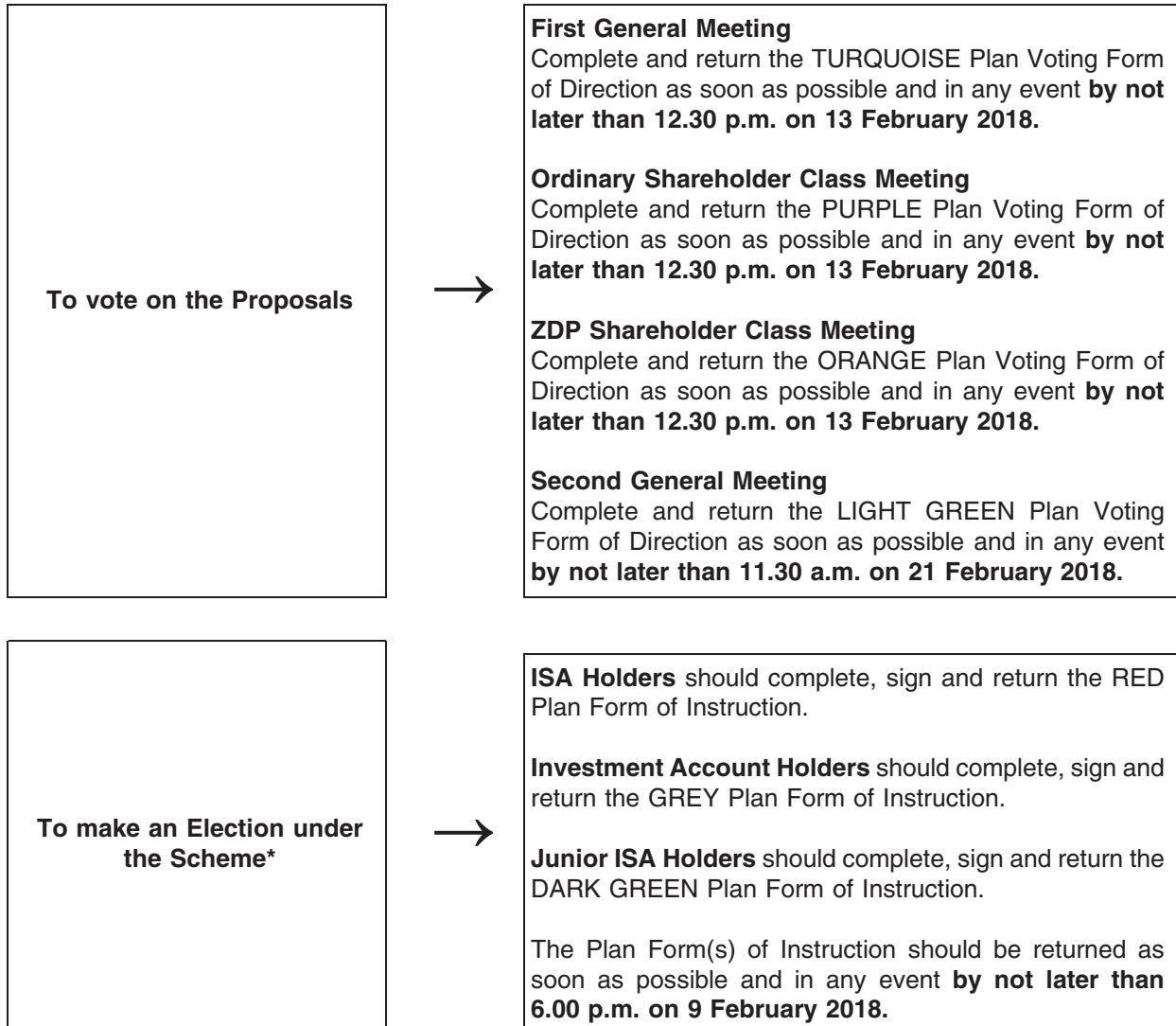
If you hold your Units in uncertificated form (that is, in CREST), you must send a TTE Instruction in respect of any Units for which you wish to make an Election **by not later than 6.00 p.m. on 16 February 2018.**

* If you are not a Restricted Shareholder and you wish to receive New MATE Shares in respect of your entire holding of Shares or Units, you do not need to complete and return any Form of Election or send any TTE Instruction.

ACTION TO BE TAKEN BY PLAN PARTICIPANTS

Your attention is drawn to Part 4 of this document entitled “Action to be taken” which can be found on pages 28 to 32. You should read this whole document when deciding what action to take.

Plan Participants who hold Shares and/or Units



* If you wish to receive New MATE Shares in respect of your entire holding of Shares or Units, you do not need to complete and return any Plan Form of Instruction or send any TTE Instruction.

GENERAL INFORMATION ON VOTING AND ELECTIONS

Unitholders will be entitled to vote on the Proposals in respect of the Ordinary Shares and ZDP Shares that constitute a component element of their Units. Forms of Proxy or Plan Voting Forms of Direction in respect of Units held through the Plans should be completed and returned for the General Meetings and Class Meetings, as set out on pages 4 to 7 of this document for Shareholders and Plan Participants.

Full details of the action to be taken by Shareholders and Plan Participants are set out in Part 4 of this document and in the instructions on the Forms of Proxy/Plan Voting Forms of Direction and Forms of Election/Plan Forms of Instruction. The attention of Overseas Shareholders and Restricted Shareholders is drawn to the section headed "Restricted Shareholders and Overseas Shareholders" in Part 4 of this document.

As the Proposals are conditional, among other things, on Shareholder approval, Shareholders (including Unitholders) are requested to complete and return their Forms of Proxy/Plan Voting Forms of Direction in accordance with the instructions set out in Part 4 of this document.

If you have any queries in relation to your shareholding(s) in the Company, please call the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on 0371 384 2919 (from within the UK) and +44 121 415 0263 (from outside the UK). Network providers' costs may vary. Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The Shareholder Helpline can provide information only regarding the completion of Forms of Proxy, submitting your proxies electronically and/or completion of Forms of Election but cannot provide you with investment or tax advice.

If you hold your Shares or Units via the Plans, for information please call the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on 0371 384 2919 (from within the UK) and +44 121 415 0263 (from outside the UK). Network providers' costs may vary. Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that this number is for information in relation to the completion of Plan Forms of Instruction and Plan Voting Forms of Direction only and no investment or tax advice can be given.

Shareholders (including Unitholders), other than Restricted Shareholders, who do not validly complete and return a Form of Election in accordance with the instructions by 6.00 p.m. on 16 February 2018 will be deemed to have elected for the Rollover Option in respect of their entire holding.

Plan Participants who do not validly complete and return a Plan Form of Instruction in accordance with the instructions by 6.00 p.m. on 9 February 2018 will be deemed to have elected for the Rollover Option in respect of their entire holding.

EXPECTED TIMETABLE

2018

Declaration of fourth interim dividend	16 January
Latest time for receipt of Plan Forms of Instruction from Plan Participants	6.00 p.m. on 9 February
Latest time for receipt of Plan Voting Forms of Direction from Plan Participants who hold Shares or Units for use at the First General Meeting and the Class Meetings	12.30 p.m. on 13 February
Time from which it is advised that dealings in Shares and Units will be for cash settlement only and immediate delivery of documents of title	6.00 p.m. on 14 February
Latest time for receipt of Forms of Proxy from Shareholders (including Unitholders) for use at the First General Meeting	12.30 p.m. on 16 February
Latest time for receipt of Forms of Proxy from Shareholders (including Unitholders) for use at the Ordinary Shareholder Class Meeting	12.35 p.m. on 16 February
Latest time for receipt of Forms of Proxy from Shareholders (including Unitholders) for use at the ZDP Shareholder Class Meeting	12.40 p.m. on 16 February
Closing of the Company's register of members and Record Date for participation in the Proposals	6.00 p.m. on 16 February
Latest time for receipt of Forms of Election and TTE Instructions from Shareholders (including Unitholders)	6.00 p.m. on 16 February
Shares disabled in CREST	6.00 p.m. on 16 February
First General Meeting	12.30 p.m. on 20 February
Ordinary Shareholder Class Meeting	12.35 p.m. on 20 February
ZDP Shareholder Class Meeting	12.40 p.m. on 20 February
Latest time for receipt of Plan Voting Forms of Direction from Plan Participants who hold Shares or Units for use at the Second General Meeting	11.30 a.m. on 21 February
Payment of fourth interim dividend	23 February
Latest time for receipt of Forms of Proxy from Shareholders (including Unitholders) for use at the Second General Meeting	11.30 a.m. on 26 February
Calculation Date	5.00 p.m. on 26 February
Opening of the Company's register of members and commencement of dealings in respect of the Reclassified Shares	8.00 a.m. on 27 February
Dealings in Reclassified Shares suspended	7.30 a.m. on 28 February
Second General Meeting	11.30 a.m. on 28 February
Scheme Effective Date and Transfer Date	1 March
Admission of New MATE Shares and dealings in New MATE Shares commence	8.00 a.m. 2 March
CREST accounts credited with New MATE Shares	8.00 a.m. 2 March
Cheques expected to be despatched in respect of the Cash Option and CREST payments made to Shareholders	on or as soon as practicable after 5 March
Cheques expected to be despatched in respect of Plan Participants electing for the Cash Option	on or as soon as practicable after 5 March
Share certificates for New MATE Shares issued under the Scheme expected to be despatched	week commencing 4 March
Cancellation of the Reclassified Shares	as soon as practicable after the Scheme Effective Date

INTERPRETATION

The definitions of the terms used throughout this document are set out on pages 47 to 52.

For the purposes of this document, where the context requires:

- references to 192.13 pence per ZDP Share as the Final Capital Entitlement should be treated as being references to 192.132627 pence per ZDP Share;
- references to 23 January 2018 should be treated as being references to the latest practicable date prior to the publication of this document; and
- references to Shareholders will include Unitholders who will be able to vote and elect to receive their entitlements pursuant to the Scheme in relation to their holdings of ZDP Shares and Ordinary Shares that constitute a component element of their Units.

PART 1
LETTER FROM THE CHAIRMAN
JPMORGAN INCOME & CAPITAL TRUST PLC

(Incorporated in England and Wales with registered number 06453183)
(Registered as an investment company under section 833 of the Companies Act 2006)

Directors:
Sir Laurence Magnus (Chairman)
Sian Hansen
Richard Hills
Sarah MacAulay
James West

Registered Office:
60 Victoria
Embankment
London
EC4Y 0JP

24 January 2018

Dear Shareholder

JPMorgan Income & Capital Trust plc (the “**Company**”) has a fixed life and is due to wind up on 28 February 2018 (the “**Wind up Date**”). The Board of the Company has today announced recommended proposals for a reconstruction of the Company to coincide with the Wind up Date (the “**Proposals**”). Under the Proposals, the Company will be wound up voluntarily pursuant to a scheme of reconstruction under section 110 of the Insolvency Act 1986 (the “**Scheme**”).

Under the Scheme, Shareholders may elect to receive New MATE Shares (the “**Rollover Option**”) and/or cash (the “**Cash Option**”) as further described below. JPMorgan Multi-Asset Trust plc (“**MATE**”) is a newly incorporated UK investment trust managed by JPMorgan Funds Limited (“**JPMF**” or the “**Investment Manager**”) and will only have ordinary shares in issue.

MATE has an objective of income generation and capital growth, while seeking to maintain lower levels of portfolio volatility than traditional equity portfolios. The investment objective and policy of MATE is more fully set out below.

The Proposals are subject to the approval of Shareholders. The purpose of this document is to provide you with further details of the Proposals and to convene two general meetings of the Company to be held on 20 February 2018 and 28 February 2018 (the “**General Meetings**”) and separate class meetings of the Ordinary Shareholders and ZDP Shareholders to be held immediately following the First General Meeting (the “**Class Meetings**”) to seek approval for the implementation of the Proposals.

The Board considers the Proposals to be in the best interests of Shareholders as a whole and recommends Shareholders vote in favour of the Resolutions required to implement the Proposals at the General Meetings and the Class Meetings. Notices of the Meetings are set out at the end of this document.

The Proposals

Under the Proposals, the Company will be voluntarily wound up on 28 February 2018 pursuant to a scheme of reconstruction under section 110 of the Insolvency Act.

Under the Scheme, each ZDP Shareholder (other than any Restricted Shareholder) may elect to receive their final capital entitlement payment of 192.13 pence per ZDP Share (the “**Final Capital Entitlement per ZDP Share**”) in:

- New MATE Shares at 100 pence per New MATE Share; and/or
- cash.

Under the Scheme, each Ordinary Shareholder (other than any Restricted Shareholder) may elect to receive their entitlements on a winding up in:

- New MATE Shares at 100 pence per New MATE Share; and/or
- cash.

Unitholders will be able to elect to receive the entitlements set out above in relation to their holdings of ZDP Shares and Ordinary Shares which make up their aggregate holding of Units.

Shareholders (other than Restricted Shareholders) can make different Elections in respect of different parts of their holdings. Shareholders (other than Restricted Shareholders) who do not make an Election under the Scheme will be deemed to have elected for the Rollover Option. Valid Elections under the Scheme from Shareholders must be received by 6.00 p.m. on 16 February 2018. Valid Elections under the Scheme from Plan Participants must be received by 6.00 p.m. on 9 February 2018. Shareholders (other than Restricted Shareholders) are encouraged to make an Election in respect of their Shares and/or Units by completing and returning a Form of Election (or Plan Form of Instruction, in the case of Plan Participants).

If the Proposals are implemented, such assets of the Company (to be made up solely of cash and cash equivalents) that represent the interests of Shareholders who elect (or are deemed to elect) for the Rollover Option will be transferred to MATE. The consideration for such transfer will be satisfied by the issue of New MATE Shares to such Shareholders. Further details of the Transfer Agreement are set out in paragraph 3 of Part 7 of this document.

The Company's portfolio has seen strong performance in recent months and, in light of the upcoming Winding up Date and market uncertainties, the Board has instructed the Investment Manager to liquidate the Company's portfolio, such that it now comprises solely cash and cash equivalents.

Benefits of the Proposals

Benefits for all Shareholders

The Directors consider that the Proposals provide Shareholders with a greater choice than if the Company were simply to be wound up, since the Proposals enable Shareholders to: (i) continue their investment exposure through a rollover into New MATE Shares; (ii) receive cash; or (iii) receive a combination of cash and New MATE Shares.

Benefits for Shareholders who choose to rollover into New MATE Shares

The Directors consider that the Proposals should have the following additional benefits for Shareholders (including Unitholders) who choose to rollover their investment in the Company into New MATE Shares.

- The opportunity to invest in an investment trust with a primary focus of providing regular dividend income, combined with the potential for long term capital growth.
- Access to a diversified multi-asset portfolio managed by a leading global multi-asset manager.
- A target annual yield of 4.0 per cent. in respect of the first financial period on the Initial Issue Price with a progressive distribution policy.
- They will enable Shareholders to retain market exposure through another investment trust whose portfolio is also managed by JPMorgan and to continue to receive investment returns without triggering an immediate liability to capital gains tax.
- They will enable Shareholders to avoid dealing and other costs, including stamp duty, associated with a share purchase in the secondary market.

Shareholders should carefully consider all the information in this document, including the Risk Factors set out in Part 6. Shareholders (including Unitholders) who are in any doubt as to the contents of this document or as to the action to be taken should immediately seek their own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.

JPMorgan Multi-Asset Trust plc

MATE will be an investment trust company whose shares will be admitted to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. MATE has an objective of income generation and capital growth, while seeking to maintain lower levels of portfolio volatility than traditional equity portfolios, with the aim of paying MATE Shareholders a quarterly dividend.

MATE will pursue a multi-asset strategy. MATE will have no set maximum or minimum exposures to any asset class, geography and sector of investments and will seek to achieve an appropriate spread of risk by investing in a diversified global portfolio of securities and other assets. This flexibility allows the Company to take advantage of the best opportunities to generate income and growth.

Further details on MATE are set out in Part 3 of this document.

Costs of the Proposals

The costs of the Proposals (including all advisers' fees, printing and other ancillary costs of the Proposals but excluding the costs associated with the Scheme Issue) are expected to be approximately £345,000 (inclusive of VAT) and will be borne by the Company. The costs of the Proposals equate to approximately 0.5 pence per Ordinary Share.

The costs of the Scheme Issue will be payable by MATE. The costs of the MATE Issue will be capped at one per cent. of the gross proceeds of the MATE Issue. In the event that the costs and expenses exceed such amount, the Investment Manager will pay such additional costs and expenses over and above the cap.

Dividends

The Company has declared a fourth interim dividend of 2.0 pence per Ordinary Share on 16 January 2018 which will be paid on 23 February 2018 to Ordinary Shareholders on the Register at close of business on 26 January 2018 prior to the Wind up Date.

In light of the timing of the fourth interim dividend payment, relative to the expected Scheme timetable, no dividend reinvestment will be made available to Shareholders.

Any revenues reserves not distributed to Ordinary Shareholders by way of dividends as at 28 February 2018 will, subject to approval of the Proposals by Shareholders, be allocated to the Ordinary Rollover Pool or the Ordinary Cash Pool on the basis of the Elections made by Ordinary Shareholders.

Restricted Shareholders and Overseas Shareholders

Restricted Shareholders and Overseas Shareholders should refer to the sections headed "Restricted Shareholders and Overseas Shareholders" in Parts 2 and 4 of this document.

Taxation

You are advised to read carefully the section headed "Taxation" in paragraph 5 of Part 7 of this document which sets out a general guide to certain aspects of current UK taxation law and HMRC published practice.

If you are in any doubt as to your tax position, or if you may be subject to taxation in a jurisdiction other than the United Kingdom, you are recommended to seek immediately your own personal tax advice from an independent professional adviser.

Shareholder meetings

As described above, the Proposals are conditional on the approval of Shareholders which is being sought at the General Meetings and the Class Meetings.

At the First General Meeting, special resolutions will be proposed which, if passed, will reclassify the Ordinary Shares and the ZDP Shares (whether held separately or in the form of Units), authorise the implementation of the Scheme by the Liquidators and amend the Articles of Association of the Company for the purposes of implementing the Scheme. The resolutions to be proposed at the First General Meeting are conditional of the passing of the resolutions at the Class Meetings.

At the Ordinary Shareholder Class Meeting a special resolution will be proposed to sanction the implementation of the Scheme and any variation of Ordinary Shareholder's rights under the Scheme.

At the ZDP Shareholder Class Meeting a special resolution will be proposed to sanction the implementation of the Scheme and any variation of ZDP Shareholder's rights under the Scheme.

At the Second General Meeting, a special resolution will be proposed to approve the appointment of the Liquidators and the liquidation of the Company (the "**Winding up Resolution**"). In accordance with the Articles, there shall be weighted voting rights on the Winding up Resolution such that the aggregate number of votes cast in favour of the Winding up Resolution is four times the aggregate number of votes cast against the Winding up Resolution and the vote of those Shareholders entitled to vote shall be taken on a poll. The effect of these weighted voting rights is to ensure that the Winding up Resolution will be passed in these circumstances provided that at least one Shareholder votes in favour.

If the Scheme is not approved at the First General Meeting or if the Scheme does not become unconditional, the Winding up Resolution will, in any event, be put to Shareholders at the Second General Meeting.

Further details of the General Meetings and Class Meetings are set out in Part 2 and 4 of this document.

Action to be taken

Details of the action to be taken by Shareholders (including Unitholders) and Plan Participants are set out in Part 4 of this document. It is important that Shareholders and Plan Participants read Part 4 carefully and that Shareholders and Unitholders return their Forms of Proxy as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the appointed time of the relevant Meeting. Plan Participants should refer to Part 4 for the deadlines for submitting their Plan Voting Forms of Direction. In addition, Shareholders and Unitholders should return their Forms of Election so as to be received by no later than 6.00 p.m. on 16 February 2018 (or by 6.00 p.m. on 9 February 2018 for Plan Forms of Instruction).

As an alternative to completing a hard copy Form of Proxy, Shareholders and Unitholders may appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder reference number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites.

If you hold your Shares or Units in uncertificated form (i.e. in CREST) you may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notices of the General Meetings set out at the end of this document). Proxies submitted via CREST for the General Meetings must be transmitted so as to be received by Equiniti Limited by no later than 48 hours (excluding non-working days) before the time of the relevant meeting or (as the case may be) the adjourned meeting.

As the Proposals are conditional on the passing of the Resolutions, Shareholders and Unitholders are requested to complete and return their Form(s) of Proxy (or Plan Voting Form(s) of Direction, in the case of Plan Participants) irrespective of the Election, if any, Shareholders or Unitholders intend to make in respect of their Shares or Units.

Recommendation

The Board, which has received financial advice from Winterflood, considers the Proposals set out in this document to be in the best interests of the Company and Shareholders as a whole. In advising the Board, Winterflood has taken into account the Board's commercial assessment of the Proposals.

Accordingly, the Board unanimously recommends that Shareholders, including Unitholders, vote in favour of all of the Resolutions to be proposed at the General Meetings and the Class Meetings as the Directors intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 215,199 Ordinary Shares (representing 0.31 per cent. of the Ordinary Shares in issue in the Company) and 47,268 ZDP Shares (representing 0.10 per cent. of the ZDP Shares in issue in the Company). The Directors have each confirmed their intention to elect for the Rollover Option in respect of the Shares held by them.

The choice between the Rollover Option and the Cash Option is a matter for each Shareholder or Unitholder to decide and will be influenced by such Shareholder or Unitholder's financial or tax circumstances and their investment objectives. Shareholders or Unitholders who are in any doubt as to the contents of this document or as to the action they should take should consult an appropriately qualified and duly authorised independent financial adviser without delay.

Condolences

The Company announced with great sadness on 20 December 2017 that Sarah Emly, a named investment manager of our portfolio since soon after the launch of the Company in 2008, had passed away after a brave battle against illness. Sarah was a talented fund manager and greatly respected by all members of the Board and by her colleagues at JP Morgan Asset Management. She remained closely involved in managing our portfolio until shortly before her death, demonstrating a determination and optimism in fighting her illness which was inspirational. I am sure that Shareholders will join the Board in sending our condolences to Sarah's family.

Yours sincerely

Sir Laurence Magnus
Chairman

PART 2

FURTHER DETAILS OF THE SCHEME

Implementation and mechanics of the Scheme

The Scheme involves a scheme of reconstruction of the Company under section 110 of the Insolvency Act. As part of the Scheme it is necessary, for technical reasons, to modify the rights attaching to the Ordinary Shares and the ZDP Shares (whether held separately or in the form of Units) and amend the Articles in order to reorganise the Company's share capital to allow the distribution of assets in the manner envisaged under the Scheme and amend the right of Ordinary Shareholders to receive the aggregate revenue reserves by way of a dividend prior to the liquidation of the Company. This is achieved by reclassifying the Shares into separate classes of Reclassified Shares carrying an entitlement to the assets comprising the Cash Pools and the Rollover Pools, as appropriate. The full terms of the proposed amendments are set out in the first special resolution which is set out in the notice convening the First General Meeting on pages 53 to 57 of this document.

A copy of the Articles showing the proposed amendments will be available for inspection at the venue for the General Meetings and Class Meetings, being 60 Victoria Embankment, London EC4Y 0JP, from the date of this document until the close of the First General Meeting. Accordingly, subject (among other conditions) to the passing of the special resolutions set out in the notice convening the First General Meeting, the Ordinary Shares and the ZDP Shares (whether held separately or in the form of Units) will be reclassified with different rights, depending on the Elections made or deemed to be made under the Scheme.

The Scheme is conditional, among other things, upon:

- the passing of the Resolutions to be proposed at the General Meetings and Class Meetings (or at any adjournments thereof) and the Scheme becoming unconditional (including the Transfer Agreement becoming unconditional in all respects);
- the Minimum Proceeds being raised by MATE;
- the UK Listing Authority agreeing to amend the listing of the Shares to reflect their reclassification as Reclassified Shares for the purpose of implementing the Scheme;
- the UK Listing Authority having agreed to admit the New MATE Shares to be issued pursuant to the Scheme to the premium segment of the Official List and the London Stock Exchange having agreed to admit such New MATE Shares to trading on its main market for listed securities; and
- the Board and the Board of MATE resolving to proceed with the Scheme and the Scheme Issue respectively.

Subject to the satisfaction of the conditions above, it is expected that the Scheme will become effective on 1 March 2018.

Each of the Company, the Liquidators and MATE respectively have undertaken to enter into the Transfer Agreement and to use their respective reasonable endeavours to implement the Scheme in accordance with its terms, provided that the conditions of the Scheme are satisfied.

Before any assets are transferred to MATE under the Scheme or set aside to pay Shareholders who have elected for cash pursuant to the relevant Cash Option, the Liquidators will retain cash and other assets in the Liquidation Pool in an amount which they consider sufficient to provide for all liabilities of the Company (including tax and contingent liabilities and an amount for unknown and unascertained liabilities of the Company), the costs of purchasing the interests of any Shareholders who have validly dissented from the Scheme and costs which the Company has agreed to pay (including the costs of the Proposals payable by the Company to the extent not previously paid). The Liquidators retention in respect of unknown and unascertained liabilities is currently expected to be £50,000. There will be no costs of termination of the Investment Management Agreement.

After provision has been made for the Liquidation Pool, the cash, undertaking, assets and other rights of the Company shall be appropriated in the following order:

- first, there shall be appropriated to the ZDP Pools such cash and cash equivalents from the remaining assets of the Company after the appropriation to the Liquidation Pool as shall equal (i) in the case of the ZDP Rollover Pool, the value of the Final Capital Entitlement per ZDP

Share multiplied by the aggregate number of ZDP Shares with “B” rights (including where such ZDP Shares are held in the form of Units) which are ZDP Shares in respect of which Elections have been made, or are deemed to have been made, for New MATE Shares; and (ii) in the case of the ZDP Cash Pool, the value of the Final Capital Entitlement per ZDP Share multiplied by the aggregate number of ZDP Shares with “D” rights (including where such ZDP Shares are held in the form of Units and those ZDP Shares held by Restricted Shareholders) which are ZDP Shares in respect of which Elections have been made, or are deemed to have been made, for the ZDP Cash Option; and

- second, there shall then be appropriated to the Ordinary Pools such *pro rata* proportion of the cash, undertaking, assets and other rights of the Company remaining after the appropriations to the Liquidation Pool and the ZDP Pools referred to above as shall equal (i) in the case of the Ordinary Rollover Pool, the value of the FAV per Ordinary Share multiplied by the aggregate number of Ordinary Shares with “A” rights (including where such Ordinary Shares are held in the form of Units) which are Ordinary Shares in respect of which Elections have been made, or are deemed to have been made, for New MATE Shares; and (ii) in the case of the Ordinary Cash Pool, the value of the FAV per Ordinary Share multiplied by the aggregate number of Ordinary Shares with “C” rights (including where such Ordinary Shares are held in the form of Units and those Ordinary Shares held by Restricted Shareholders) which are Ordinary Shares in respect of which Elections have been made, or are deemed to have been made, for the Ordinary Cash Option, in each case calculated as at the Calculation Date.

The Rollover Pools will then be transferred to MATE pursuant to the terms of the Transfer Agreement. In consideration for such transfers, New MATE Shares will be allotted to the Liquidators as nominees for the Shareholders who have elected or are deemed to have elected for New MATE Shares. See the section headed “Dealings and settlement in MATE Shares” below.

Details of how the FAV per Ordinary Share will be calculated are set out in Part 5 of this document.

The Cash Pools will be used to pay the entitlements of Shareholders (including Restricted Shareholders) who have elected (or are deemed to have elected) for the Cash Option. Further details are contained in the section headed “Settlement of Elections for the Cash Option” below.

Entitlements of Shareholders under the Scheme

In order for an Election to be made validly in respect of any Shares (whether held separately or in the form of Units) under the Scheme, the Shareholder making the Election must be entered in the Register as the holder of such Shares on the Record Date. Shareholders can choose to receive any combination of the Cash Option or Rollover Option in respect of all or part of their holding.

Entitlements of Ordinary Shareholders

In accordance with the Articles, on a winding up of the Company pursuant to a scheme of reconstruction, Ordinary Shareholders are entitled to all of the Company’s revenue profits and surplus assets (including any growth in their value) after any indebtedness has been repaid and the prior entitlement of the ZDP Shareholders has been met in full.

Ordinary Shareholders’ entitlements under the Proposals will be based on the FAV per Ordinary Share. The Company’s formula asset value will be calculated by deducting the following from the Company’s total net assets on the Calculation Date (being 26 February 2018): (i) Liquidators retention of £50,000; (ii) the costs of the Scheme (excluding the costs of the Scheme Issue); and (iii) the aggregate Final Capital Entitlement of the ZDP Shares. This resultant balance will be divided by the number of Ordinary Shares to give the FAV per Ordinary Share.

The number of New MATE Shares to which each Ordinary Shareholder who elects (or is deemed to have elected) for the Ordinary Rollover Option is entitled will be calculated by dividing the FAV per Ordinary Share by the Scheme Issue Price and applying this ratio to the number of Ordinary Shares for which such Election for the Ordinary Rollover Option has been made (or is deemed to have been made).

In the event that Ordinary Shareholders do not return a Form of Election by 6.00 p.m. on 16 February 2018 (or Plan Participants do not return a Plan Form of Instruction by 6.00 p.m. on 9 February 2018) or the Form of Election (or Plan Form of Instruction) is not validly completed, such Ordinary Shareholders (except Restricted Shareholders who will be

deemed to have elected for the Ordinary Cash Option) will be deemed to have elected for the Ordinary Rollover Option in respect of their entire holding of Ordinary Shares. Where Ordinary Shareholders have made a valid Election in respect of only part of their holding, they will be deemed to have elected for the Ordinary Rollover Option for the remainder of their holding.

Entitlements of ZDP Shareholders

In accordance with the Articles, on a winding up, the ZDP Shareholders are entitled to receive a predetermined Final Capital Entitlement per ZDP share of 192.13 pence which ranks behind the Company's creditors, but in priority to the Ordinary Shareholders.

ZDP Shareholder's entitlements under the Proposals will be the Final Capital Entitlement per ZDP Share multiplied by the number of ZDP shares in issue as at the Calculation Date.

The number of New MATE Shares to which each ZDP Shareholder who elects (or is deemed to have elected) for the ZDP Rollover Option is entitled will be calculated by dividing the Final Capital Entitlement per ZDP Share by the Scheme Issue Price and applying this ratio to the number of ZDP Shares for which such Election for the ZDP Rollover Option has been made (or is deemed to have been made).

In the event that ZDP Shareholders do not return a Form of Election by 6.00 p.m. on 16 February 2018 (or Plan Participants do not return a Plan Form of Instruction by 6.00 p.m. on 9 February 2018) or the Form of Election (or Plan Form of Instruction) is not validly completed, such ZDP Shareholders (except Restricted Shareholders who will be deemed to have elected for the ZDP Cash Option) will be deemed to have elected for the ZDP Rollover Option in respect of their entire holding of ZDP Shares. Where ZDP Shareholders have made a valid Election in respect of only part of their holding, they will be deemed to have chosen the ZDP Rollover Option for the remainder of their holding.

Entitlements of Unitholders

Shareholders holding their Shares in the form of Units will be entitled to, in respect of each Unit, an amount equal to the FAV per Ordinary Share in respect of the Ordinary Share component element of the Unit and an amount equal to the Final Capital Entitlement per ZDP Share in respect of the ZDP Share component element of the Unit (each multiplied by the relevant number of each class of Share held).

The Units comprise one ZDP Share and two Ordinary Shares. Unitholders will be able to elect to receive the entitlements set out above in relation to their holdings of ZDP Shares and Ordinary Shares which make up their aggregate holding of Units.

The number of New MATE Shares to which Unitholders electing for New MATE Shares (rather than cash) will be entitled to receive will be calculated on the Calculation Date by dividing the aggregate value of the Ordinary Shares and ZDP Shares comprised in the Units in respect of which they made (or are deemed to have made) an Election for the Rollover Option by the Scheme Issue Price.

In the event that Unitholders do not return a Form of Election by 6.00 p.m. on 16 February 2018 (or Plan Participants do not return a Plan Form of Instruction by 6.00 p.m. on 9 February 2018) or the Form of Election (or Plan Form of Instruction) is not validly completed, such Unitholders (except Restricted Shareholders who will be deemed to have elected for the relevant Cash Option) will be deemed to have elected for the relevant Rollover Option in respect of their entire holding of Units. Where Unitholders have made a valid Election in respect of only part of their holding, they will be deemed to have chosen the relevant Rollover Option for the remainder of their holding.

Illustrative entitlements

For illustrative purposes only, if the Calculation Date had been 19 January 2018 (being the latest practicable date prior to publication of this document), the unaudited formula net asset value of the Company was £158,792,216 (calculated on a bid basis and providing for the estimated costs of the Scheme and the liquidation and after deducting the fourth interim dividend of £1,371,136, being 2.0 pence per Ordinary Share, and the Liquidators retention of £50,000 for unknown, unascertained, unrecorded or contingent liabilities as set out in the Scheme). On this basis, the FAV per Ordinary Share would have been 100.99 pence and the value attributable to each Unit would have been 394.11 pence (representing the value of two Ordinary Shares on the basis of the

FAV per Ordinary Share and the value of one ZDP Share on the basis of the Final Capital Entitlement per ZDP Share).

Had the Proposals been effected on the 19 January 2018 (the latest practicable date prior to publication of this document) and on the basis of the assumptions set out below, the following table illustrates the maximum number of New MATE Shares (or cash where the Cash Option is chosen) which a Shareholder or Unitholder who holds 1,000 Shares or Units is entitled to if they were to choose only the Rollover Option or only the Cash Option.

	For every 1,000 Ordinary Shares	For every 1,000 ZDP Shares	For every 1,000 Units
Rollover Option (entitlement to New MATE Shares)	1,009	1,921	3,941
Cash Option (entitlement to cash)	£1,009.89	£1,921.33	£3,941.11

It should be noted that the FAV per Ordinary Share cannot be calculated until the Calculation Date, and accordingly it may be different from the illustrative value set out above. Such illustrative value should not be regarded as a forecast of the actual FAV per Ordinary Share which may differ from the illustrative value due to market movements and realisation costs, amongst other factors. **In particular and without taking into account the revenue reserves of the Company, unless the total assets of the Company as at the Calculation Date exceed the prior ranking entitlements of the ZDP Shareholders, Ordinary Shares will have no value upon the winding up of the Company and in these circumstances they would not be entitled to receive any cash payment or New MATE Shares, irrespective of any Elections they have made (or are deemed to have made) under the Scheme.**

The Scheme, pursuant to which Shareholders will receive their entitlements under the Proposals, is set out in Part 5 of this document.

Fractions of New MATE Shares

Fractions of New MATE Shares will not be issued and fractional entitlements will be rounded down. Any monetary amounts in respect of fractional entitlements will be paid by the Liquidators to MATE without further New MATE Shares being issued.

Failure to make an Election

In the event that Shareholders or Unitholders do not return a Form of Election by 6.00 p.m. on 16 February 2018 (or Plan Participants do not return a Plan Form of Instruction by 6.00 p.m. on 9 February 2018) or the Form of Election (or Plan Form of Instruction) is not validly completed, such Shareholders or Unitholders (except Restricted Shareholders who will be deemed to have elected for the relevant Cash Option) will be deemed to have elected for the relevant Rollover Option in respect of their entire holding.

Under Elections

If, on any Form of Election or Plan Form of Instruction, a Shareholder, Unitholder or Plan Participant elects for the Rollover Option and/or the Cash Option and the total of his Elections is less than his/her total holding shown on the Form of Election or Plan Form of Instruction or, if different, his/her actual holding as at the Record Date, he/she shall be deemed to have chosen the Rollover Option in respect of the balance of his/her holding.

Excess Elections

If, on any Form of Election or Plan Form of Instruction, a Shareholder, Unitholder or Plan Participant elects for the Rollover Option and/or the Cash Option and the total of his/her Elections exceeds his/her total holding shown on the Form of Election or Plan Form of Instruction or, if different, his/her actual holding as at the Record Date, each Election made by such Shareholder, Unitholder or Plan Participant on that Form of Election/Plan Form of Instruction shall be decreased *pro rata* in respect of the relevant Election (subject to rounding at the discretion of the Directors so as to avoid fractions), so that the total of such Elections shall equate to his/her total holding and, in any such case, such decreased Election shall be deemed to be the Election made by such

Shareholder, Unitholder or Plan Participant on the Form of Election or Plan Form of Instruction for all purposes of this Scheme.

Restricted Shareholders and Overseas Shareholders

Restricted Shareholders will not receive a Form of Election and will be deemed to have chosen the Cash Option and will receive cash from the Company in respect of their entire holding of Shares in accordance with the rights attaching to their Shares as set out in the Articles of Association, unless they have satisfied the Directors and the MATE Directors that it is lawful for MATE to offer and issue New MATE Shares to them under any relevant overseas laws and regulations.

Overseas Shareholders (who are not Restricted Shareholders) may participate in the Scheme, however it is their responsibility to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with the Proposals, further details of which are set out in paragraph 9 of Part 5 of this document.

Dissenting Shareholders

Shareholders (including Unitholders) who do not vote in favour of the special resolution to approve the Scheme at the First General Meeting have the right, under section 111(2) of the Insolvency Act, to dissent from the Scheme in writing to the proposed Liquidators at the Company's registered office within seven days after the passing of such special resolution. In respect of Shareholders who formally dissent from the Scheme by validly exercising their rights under section 111(2) of the Insolvency Act, the Liquidators will retain an amount of cash, undertaking and securities of the Company in the Liquidation Pool which, at their discretion, they believe is sufficient to purchase the interests of such Shareholders. The purchase price for such Dissenting Shareholders' Shares will not exceed that which the Dissenting Shareholder(s) would receive on a straightforward winding up of the Company and will be paid once all the liabilities have been settled or provided for to the Liquidators' satisfaction. Dissenting Shareholders shall not be entitled to participate in any distributions of any remaining balance in the Liquidation Pool after the discharge of the Company's liabilities.

Shareholder meetings

The implementation of the Scheme will require Shareholders to vote in favour of the Resolutions at the General Meetings of the Company which have been convened for 12.30 p.m. on 20 February 2018 and 11.30 a.m. on 28 February 2018. The implementation of the Scheme also requires the sanction of Ordinary Shareholders and ZDP Shareholders at the separate Class Meetings to be held immediately following the First General Meeting. A description of the special resolutions to be proposed at the Meetings is set out below:

First General Meeting

At the First General Meeting special resolutions will be proposed which, if passed and subject to the sanction of Ordinary Shareholders and ZDP Shareholders at the relevant Class Meeting, will:

- (i) reclassify the rights attaching to the Ordinary Shares and the ZDP Shares (whether held separately or in the form of Units) to reflect the Elections made (or deemed to have been made) and accepted for the options under the Scheme;
- (ii) authorise the implementation of the Scheme by the Liquidators, when appointed, including the entry into of the Transfer Agreement by the Liquidators, the renunciation by the Liquidators of the New MATE Shares in favour of the Shareholders in accordance with the Scheme, the Liquidators to purchase the interests of Dissenting Shareholders and the Liquidators to apply to cancel the listing of the Reclassified Shares, with effect from such date as the Liquidators will determine; and
- (iii) amend the Articles of Association for the purposes of implementing the Scheme.

Ordinary Shareholder Class Meeting

At the Ordinary Shareholder Class Meeting a special resolution will be proposed to sanction the implementation of the Scheme and any variation of Ordinary Shareholders' rights under the Scheme.

ZDP Shareholder Class Meeting

At the ZDP Shareholder Class Meeting a special resolution will be proposed to sanction the implementation of the Scheme and any variation of ZDP Shareholders' rights under the Scheme.

Second General Meeting

At the Second General Meeting, a special resolution will be proposed which, if passed, will place the Company into liquidation, appoint the Liquidators and agree the basis of their remuneration, instruct the Company Secretary to hold the books to the Liquidators' order and provide the Liquidators with appropriate powers to carry into effect the amendments made to the Articles of Association at the First General Meeting.

If the Scheme is not approved at the First General Meeting or if the Scheme does not become unconditional, the Winding up Resolution will, in any event, be put to Shareholders at the Second General Meeting. The Winding up Resolution is guaranteed to be passed as a result of weighted voting rights contained in the Articles. In these circumstances, all Shareholders will receive cash distributions in the Company's liquidation to the extent they are entitled to such distributions under the Articles.

Shareholders should be aware that if the Scheme is not approved and they have capital gains and were intending to rollover, instead they will receive cash which may be liable to tax.

Dealings in Shares and Reclassified Shares

The Shares will be disabled in CREST at 6.00 p.m. on 16 February 2018. The last time for trading in the Shares on the London Stock Exchange for normal settlement will be 6.00 p.m. on 24 February 2018. After 6.00 p.m. on 24 February 2018, dealings for normal settlement will be for cash settlement only and, in the case of certificated Shares, will only be registered if documents of title are delivered immediately.

If the Resolutions are passed at the First General Meeting, an amendment to the Official List will be made in respect of the Reclassified Shares. It is expected that such amendment to the Official List will become effective and that dealings in the Reclassified Shares will commence with effect from 8.00 a.m. on 2 March 2018. For the purposes of dealings in the Reclassified Shares, all Shareholders will be treated as certificated holders and existing documents of title will remain valid. Dealings in the Reclassified Shares will be for cash settlement only.

If Shareholders dispose of their Shares or Units otherwise than through the London Stock Exchange, they must make their own arrangements with the other parties concerned as regards to entitlements under the Scheme. For the avoidance of doubt, the Company's register of members will remain open until the Scheme Effective Date. Conditional upon the Resolutions at the First General Meeting being passed, an application will be made to the UK Listing Authority for the listing of the Reclassified Shares to be suspended at 7.30 a.m. on 28 February 2018 and it is intended that subject to the Scheme becoming unconditional and effective, such listing will be cancelled with effect from such date as the Liquidators will determine.

Settlement of Elections for the Cash Option

Shareholders who wish to receive cash under the Scheme in respect of their Shares or Units must elect for the Cash Option as Shareholders who fail to make a valid Election will, unless they are Restricted Shareholders, be deemed to have elected for the Rollover Option in respect of their entire holding. Restricted Shareholders will be deemed to have elected for the Cash Option in respect of their entire holding.

If the Scheme becomes effective, on or following the Scheme Effective Date, the Liquidators shall distribute to Shareholders who have chosen the relevant Cash Option the cash amounts due to such Shareholders, with entitlements to cash being rounded down to the nearest penny.

Cheques in respect of the cash due in respect of Elections made and accepted for the Cash Option to Shareholders who hold their Shares or Units in certificated form are expected to be despatched by the Liquidators in the week commencing 5 March 2018. Shareholders who hold their Shares or Units in uncertificated form (that is, in CREST) will receive payment of the cash amounts due to them during the week commencing 5 March 2018 through the CREST system.

Any interest accruing on cash balances held by the Liquidators pending presentation of cheques by Shareholders who have chosen the Cash Option under the Scheme will accrue to the Liquidation Pool.

Dealings and settlement in New MATE Shares

Applications will be made by MATE to the UK Listing Authority for the New MATE Shares to be issued pursuant to the Scheme to be admitted to the premium segment of the Official List and to the London Stock Exchange for such shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

If the Scheme becomes effective, the first day of dealings in the New MATE Shares issued under the Scheme is expected to be 2 March 2018.

The New MATE Shares will be in registered form and may be held in either certificated or uncertificated form.

Shareholders who hold their Shares or Units in certificated form at the Scheme Effective Date will receive their New MATE Shares in certificated form. It is expected that share certificates in respect of such New MATE Shares will be despatched to the Shareholders entitled to them during the week commencing 5 March 2018 or as soon as practicable thereafter.

Shareholders who hold their Shares or Units in uncertificated form at the Scheme Effective Date will receive their New MATE Shares in uncertificated form, although MATE reserves the right to issue such shares in certificated form. In normal circumstances this is only likely to be exercised in the event of an interruption, failure or breakdown of CREST or of the facilities or system operated by MATE's registrars in connection with CREST. MATE will procure that instructions are given to credit the appropriate stock accounts in the CREST system with the relevant entitlements to New MATE Shares in uncertificated form. The stock accounts so credited will be those accounts held under the same participant ID and member account ID as those appearing in the relevant TTE Instruction. It is expected that CREST stock accounts will be credited with the New MATE Shares on 2 March 2018.

Share certificates

Existing certificates in respect of Shares/Units will cease to be of value for any purpose following the implementation of the Scheme and such certificates should be destroyed upon receipt of the cash and/or New MATE Shares to which the relevant Shareholder or Unitholder is entitled under the Scheme.

Distributions from the Liquidation Pool

To the extent that any part of the Liquidation Pool is not required to meet the Company's liabilities, the balance remaining in the hands of the Liquidators will be paid as one or more liquidation distributions to Ordinary Shareholders (whether their Ordinary Shares are held separately or in the form of Units) who are on the Company's register of members at the close of business on the Scheme Effective Date (excluding Dissenting Shareholders) on a *pari passu* basis *pro rata* to their respective holdings of Ordinary Shares (or holding of ZDP Shares to the extent ZDP Shareholders have not received their Final Capital Entitlement per ZDP Share), provided that if any such amount otherwise payable to a Ordinary Shareholder is less than £5.00, it will not be paid to such Ordinary Shareholder but will be transferred by the Liquidators to a charity, Ovarian Cancer Action (Registered Charity Number 1109743) (the "**Nominated Charity**").

Despatch of documents and remittances

All documents and remittances despatched to or from Shareholders or their appointed agents in connection with the Scheme will be despatched at Shareholders' own risk and no acknowledgement will be issued in respect of receipt of Forms of Election.

Existing mandates

Each mandate in force duly notified to the Company as at the Record Date relating to payment of dividends in relation to the Ordinary Shares and each instruction relating to the Ordinary Shares and ZDP Shares then in force as to notices and communication preferences from the Company will, unless and until varied or revoked, be deemed, from and including the Scheme Effective Date,

to be a valid and effective mandate or instruction to MATE in relation to the New MATE Shares allotted and issued to such Shareholders in accordance with the Scheme.

PART 3

JPMORGAN MULTI-ASSET TRUST PLC

Any investment in JPMorgan Multi-Asset Trust plc will be governed by the MATE Prospectus which accompanies this document (except where this document has been sent to Restricted Shareholders). Accordingly Shareholders are required to read the MATE Prospectus and in particular the risk factors contained therein prior to deciding whether or not to make an Election for New MATE Shares.

Introduction

MATE will be an investment trust company whose shares will be admitted to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange.

JPMorgan Funds Limited has been appointed as MATE's investment manager and alternative investment fund manager. J.P. Morgan Asset Management (of which the Investment Manager is the UK regulated entity), is the investment management business of J.P. Morgan Chase and Co., and is one of the largest active asset managers in the world. J.P. Morgan Chase and Co. provides investment management products and services to institutional and individual investors worldwide and as at 31 December 2017 had total assets under management of approximately US\$2.0 trillion.

MATE will pursue a multi-asset strategy. MATE has no set maximum or minimum exposures to any asset class, geography and sector of investments and will seek to achieve an appropriate spread of risk by investing in a diversified global portfolio of securities and other assets. This flexibility allows the Company to take advantage of the best opportunities to generate income and growth. MATE's objective will be income generation and capital growth, with the aim of paying MATE Shareholders a quarterly dividend.

The lead portfolio managers of the Company will be Talib Sheikh, Katy Thorneycroft and Gareth Witcomb. Talib, Katy and Gareth are all portfolio managers in the Multi-Assets Solutions Team and have over 50 years of investment experience between them.

All Directors of the Company have been appointed to the MATE Board.

MATE is seeking to raise Gross Proceeds of £150 million, subject to Minimum Proceeds of £50 million. In the event that the Scheme does not become effective, but the Minimum Proceeds are raised MATE will be established. The share capital of MATE will be denominated in Sterling and, depending on the amount raised pursuant to the Issues, will upon Initial Admission consist of up to 250 million Shares. The MATE Directors will apply the net proceeds of the Issues in accordance with the Company's investment policy.

Investment objective and policy

Investment objective

MATE has an objective of income generation and capital growth, while seeking to maintain lower levels of portfolio volatility than traditional equity portfolios.

Investment policy

MATE will seek to achieve its investment objective through a multi-asset strategy, maintaining a high degree of flexibility with respect to asset class, geography and sector of the investments selected for the portfolio.

MATE has no set maximum or minimum exposures to any asset class, geography and sector of investments and will seek to achieve an appropriate spread of risk by investing in a diversified global portfolio of securities and other assets. This includes, but is not limited to, the following asset classes:

- equities and equity linked securities including developed market equities and emerging market equities;
- fixed interest securities including government securities, corporate bonds, high yield bonds, emerging market debt, convertible securities and asset backed securities;
- alternative assets including infrastructure, property and other illiquid investments; and

- derivatives including over the counter and on exchange traded options, financial futures, forward contracts and contracts for difference.

MATE will actively allocate across asset classes to seek to achieve attractive risk adjusted returns, based on the Investment Manager's views.

MATE intends to obtain investment exposure by selecting individual portfolio management teams, within J.P. Morgan Asset Management each focused on their specialist asset class. This may be through bespoke mandates managed on behalf of MATE by the relevant team or by investing directly in funds managed by J.P. Morgan Asset Management.

Investment restrictions

The Company has the following investment restrictions at the time of investment, calculated on the Company's total assets:

1. no individual investment may exceed 15 per cent. with the exception of developed countries government bonds and funds;
2. no single developed country government bond or fund will exceed 30 per cent.;
3. for investment in funds, on a look-through basis, no individual investment may exceed 15 per cent.; and
4. equities and fixed income securities will represent not less than 50 per cent.

MATE may invest in closed-end funds and exchange-traded funds provided they are quoted on a recognised investment exchange. MATE may invest in cash and cash equivalents including money market funds, treasuries and gilts.

No more than 10 per cent. of MATE's total assets may be invested in other listed closed-ended investment companies, provided that this restriction does not apply to investments in any such listed closed-ended investment companies which themselves have published investment policies to invest no more than 15 per cent. of their total assets in other closed-ended investment companies, in which case the limit will be no more than 15 per cent. of MATE's total assets.

Gearing

MATE may use gearing, in the form of borrowings and derivatives, to seek to enhance returns over the long term. Borrowings may be in sterling or other currencies. Total borrowings will not exceed 20 per cent. of net asset value at the time of drawdown. Total net investment exposure, including derivative exposure, would not normally be expected to exceed 120 per cent. of net asset value.

Derivatives

MATE may use derivatives for investment purposes, to seek to enhance portfolio returns and for efficient portfolio management, to reduce, transfer or eliminate risk in its investments, including protection against currency risks, or to offset exposure to a specific market. Any use of derivatives for investment purposes will be made on the basis of the same principles of risk spreading and diversification that apply to MATE's investments, within specific limits described in 'Investment restrictions' and 'Gearing' above.

Currency

MATE will usually hedge currency risk to Sterling, with the exception of emerging market currencies, however, MATE may, as part of the overall asset allocation process retain currency exposure as part of its investment strategy.

Material changes to the investment policy

No material change will be made to MATE's investment policy without MATE Shareholder approval.

Target returns to Shareholders

MATE will aim to achieve a total return of 6 per cent., over the long term through a combination of income and capital growth. MATE will seek to achieve these target returns whilst maintaining lower levels of volatility than an equity portfolio. Investors should note that the target return is a target only and not a forecast or estimate of future profits. There can be no assurance that any target return will be met.

Distribution policy

MATE seeks to achieve income and capital returns through investment in a diversified portfolio of assets, which is expected to provide for a progressive dividend policy. MATE's financial year end is 28/29 February, with MATE's first accounting period ending on 28 February 2019. MATE intends to pay a distribution of 4.0 pence in respect of the first financial period which would equate to a distribution yield of 4.0 per cent. on the Initial Issue Price.

To the extent that the payment of a distribution represents an amount greater than the Company's net income (calculated as revenue less the operating costs of the Company), such payment would decrease the Net Asset Value of the Company. To the extent that the Company's net income (again calculated as received revenue less the operating costs of the Company charged to the revenue column of the Company's income statement) in any financial year exceeds the amount paid as distribution, this excess may be retained for use in smoothing future payments. Any amount so retained would increase the Net Asset Value of the Company.

Investors should note that the target distribution is a target only and not a forecast or estimate of future profit. There can be no assurance that any future dividend or distribution will be met.

MATE intends to declare quarterly distributions, with MATE's first distribution expected to be declared in June 2018 in respect of the period ending 31 May 2018.

The MATE Directors intend to apply the "streaming" regime to any dividends paid by MATE. MATE is expected to pay both ordinary corporate dividends and distributions which are designated as payments of interest for tax purposes. Further details in relation to the taxation of dividends are set out in paragraph 2.2 of Part 7 of the MATE Prospectus.

The Investment Manager

Subject to the overall supervision of the MATE Board, MATE will be managed by JPMorgan Funds Limited. The Investment Manager will be entitled to receive from MATE a management fee, calculated and payable monthly in arrears, at a rate of 0.65 per cent. of the NAV per annum on amounts up to £250 million and 0.60 per cent. per annum on amounts above £250 million. The secretarial costs of MATE are included in the management fee. No performance fee will be payable to the Investment Manager.

Investment Opportunity

MATE's investment policy is designed to be flexible with respect to asset class, geography and sector of the securities selected. This flexibility allows the Investment Manager to take advantage of the best opportunities to generate income and growth. The Investment Manager takes a medium to long-term view of markets, acting on investment themes that the Investment Manager believes are appropriate for such period.

The Investment Manager believes that market exposure to a number of asset classes is necessary in order to meet MATE's objective of generating income and capital growth. It expects that the core constituents of the portfolio will include high yield bonds, emerging market debt, investment grade bonds and global equities.

The Investment Manager will also look to exploit the income and growth offered by investing in illiquid assets. The structure of MATE as a closed-ended investment company, allows a higher allocation to illiquid securities than an open-ended fund, such as an OIEC or SICAV, which usually require daily liquidity. Examples of illiquid assets that the Investment Manager may consider include alternative assets, such as infrastructure, as well as investing in less liquid bond and equities.

Overall the Investment Manager is looking to exploit the relative attractiveness of assets over the long term through a market cycle whilst maintaining diversification. The Investment Manager believes its ability to allocate to investments across the capital structure, whilst also adjusting asset class weights, will assist in managing downside volatility.

Continuation Vote

Under the MATE Articles, the MATE Directors are required to propose an ordinary resolution that MATE continues its business as a closed-ended investment company at the fifth annual general meeting of MATE expected to be held in 2023. If the continuation vote is passed by a simple majority, the MATE Directors are required to put a further continuation vote to MATE Shareholders at the annual general meeting of MATE every fifth year thereafter.

If any continuation vote is not passed, the MATE Directors are required to put forward proposals for the reconstruction of MATE to the MATE Shareholders for their approval within six months following the date on which the continuation vote is not passed. These proposals may or may not involve winding up MATE and, accordingly, failure to pass the continuation vote will not necessarily result in the winding up of MATE.

Discount and premium control

MATE will issue new MATE Shares when demand exceeds supply and buy back MATE Shares when supply exceeds demand, and the MATE Directors consider it appropriate. The MATE Board recognises that it is in the interests of MATE Shareholders to maintain a share price as close as possible to the net asset value per MATE Share.

The MATE Directors have been given authority, in accordance with the Companies Act, to allot new Ordinary Shares for cash on a non pre-emptive basis. The MATE Directors will seek additional authority annually and at other times should this prove necessary.

The MATE Directors have also been granted authority to buy back up to 14.99 per cent. of the MATE Shares in issue immediately following completion of the Scheme. Any buy back of MATE Shares will be made subject to the Companies Act and within guidelines established from time to time by the MATE Board and the making and timing of any buy backs will be at the absolute discretion of the MATE Board. The MATE Directors are authorised to cancel any MATE Shares purchased under this authority or to hold them in treasury. Purchases of MATE Shares will be made only through the market for cash at prices below the prevailing net asset value of the MATE Shares (as last published). Such purchases will also be made only in accordance with the rules of the UKLA, which provide that the maximum price to be paid must not be more than the higher of 105 per cent. of the average middle market quotations for the MATE Shares for the five business days before the purchase is made and the higher of the price of the last independent trade in the MATE Shares and the highest current independent bid for such MATE Shares. The minimum price which may be paid for such purchases is nominal value of a MATE Share.

Further information on MATE and the New MATE Shares is set out in the MATE Prospectus.

PART 4

ACTION TO BE TAKEN

Shareholders (including Unitholders) should read the following sections of this document carefully. If Shareholders or Unitholders are unsure as to what action they should take or how to take any action, they are recommended to seek immediately their own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.

The General Meetings and the Class Meetings

The implementation of the Scheme will require Shareholders to vote in favour of the Resolutions at the General Meetings of the Company which have been convened for 12.30 p.m. on 20 February 2018 and 11.30 a.m. on 28 February 2018. The implementation of the Scheme also requires the sanction of Shareholders as the separate Ordinary Shareholder Class Meeting and ZDP Shareholder Class Meetings which will follow the First General Meeting. The notices convening the General Meetings are set out at the end of this document. The General Meetings and the Class Meetings will be held at 60 Victoria Embankment, London EC4Y 0JP.

A description of the special resolutions to be proposed at the General Meetings and Class Meetings is set out in Part 2 of this document.

All Shareholders (including Unitholders) are entitled to attend and vote at the General Meetings and Class Meetings in respect of their holdings of Ordinary Shares and/or ZDP Shares.

If the Scheme is not approved at the First General Meeting or if the Scheme does not become unconditional, the Winding up Resolution will, in any event, be put to Shareholders at the Second General Meeting. The Second General Meeting will be convened on 28 February 2018 and, in accordance with the Articles, should the Scheme not be approved at the First General Meeting or if the Scheme does not become unconditional, there shall be weighted voting rights on the Winding up Resolution such that the aggregate number of votes cast in favour of the Winding up Resolution is four times the aggregate number of votes cast against the Winding up Resolution and the vote of those Shareholders entitled to vote shall be taken on a poll. The effect of these weighted voting rights is to ensure that the Winding up Resolution will be passed in these circumstances provided that at least one Shareholder votes in favour. In these circumstances, all Ordinary Shareholders will receive a cash distribution in the Company's liquidation equal to all of the Company's surplus assets after any indebtedness has been repaid and the prior entitlement of the ZDP Shareholders has been met in full. ZDP Shareholders will also be entitled to receive a cash distribution in the Company's liquidation equal to the predetermined final capital entitlement of 192.13 pence per ZDP Share which ranks behind the Company's creditors but in priority to the Ordinary Shares (except for any revenue profits).

Forms of Proxy

Shareholders will find enclosed with this document a YELLOW Form of Proxy for use at the First General Meeting and a RED Form of Proxy for use at the Second General Meeting. Ordinary Shareholders will find enclosed a WHITE Form of Proxy for use at the Ordinary Shareholder Class Meeting and ZDP Shareholders will find enclosed a BLUE Form of Proxy for use at the ZDP Shareholder Class Meeting.

Whether or not you intend to be present at the General Meetings or Class Meetings, you are requested to complete and sign the applicable Forms of Proxy and return them, in accordance with the instructions printed thereon, to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA United Kingdom as soon as possible, but in any event so as to be received by no later than 12.30 p.m. on 16 February 2018 in respect of the First General Meeting, 12.35 p.m. on 16 February 2018 in respect of the Ordinary Shareholder Class Meeting, 12.40 p.m. on 16 February 2018 in respect of the ZDP Shareholder Class Meeting and by no later than 11.30 a.m. on 26 February 2018 in respect of the Second General Meeting.

As an alternative to completing a hard copy Form of Proxy, a proxy may be appointed electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder reference number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service,

Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites.

CREST members who wish to appoint a proxy for the General Meetings through the CREST electronic proxy appointment service are referred to Note (ix) to the Notices of the General Meetings and the Notices of the Class Meetings. Completion and return of a Form of Proxy (including online) or the giving of a CREST Proxy Instruction will not preclude a Shareholder from attending the General Meetings or Class Meetings in person if he or she so wishes. Proxies submitted via CREST for the General Meetings must be transmitted so as to be received by Equiniti Limited by no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting, Class Meeting or (as the case may be) the adjourned meeting.

Making an Election

Action for holders of Shares or Units in certificated form

The personalised Form of Election enclosed with this document is for use by Shareholders (including Unitholders) (other than Restricted Shareholders) who hold their Shares or Units in certificated form and allows such Shareholders to indicate whether they wish to receive New MATE Shares and/or cash under the Scheme in respect of their investment in the Company.

Shareholders (other than Restricted Shareholders) should read the Form of Election carefully, complete the appropriate boxes and return it by post in the enclosed reply-paid envelope for with a UK registered address only or by post or by hand using your own envelope (during normal business hours) to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom as soon as possible but in any event so as to arrive by no later than 6.00 p.m. on 16 February 2018.

Forms of Election, once submitted, will be irrevocable without the consent of the Directors.

You should note that, if you hold Shares or Units in both certificated and uncertificated form, you should complete a Form of Election for your certificated holding only and follow the procedure set out below under the heading “Action for holders of Shares or Units in uncertificated form” in relation to your uncertificated holding.

If you hold your Shares or Units in certificated form, but under different designations, you should complete a separate Form of Election in respect of each designation.

If you have any queries relating to the completion of Form(s) of Election and/or require additional form(s) please contact the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on 0371 384 2919 (from within the UK) and +44 121 415 0263 (from outside the UK). Network providers’ costs may vary. Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The Shareholder Helpline can only provide information regarding the completion of Forms of Proxy and/or Forms of Election but cannot provide you with investment or tax advice.

Restricted Shareholders will not be provided with a Form of Election and will receive cash under the Proposals unless they have satisfied the Directors and the MATE Directors that it is lawful for MATE to offer and issue New MATE Shares to them under any relevant overseas laws and regulations.

Action for holders of Shares or Units in uncertificated form

If your Shares or Units are held in uncertificated form, you should not complete a Form of Election in respect of such Shares or Units. Instead, you should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Shares or Units in respect of which you are electing for one or both of the options available under the Scheme to an escrow balance, specifying Equiniti Limited in its capacity as escrow agent under its participant ID referred to below, as soon as possible and in any event so that the transfer to escrow settles not later than 6.00 p.m. on 16 February 2018. You should send (or, procure that your CREST sponsor sends) a TTE Instruction to Euroclear which may be properly authenticated in accordance with Euroclear’s specifications and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the number of Shares or Units to be transferred to an escrow balance;

- your member account ID;
- your participant ID;
- the participant ID of Equiniti Limited in its capacity as CREST receiving agent, which is:
Ordinary Shares – 6RA44
ZDP Shares – 6RA45
Units – 6RA50
- the member account ID of Equiniti Limited, which for these purposes is:
Rollover Option – MATEORD
Cash Option – CASH
- the ISIN number for the Ordinary Shares which is GB00B2NBJ068, for the ZDP Shares which is GB00B2NBJ282 and for the Units which is GB00B2NBJ407, as applicable;
- the corporate action number for the Elections, which is allocated by Euroclear and can be found by viewing the relevant corporate actions details in CREST;
- a contact name and number, which should be inserted in the shared note field of the TTE Instruction;
- the intended settlement date for the transfer to escrow, which should be as soon as possible and in any event by no later than 6.00 p.m. on 16 February 2018; and
- the standard delivery instruction priority, which is 80.

Any Shareholder or Unitholder who is a CREST sponsored member, should refer to its CREST sponsor before taking any action. A Shareholder's/Unitholder's CREST sponsor will be able to confirm details of such Shareholder's/Unitholder's participant ID and member account ID under which the Shares or Units are held. In addition, only a Shareholder's/Unitholder's CREST sponsor will be able to send the TTE Instruction in relation to the Shares or Units for which they wish to choose one or more of the options available under the Scheme.

After settlement of the TTE Instructions, you will not be able to access the Shares or Units in CREST for any transaction or for charging purposes, notwithstanding that they will be held by Equiniti Limited as escrow agent. You are recommended to refer to the CREST Manual for further information on the CREST procedures outlined above.

The last date for receipt of Forms of Election and TTE Instructions is 16 February 2018. The Record Date, being the date for determining which Shareholders are entitled to make Elections under the Scheme, is 6.00 p.m. on 16 February 2018.

Shareholders should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will, therefore, apply in connection with the TTE Instruction and its settlement. Shareholders should therefore ensure that all necessary action is taken by them (or by their CREST sponsor) to enable a TTE Instruction relating to the Shares or Units to settle prior to 6.00 p.m. on 16 February 2018. Shareholders are referred in particular to those sections of the CREST Manual concerning the practical limitations of the CREST system and timings.

Failure to make an Election

In the event that Shareholders (including Unitholders) do not return a Form of Election by 6.00 p.m. on 16 February 2018 or the Form of Election is not validly completed, such Shareholders (except Restricted Shareholders who will be deemed to have elected for the Cash Option) will be deemed to have elected for the relevant Rollover Option in respect of their entire holding.

Under Elections

If, on any Form of Election a Shareholder elects for one or both options and the total of his Elections is less than his total holding shown on the Form of Election or, if different, his actual holding as at the Record Date, he shall be deemed to have elected for the relevant Rollover Option in respect of the balance of his holding.

Excess Elections

If, on any Form of Election, a Shareholder or Unitholder chooses one or more options and the total of his Elections exceeds his total holding shown on the Form of Election or, if different, his actual

holding as at the Record Date, each Election made by such Shareholder or Unitholder on that Form of Election shall be decreased *pro rata* in respect of the relevant Election (subject to rounding at the discretion of the Directors so as to avoid fractions), so that the total of such Elections shall equate to his total holding and, in any such case, such decreased Election shall be deemed to be the Election made by such Shareholder or Unitholder on the Form of Election for all purposes of the Scheme.

Plan Participants

Voting at the Meetings

Arrangements have been made for Plan Participants holding Shares and/or Units to receive Plan Voting Forms of Direction. Plan Participants should read carefully the letter accompanying this document from JPMAM and indicate their voting instructions by completing the enclosed Plan Voting Forms of Direction for each of the General Meetings and the Class Meetings. Please complete and return the appropriate Plan Voting Forms of Direction for each meeting. The Plan Voting Forms of Direction are for use by Plan Participants. Plan Participants are requested to complete the Plan Voting Forms of Direction and return them to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom in accordance with the instructions printed thereon, so as to be received by no later than 12.30 p.m. on 13 February 2018 in respect of the First General Meeting and the Class Meetings and by no later than 11.30 a.m. on 21 February 2018 in respect of the Second General Meeting.

Plan Participants who wish to attend the General Meetings and Class Meetings may do so by completing the "Admission Card" section on the relevant Plan Voting Form of Direction.

Making an Election

Enclosed is a GREY Plan Form of Instruction for use by Plan Participants who hold their Shares or Units through the JPMorgan – Investment Account, a RED Plan Form of Instruction for use by Plan Participants who hold their Shares or Units through the JPMorgan ISA and a DARK GREEN Plan Form of Instruction for use by Plan Participants who hold their Shares or Units through the JPMorgan Junior ISA.

Plan Participants are requested to complete the appropriate Plan Form of Instruction and return it to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom in accordance with the instructions printed thereon, so as to be received by no later than 6.00 p.m. on 9 February 2018.

Failure to make an Election

Plan Participants who do not make a valid Election for the purposes of the Scheme will be deemed to have elected for the relevant Rollover Option in respect of their entire holding.

Under Elections

If, on any Plan Form of Instruction, a Plan Participant chooses one or both options and the total of his Elections is less than his total holding shown on the Plan Form of Instruction or, if different, his actual holding as at the Record Date, he shall be deemed to have elected for the relevant Rollover Option in respect of the balance of his holding.

Excess Elections

If, on any Plan Form of Instruction, a Plan Participant elects for one or both options and the total of his Elections exceeds his total holding shown on the Plan Form of Instruction or, if different, his actual holding as at the Record Date, each Election made by such Plan Participant on that Plan Form of Instruction shall be decreased *pro rata* in respect of the relevant Election (subject to rounding at the discretion of the Directors so as to avoid fractions), so that the total of such Elections shall equate to his total holding and, in any such case, such decreased Election shall be deemed to be the Election made by such Plan Participant on the Plan Form of Instruction for all purposes of this Scheme.

Restricted Shareholders and Overseas Shareholders

The terms of the Proposals, as they relate to Overseas Shareholders, may be affected by laws of the relevant jurisdiction. Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements.

It is the responsibility of Overseas Shareholders who are not Restricted Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with the Proposals, including the obtaining of any governmental or other consents which may be required, compliance with necessary formalities and the payment of any issue, transfer or other taxes due to such jurisdiction.

Overseas Shareholders should note, however, that if they have registered addresses in the United States, Canada, Australia, Japan, the Republic of South Africa or any EEA State (other than the United Kingdom) they are deemed to be Restricted Shareholders and not meant to receive Forms of Election, Plan Forms of Instruction or the MATE Prospectus, and will be deemed under the terms of the Scheme to have made irrevocable Elections for the Cash Option unless they have satisfied the Directors in both their capacity as Directors and MATE Directors that it is lawful for MATE to offer and issue New MATE Shares to them under any relevant overseas laws and regulations.

Shareholders who are subject to taxation outside the United Kingdom should consult their tax advisers as to the tax effect of the Proposals on them.

Further information in relation to Restricted Shareholders and Overseas Shareholders is set out in paragraph 9 of Part 5 of this document.

PART 5

THE SCHEME

1. Definitions and interpretation

Words and expressions defined on pages 47 to 52 have the same meanings when used in this Scheme. Save as otherwise provided in this Scheme, any Shares (whether held separately or in the form of Units) held by persons who validly exercise their rights under section 111(2) of the Insolvency Act, shall be disregarded for the purposes of this Scheme. Nothing in this Scheme or in any document executed under or in connection with this Scheme shall affect the rights of any persons who have validly exercised their rights under section 111(2) of the Insolvency Act.

2. Elections and entitlements under the Scheme

- 2.1 Subject to the Resolutions contained in the Notice of the First General Meeting and the Notice of the Class Meetings being passed and becoming unconditional:
- 2.1.1 the Ordinary Shares in respect of which the holders have made, or are deemed to have made, valid Elections for the Ordinary Rollover Option will be reclassified as Ordinary Shares with “A” rights;
 - 2.1.2 the ZDP Shares in respect of which the holders have made, or are deemed to have made, valid Elections for the ZDP Rollover Option will be reclassified as ZDP Shares with “B” rights,
 - 2.1.3 the Ordinary Shares in respect of which the holders have made, or are deemed to have made, valid Elections for the Ordinary Cash Option will be reclassified as Ordinary Shares with “C” rights; and
 - 2.1.4 the ZDP Shares in respect of which the holders have made, or are deemed to have made, valid Elections for the ZDP Cash Option will be reclassified as ZDP Shares with “D” rights.
- 2.2 Whether or not such Shares are held in the form of Units, the rights of the Ordinary Shares and the ZDP Shares following the passing of such Resolutions will be the rights attaching to the new classes of Shares with “A” rights, “B” rights, “C” rights and “D” rights all as set out in Articles 8A and 8B to be inserted in the Articles of Association of the Company pursuant to the first Resolution contained in the Notice of the First General Meeting and references to Shareholders shall be construed accordingly.
- 2.3 On or as soon as practicable after the Calculation Date, the Investment Manager, in consultation with the Liquidators, shall calculate, for the purposes of determining the FAV per Ordinary Share, the total assets of the Company (the “**Total Assets**”) as being the aggregate value thereof as valued in accordance with paragraph 4.1 below as at 5.00 p.m. on the Calculation Date. Specified testing procedures will be carried out on the net value calculation and the calculation of the FAV per Ordinary Share by Ernst & Young LLP.
- 2.4 In advance of the Calculation Date, the Investment Manager (or its agent) will have, to the extent practicable and required, realised or realigned the undertaking and businesses carried on by the Company in accordance with the Scheme and the Elections made, or deemed to have been made, by Shareholders and Plan Participants so that, so far as practicable, the Company will hold, in addition to the assets to be appropriated to the Liquidation Pool, separate investment portfolios in the Rollover Pools as will, on or before the Scheme Effective Date, be suitable for transfer to MATE and will be so transferred on the Scheme Effective Date, by virtue of the Transfer Agreement.
- 2.5 The Form of Election and the Plan Forms of Instruction and the provisions set out thereon shall form part of this Scheme. Forms of Election and Plan Forms of Instruction submitted by facsimile shall not be valid and effective.
- 2.6 If, on any Form of Election or Plan Form of Instruction, a Shareholder, Unitholder or Plan Participant makes an Election for one or both of the Rollover Option and the Cash Option and the total of his Elections is less than his total holding shown on the Form of Election or Plan Form of Instruction or, if different, his actual holding as at the Record Date, he shall be deemed to have elected for the Rollover Option in respect of the balance of his holding.

- 2.7 If, on any Form of Election or Plan Form of Instruction, a Shareholder, Unitholder or Plan Participant makes an Election for one or both of the Rollover Option and the Cash Option and the total of his Elections exceeds his total holding shown on the Form of Election or Plan Form of Instruction or, if different, his actual holding as at the Record Date, each Election made by such Shareholder, Unitholder or Plan Participant on that Form of Election/Plan Form of Instruction shall be decreased *pro rata* in respect of the relevant Election (subject to rounding at the discretion of the Directors so as to avoid fractions), so that the total of such Elections shall equate to his total holding and, in any such case, such decreased Election shall be deemed to be the Election made by such Shareholder, Unitholder or Plan Participant on the Form of Election or Plan Form of Instruction for all purposes of this Scheme.
- 2.8 Shareholders (other than Restricted Shareholders) who do not validly complete and return a Form of Election or send a TTE instruction in respect of their Elections in accordance with the instructions set out in Part 4 of this document by 6.00 p.m. on 16 February 2018 will be deemed to have elected for the Rollover Option in respect of their entire holding of Shares or Units, as applicable (or such part of their holding as shall not be subject to an Election for the Cash Option which has been made and accepted).
- 2.9 Planholders who do not validly complete and return a Plan Form of Election in respect of their Elections in accordance with the instructions set out in Part 4 of this document by 6.00 p.m. on 9 February 2018 will be deemed to have elected for the Rollover Option in respect of their entire holding of Shares or Units, as applicable (or such part of their holding as shall not be subject to an Election for the Cash Option which has been made and accepted).
- 2.10 By signing and delivering a Form of Election, a Plan Form of Instruction or sending a TTE Instruction through CREST and in consideration of the Company agreeing to process the Form of Election, a Plan Form of Instruction or TTE Instruction (as the case may be), each Shareholder, Unitholder and Plan Participant agrees that an Election made on a Form of Election, a Plan Form of Instruction or in a TTE Instruction will be irrevocable (other than with the consent of the Directors) and, by signature and delivery or by such despatch thereof, such Shareholder, Unitholder or Plan Participant, as applicable, represents and warrants that the Election is valid and binding and is made in accordance with all applicable legal requirements.
- 2.11 The Directors reserve the right to accept, at their sole discretion, delivery of Forms of Election after 6.00 p.m. on 16 February 2018 and Plan Forms of Instruction after 6.00 p.m. on 9 February 2018.

3. Apportionment of the Company's assets

- 3.1 On the Calculation Date, or as soon as practicable thereafter, the Investment Manager, in consultation with the Liquidators, shall procure that the Company finalises the division of the asset and appropriates them to five separate and distinct funds, the Liquidation Pool, the Rollover Pools and the Cash Pools as provided for and in the order specified below:
- 3.1.1 there shall be appropriated to the Liquidation Pool such of the cash, undertaking and other assets of the Company (including receivables and contingent assets) of a value calculated in accordance with paragraph 4.1 and estimated by the Directors in consultation with the Liquidators, to be sufficient to meet the current and future, actual and contingent liabilities of, and any other amounts payable by the Company (as provided in paragraphs (a) to (h) below) which shall include, but not be limited to (without prejudice to the generality of the foregoing and save to the extent that the same have already been paid or already deducted in calculating the total net assets):
- (a) the administration costs of the Company that are expected to be incurred during the period commencing on the Calculation Date and ending on the Scheme Effective Date;
 - (b) the costs and expenses incurred and to be incurred by the Company and the Liquidators in formulating, preparing and implementing the Proposals, the Scheme and in preparing this document and all associated documents, in each case as not otherwise paid prior to the liquidation;

- (c) the costs of purchasing (or making provision for the purchase of) the interests of Shareholders who have validly exercised their rights to dissent from this Scheme under section 111(2) of the Insolvency Act;
- (d) the costs and expenses of winding up the Company (which includes the costs and expenses in relation to the Liquidators maintaining the Company in liquidation until the date of final dissolution of the Company), including the fees and expenses of the Liquidators;
- (e) any declared but unpaid dividends of the Company;
- (f) any tax and contingent liabilities of the Company;
- (g) the management fee payable to the Investment Manager under the Investment Management Agreement up to the Scheme Effective Date; and
- (h) any amounts considered by the Liquidators to be appropriate to provide for any unknown, unascertained, unrecorded or contingent liabilities (such amount not expected to exceed £50,000),

in each case including any VAT in respect thereof.

For the avoidance of doubt, stamp duty and stamp duty reserve tax (or other similar transfer taxes or duties) payable on the transfer of the assets from the Company to MATE shall not be borne by the Liquidation Pool.

3.1.2 there shall also be appropriated to the Liquidation Pool such assets of the Company which either cannot be transferred or are not suitable for transfer to MATE or the Ordinary Cash Pool;

3.1.3 there shall then be appropriated to the ZDP Pools, such cash and cash equivalents from the remaining assets of the Company after the appropriation referred to in paragraphs 3.1.1 and 3.1.2 above which amount to (i), in the case of the ZDP Rollover Pool, the Final Capital Entitlement per ZDP Share multiplied by the number of ZDP Shares with "B" rights (including where the ZDP Shares are held in the form of Units) (which are ZDP Shares in respect of which successful Elections have been made, or are deemed to have been made, for the ZDP Rollover Option), calculated as at the Calculation Date in accordance with paragraph 4.1 below; and (ii) in the case of the ZDP Cash Pool, the Final Capital Entitlement per ZDP Share multiplied by the number of ZDP Shares with "D" rights (including where the ZDP Shares are held in the form of Units and those ZDP Shares held by Restricted Shareholders) (which are ZDP Shares in respect of which Elections have been made, or are deemed to have been made, for the ZDP Cash Option); and

3.1.4 there shall then be appropriated to the Ordinary Pools, *pro rata*, such cash, undertaking, assets and other rights of the Company from the remaining assets of the Company after the appropriation referred to in paragraphs 3.1.1 to 3.1.3 above which amount to (i), in the case of the Ordinary Rollover Pool, the FAV per Ordinary Share multiplied by the number of Ordinary Shares with "A" rights (including where the Ordinary Shares are held in the form of Units) (which are Ordinary Shares in respect of which successful Elections have been made, or are deemed to have been made, for the Ordinary Rollover Option), calculated as at the Calculation Date in accordance with paragraph 4.1 below; and (ii) in the case of the Ordinary Cash Pool, the FAV per Ordinary Share multiplied by the number of Ordinary Shares with "C" rights (including where the Ordinary Shares are held in the form of Units and those Ordinary Shares held by Restricted Shareholders) (which are Ordinary Shares in respect of which Elections have been made, or are deemed to have been made, for the Ordinary Cash Option), calculated as at the Calculation Date in accordance with paragraph 4.1 below.

3.2 Interest, income and other rights or benefits accruing in respect of any of the undertaking, cash or other assets comprised in any of the Liquidation Pool, the Ordinary Cash Pool and the Rollover Pools shall form part of that pool, provided that any income, dividend, distribution, interest or other right or benefit on any investment marked "ex" the relevant income, dividend, distribution, interest or other right or benefit at or prior to the Scheme Effective Date, and any such amounts in respect of the ZDP Cash Pool, shall be deemed to form part of the Liquidation Pool.

- 3.3 In advance of the Scheme Effective Date, the Investment Manager shall afford MATE (or its agents) a reasonable opportunity prior to the Transfer Date to satisfy itself that the securities and other assets intended to form part of the Rollover Pools can be accepted by MATE without infringing the investment objectives and policies applicable to the MATE Shares and, in particular, so as not to cause infringement of such investment objectives, policies or restrictions contained in the MATE Prospectus.
- 3.4 Any class action rights or similar rights in respect of present or past investments of the Company shall accrue to the Liquidation Pool or, following dissolution of the Company, MATE.
- 3.5 Any transaction taxes, stamp duty/stamp duty reserve tax payable on the transfer of assets to MATE shall be borne by MATE and shall not be for the account of the Company as a whole.
- 3.6 The Liquidators retain the right to adjust the value of the Liquidation Pool on the Scheme Effective Date by way of a pro-rata adjustment to the Ordinary Pools should the value of the Company's liabilities increase between the Calculation Date and the Scheme Effective Date.

4. Calculations of value

- 4.1 For the purposes of the calculation of the value of the total assets required to be made on the Calculation Date when appropriating assets to the Liquidation Pool, the Cash Pools and the Rollover Pools and also the calculation of the FAV per Ordinary Share, the assets of the Company will be valued on the basis that:
 - 4.1.1 investments of the Company which are listed, quoted or traded on a recognised stock exchange other than the London Stock Exchange shall be valued by reference to the bid prices on the principal stock exchange where the relevant investment is listed, quoted or dealt in as at the Calculation Date, as shown by the relevant exchange's recognised method of publication of prices for such investments or, in the absence of any such recognised method, by the latest quoted price on the Calculation Date. Investments of the Company which are listed on the London Stock Exchange will be valued according to the prices issued by the London Stock Exchange as at the Calculation Date, being the bid prices (or in the case of investments temporarily suspended from trading on the Calculation Date, the suspension price). If any such investments are traded under SETS and the latest recorded prices at which such investments have been traded differ materially from the bid and offer prices of the investments quoted on SETS as at the Calculation Date, the value of such investments will be adjusted to reflect fair realisable value as determined by the Directors. Debt related securities will be valued by reference to the bid price, subject to any adjustment to exclude any accrual of interest which may be included in the quoted price, as at the Calculation Date;
 - 4.1.2 unlisted investments or quoted investments of the Company which are subject to restrictions on transferability will be valued at their fair value which shall be determined by the Directors. If in any case the Directors determine that fair value cannot be readily measured, the valuation will be the same as at the previous reported value unless there is evidence that the asset has been since impaired, in which case the Directors will reduce the value;
 - 4.1.3 cash and deposits with, or balances at, banks together with all bills receivable, money market instruments and other debt securities not included in paragraphs 4.1.1 or 4.1.2 above and held by the Company as at the Calculation Date will be valued at par (together with interest accrued up to the Calculation Date);
 - 4.1.4 any sums owing from debtors (including any dividends due but not yet received and any accrual of interest on debt related securities to the extent not already taken into account under paragraphs 4.1.1 or 4.1.2 above) on the Calculation Date will be valued at their actual amount less such provision for diminution of value (including provisions for bad or doubtful debts or discount to reflect the time value of money) as may be appropriate;
 - 4.1.5 assets denominated in currencies other than Sterling will be converted into Sterling at the closing mid-point rate of exchange of Sterling and such other currencies prevailing on the Calculation Date as may be determined by the Directors;

- 4.1.6 any securities issued by an issuer which is in liquidation, administration, receivership, Chapter 11 or any analogous proceedings shall be valued at a price determined by the Directors; and
- 4.1.7 any debtors or contingent assets will be valued in accordance with the Company's normal accounting policy.
- 4.2 For the purposes of this Scheme:
- 4.2.1 the **Final Capital Entitlement per ZDP Share** shall be 192.132627 pence per ZDP Share as determined in accordance with the Articles and which is payable to such holder on the liquidation of the Company;
- 4.2.2 the **FAV** shall be the net asset value of the Company on the basis that the assets of the Company are valued in accordance with paragraph 4.1 above less (i) the Liquidation Pool as calculated in accordance with paragraphs 3.1.1 and 3.1.2 above and (ii) the Final Capital Entitlement per ZDP Share multiplied by the number of ZDP Shares in issue as at the Calculation Date (excluding any ZDP Shares held in treasury); and
- 4.2.3 the **FAV per Ordinary Share** shall be the FAV divided by the total number of Ordinary Shares in issue as at the Calculation Date (excluding any Ordinary Shares held in treasury).
- 4.3 Notwithstanding the foregoing, the Directors (or a duly authorised committee thereof) may, in their absolute discretion, permit an alternative method of valuation to be used if they, acting in good faith, consider that such valuation better reflects the fair value of any asset or security. None of the Company, the Directors, the Investment Manager, J.P. Morgan Asset Management, MATE nor the Liquidators shall be under any liability by reason of the fact that a valuation believed to be appropriate may subsequently be found not to have been appropriate.
- 4.4 The Liquidation Pool shall be applied by the Liquidators in discharging the liabilities of the Company (including those referred to in paragraph 3.1.1 above).

5. Provision of information by the Liquidators

On the Scheme Effective Date (prior to the transfer of the Rollover Pools under this Scheme), the Liquidators shall deliver to the Investment Manager and MATE the particulars of the assets comprised in the Rollover Pools, together with a list certified by the Registrars of the names and addresses of, and the numbers of Shares with "A" rights and "B" rights held by, Shareholders on the Register on the Scheme Effective Date.

6. Distribution of the Cash Pools

- 6.1 On or following the Scheme Effective Date or as soon as practicable thereafter, the Liquidators shall procure the payment out of the Cash Pools:
- 6.1.1 to each holder of ZDP Shares with "D" rights of an amount of cash equal to the Final Capital Entitlement per ZDP Share multiplied by the number of ZDP Shares with "D" rights held by such holder;
- 6.1.2 to each holder of Ordinary Shares with "C" rights of an amount of cash equal to the FAV per Ordinary Share multiplied by the number of Ordinary Shares with "C" rights held by such holder,
- with entitlements being rounded down to the nearest penny.
- 6.2 The Registrars shall provide to the Liquidators a certified list of holders of Shares with "C" rights and "D" rights as at the Scheme Effective Date. In relation to any distribution, no single payment of less than £5.00 will be made to any Shareholder but instead shall be paid to the Nominated Charity.

7. Transfer of assets pursuant to the Transfer Agreement

- 7.1 On the Scheme Effective Date or as soon as practicable thereafter the Liquidators shall, and shall procure that the Company shall, enter into and implement the Transfer Agreement (subject to such modifications as may be agreed between the parties thereto) whereby the

Liquidators shall procure the transfer of the Rollover Pools to MATE in exchange for the allotment of New MATE Shares to the Liquidators as nominees for the holders of Shares with “A” rights and “B” rights on the basis set out in paragraph 8 below.

- 7.2 In accordance with the Transfer Agreement, the undertaking and assets to be transferred to MATE shall be transferred with such rights and title as the Company may have in respect of the same or any part thereof subject to and with the benefit of all and any rights, restrictions, obligations, conditions and agreements affecting the same or any part thereof, including the right to all income, dividends, distributions, interest and other rights and benefits attaching thereto or accruing therefrom. Further, in accordance with the Transfer Agreement, the Company, acting by the Liquidators, shall, insofar as it is reasonably able to do so by law or otherwise, comply with all reasonable requests made by MATE in respect of vesting in MATE the title to and enjoyment of the Rollover Pools to be transferred to it and shall, in particular, account to MATE for all income, dividends, distributions, interest and other rights and benefits in respect of such assets received after the Scheme Effective Date.
- 7.3 If, on or prior to the Scheme Effective Date, the Company is informed in writing by MATE that the issue of New MATE Shares will not proceed on or prior to 2 March 2018 (or such later date as may be agreed between the Company, MATE and Winterflood, not being later than 31 March 2018), the Liquidators shall not enter into a Transfer Agreement with MATE but instead shall procure the transfer of the Rollover Pools and the Cash Pools into the Liquidation Pool as soon as reasonably practicable.
- 7.4 In the event that Admission does not become effective on or prior to 2 March 2018 (or such later date as may be agreed between the Company, MATE and Winterflood, not being later than 31 March 2018) and the Rollover Pools have been transferred to MATE, MATE shall retransfer the Rollover Pools to the Company on demand by the Liquidators and the Liquidators shall proceed with the voluntary liquidation of the Company.

8. Issue of New MATE Shares pursuant to the Scheme

- 8.1 Upon the transfer of the Rollover Pools in accordance with paragraph 7.1 above, New MATE Shares shall be allotted to the Liquidators as nominees for the holders of Shares with “A” rights or “B” rights on the basis set out in paragraph 8.3 below.
- 8.2 The New MATE Shares to be issued pursuant to paragraph 8.1 above shall be allotted to the Liquidators as nominees for the Reclassified Shareholders holding Shares with “A” rights and “B” rights as soon as practicable after the delivery to the Investment Manager and MATE of the particulars referred to in paragraph 5 above whereupon the Liquidators shall renounce the allotments of the relevant New MATE Shares in favour of the Reclassified Shareholders entitled to them in accordance with this Scheme. On such renunciation, MATE will issue the relevant New MATE Shares to the Reclassified Shareholders entitled thereto. The registrar of MATE will arrange for the despatch of certificates in relation to such New MATE Shares to the Reclassified Shareholders entitled to them at their respective addresses appearing in the Register (and in the case of joint holders, the address of the first named) or in the case of Reclassified Shareholders previously holding uncertificated Shares or Units, MATE’s registrar will procure that Euroclear is instructed to credit the appropriate stock accounts in CREST of such Reclassified Shareholders with such Reclassified Shareholders’ respective entitlements to the relevant New MATE Shares in each case at the risk of the person entitled thereto. MATE shall be entitled to assume that all information delivered to it in accordance with paragraph 5 above is correct and to utilise the same in procuring registration of the relevant New MATE Shares issued pursuant to this Scheme.
- 8.3 The issue of New MATE Shares pursuant to the allotment referred to in paragraph 8.1 above shall be made to or on behalf of holders of Reclassified Shares (other than Restricted Holders), who have elected or are deemed to have elected for the Rollover Option on the basis that:
 - 8.3.1 in respect of Reclassified Shareholders holding reclassified Ordinary Shares with “A” rights, the number of New MATE Shares to which they shall be entitled in respect of such Ordinary Shares shall be determined:
 - (a) by multiplying the number of Ordinary Shares with “A” rights held by the FAV per Ordinary Share; and

- (b) dividing the result by the Scheme Issue Price to produce the appropriate number of New MATE Shares to be issued by MATE; and
- 8.3.2 in respect of Reclassified Shareholders holding reclassified ZDP Shares with “B” rights, the number of New MATE Shares to which they shall be entitled in respect of such ZDP Shares shall be determined:
- (a) by multiplying the number of ZDP Shares with “B” rights held by the Final Capital Entitlement per ZDP Share; and
 - (b) dividing the result by the Scheme Issue Price to produce the appropriate number of New MATE Shares to be issued by MATE,

in each case, the number of New MATE Shares to be issued shall be rounded down to the nearest whole number and fractional entitlements shall not be issued.

9. Overseas Shareholders and Restricted Shareholders

- 9.1 Overseas Shareholders (who are not Restricted Shareholders) are entitled to participate in the Scheme. However, where the Directors and/or the MATE Directors, acting reasonably, consider that any offer or issue of New MATE Shares to those Overseas Shareholders would or may involve a breach of the securities laws or regulations of any jurisdiction, or if the Directors and the MATE Directors reasonably believe that the same may violate any applicable legal or regulatory requirements or may require MATE to become subject to additional regulatory requirements (to which it would not be subject but for such issue) and the Directors and/or the MATE Directors have not been provided with evidence reasonably satisfactory to them that the relevant Overseas Shareholders are permitted to be offered, issued or to hold New MATE Shares under any relevant securities laws or regulations of such overseas jurisdictions (or that MATE would be subject to any additional regulatory requirements to which it would not have been subject but for such issue), such Overseas Shareholders will be deemed to have elected for the Cash Option.
- 9.2 Subject as provided in paragraph 9.3 below, Restricted Shareholders shall not be entitled to receive New MATE Shares, but shall instead be deemed to have elected for cash pursuant to the Cash Option under the Scheme and shall be entitled to receive payment in cash out of the relevant Cash Pool for their Shares, save that any amount otherwise payable to a Restricted Shareholder that is less than £5.00 will not be paid to such Restricted Shareholder but will be transferred by the Liquidators to a the Nominated Charity.
- 9.3 The provisions of this Scheme relating to Overseas Shareholders and Restricted Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Directors in their absolute discretion.

10. Application of the Liquidation Pool

- 10.1 On and following the Scheme Effective Date, the Liquidation Pool shall be applied by the Company (acting by the Liquidators) in discharging the liabilities of the Company (including those referred to in paragraph 3.1.1 above).
- 10.2 Any surplus in the Liquidation Pool shall be paid in cash to Reclassified Shareholders who are on the Company’s register of members at the close of business on the Scheme Effective Date (excluding Dissenting Shareholders) on a *pari passu* basis *pro rata* to their respective holdings of Ordinary Shares, prior to the reclassification of the Ordinary Shares, (or holding of ZDP Shares to the extent ZDP Shareholders have not received their Final Capital Entitlement per ZDP Share) provided that if any such amount otherwise payable to a Shareholder is less than £5.00, it will not be paid to such Shareholder but will be transferred by the Liquidators to a the Nominated Charity.
- 10.3 To the extent that the Liquidators are required to make interim payments, any such interim payments to Reclassified Shareholders will be made in accordance with paragraph 10.2.

11. Modifications

Notwithstanding any other provision of this Scheme, the provisions of this Scheme shall have effect subject to such non-material modifications or additions as the Directors, the Liquidators, the Investment Manager and MATE may from time to time approve in writing.

12. Reliance on information

Each of the Company, the Directors, the Liquidators, the Investment Manager and MATE shall be entitled to act and rely, without enquiry, on any information furnished or made available to them or any of them, as the case may be, in connection with this Scheme and the Transfer Agreement, including, for the avoidance of doubt, any certificate, opinion, advice, valuation, evidence or other information furnished or made available to them by the Company, the Directors (or any of them), the Investment Manager, the Registrar, MATE or by their respective auditors, bankers or other professional advisers and no such persons shall be liable or responsible for any loss suffered as a result thereof by the Company, any Shareholder (including Unitholders), Plan Participant, Reclassified Shareholder or MATE.

13. Liquidators' liability

Nothing in this Scheme or in any document executed under or in connection with this Scheme shall impose any personal liability on the Liquidators or either of them save for any liability arising out of any negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties and this shall, for the avoidance of doubt, mean that the Liquidators shall have no personal liability for any action taken by the Liquidators in accordance with this Scheme or the Transfer Agreement.

14. Conditions

14.1 This Scheme is conditional, among other things, upon:

14.1.1 the passing of all the Resolutions to be proposed at: (i) the First General Meeting; (ii) the Class Meetings and (iii) the Second General Meeting (or, in each case, any adjournment thereof) and all conditions to such Resolutions (excluding any condition relating to the passing of any other Resolution) being fulfilled;

14.1.2 the Minimum Proceeds being raised by MATE;

14.1.3 the UK Listing Authority agreeing to amend the listing of the Shares to reflect their reclassification as Reclassified Shares;

14.1.4 the UK Listing Authority having agreed to admit the New MATE Shares to be issued pursuant to this Scheme to the premium segment of the Official List and the London Stock Exchange having agreed to admit such New MATE Shares to trading on its main market for listed securities; and

14.1.5 the Directors not resolving to abandon this Scheme pursuant to paragraph 14.2 below.

In the event that any of the conditions specified above fails to be satisfied the Scheme will not become effective, but subject to the passing of the Winding up Resolution at the Second General Meeting the Company will be placed into voluntary liquidation.

14.2 The Directors have the discretion to determine that this Scheme should not proceed if they consider that it is no longer in Shareholders' best interests.

14.3 Subject to paragraph 14.1 above, this Scheme shall become effective on the date on which the special resolution to be proposed at the Second General Meeting for the winding up of the Company is passed.

14.4 If approved, this Scheme shall, subject to the rights of any Shareholders who have validly exercised their rights under section 111(2) of the Insolvency Act, be binding on all Shareholders and on all persons claiming through or under them.

14.5 Unless this Scheme shall have become effective on or before 31 March 2018, this Scheme shall not become effective.

14.6 Subject to paragraph 14.1.1 and 14.1.5 above, an application will be made to the UK Listing Authority for the listing of the Reclassified Shares to be suspended at 7.30 a.m. on 28 February 2018 and it is intended that such listing will be cancelled with effect from such date as the Liquidators will determine.

15. General

15.1 Each mandate in force duly notified to the Company as at the Record Date relating to payment of dividends in relation to the Ordinary Shares and each instruction relating to the Ordinary Shares and the ZDP Shares then in force as to notices and communication

preferences from the Company will, unless and until varied or revoked, be deemed, from and including the Scheme Effective Date, to be a valid and effective mandate or instruction to MATE in relation to the New MATE Shares issued to the holders of such Ordinary Shares and/or ZDP Shares.

15.2 This Scheme shall, in all respects, be governed by, and construed in accordance with, the laws of England and Wales.

PART 6

RISK FACTORS

Risk factors relating to the Proposals

The risks referred to below are the material risks known to the Directors as at the date of this document which the Directors believe Shareholders (including Unitholders) should consider prior to choosing which action to take under the Scheme. Any investment in MATE will be governed by the MATE Prospectus and the MATE Articles. Shareholders are strongly urged to read the section containing the risk factors in the MATE Prospectus. **If any Shareholders are in any doubt about the contents of this document or as to the action they should take, they should immediately seek their own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.**

Conditionality of the Scheme

Implementation of the Scheme is conditional, among other things, upon the Minimum Proceeds being raised and the Resolutions being passed at the General Meetings and the Class Meetings. In the event that the Minimum Proceeds are not raised or any of the Resolutions are not passed or any other condition of the Proposals is not met, the Scheme will not be implemented. If the Proposals are not approved or if the Scheme does not become unconditional, the Winding-up Resolution will, in any event, be put to Shareholders at the Second General Meeting. In the light of the weighted voting rights in the Articles, the Winding up Resolution will be passed and the Company will be placed into liquidation on 28 February 2018.

Risks associated with JPMorgan Multi-Asset Trust plc

MATE is a newly formed company with no operating history, and it will not commence operations until obtaining capital through the MATE Issue. As MATE lacks an operating history, investors have no basis on which to evaluate MATE's ability to achieve its investment objective and provide satisfactory investment return.

An investment in MATE will involve exposure to those risks normally associated with investment in stocks and shares. As such, the price of shares can go down as well as up and an investor may not get back the full amount invested. There can be no guarantee that MATE will achieve its investment objective. Meeting that objective is a target but the existence of such objective should not be considered as an assurance or guarantee that it can or will be achieved. The market price of the MATE Shares may not fully reflect their respective underlying asset value (if any). An investment in the MATE Shares should generally be regarded as a long-term investment and, therefore, may not be suitable as a short-term investment.

The past performance of other funds or investments managed or advised by the Investment Manager is not a guide to, and cannot be relied upon as an indicator of, the future performance of MATE. The success of MATE will depend, amongst other things, on the Investment Manager's ability to identify, acquire and realise investments in accordance with MATE's investment objective and policy. This, in turn, will depend on the ability of the Investment Manager to apply its investment processes in a way which is capable of identifying suitable investments for MATE to invest in. There can be no assurance that the Investment Manager will be able to do so or that MATE will be able to invest its assets on attractive terms or generate any investment returns for MATE Shareholders or avoid investment losses. The performance of MATE depends to a great extent on correct assessments of the future course of price movements of securities and other investments selected by the Investment Manager. There can be no assurance that the Investment Manager will accurately predict these price movements.

The New MATE Shares issued under the Scheme Issue will be MATE Shares that provide exposure to a diversified global portfolio of multi-asset investments. The return profile of the MATE Shares is likely to be different to that of the Ordinary Shares and/or ZDP Shares currently held by Shareholders. The MATE Shares are not expected to provide a defined return profile similar to that of the ZDP Shares nor are the MATE Shares expected to provide the highly geared income exposure similar to that of the Ordinary Shares. While the Directors believe a global diversified multi-asset portfolio provides an attractive investment proposition, the target return profile is different to that of the Ordinary Shares and/or ZDP Shares.

Discounts

The price of shares in an investment trust is determined by the interaction of supply and demand for such shares in the market as well as by the net asset value per share. The share price can therefore fluctuate and may represent a discount or premium to the net asset value of the MATE Shares. This discount or premium is itself variable as conditions for supply and demand for the MATE Shares change. This can mean that the price of the MATE Shares can fall when the net asset value per share rises, or vice versa.

Liquidity

MATE is a closed-ended vehicle. Accordingly, MATE Shareholders will have no right to have their MATE Shares repurchased at any time. Shareholders wishing to realise their investment in MATE will therefore be required to dispose of their MATE Shares in the market. There can be no guarantee that a liquid market in the MATE Shares will exist or be maintained. Accordingly, Shareholders may be unable to realise their MATE Shares at the quoted market price (or at the prevailing net asset value of the MATE Shares).

Risks in relation to Taxation

The information relating to the taxation law and practice applicable to the receipt by Shareholders of New MATE Shares and/or cash is given by way of general summary and does not constitute legal or tax advice to Shareholders. Statements in this document concerning the taxation of Shareholders are based upon current UK tax law and HMRC practice and concessions which are subject in principle to changes that could adversely affect Shareholders.

The Directors have been advised that the manner in which it is proposed to carry out the Company's liquidation and to implement the Scheme is such that the Company should remain eligible to obtain approval as an investment trust for the financial period which includes the date on which the Company's assets are transferred to MATE pursuant to the Transfer Agreement and, accordingly, the transfer of the Company's assets under the Scheme should not give rise to a liability to UK taxation of chargeable gains for the Company. However, there can be no absolute assurance that investment trust status will be preserved and absent such status in any accounting period the Company would be liable to pay UK taxation on its capital gains in that period.

PART 7

ADDITIONAL INFORMATION

1. Share Capital

As at 23 January 2018 the issued and fully paid up share capital of the Company comprised 68,556,782 Ordinary Shares and 46,612,200 ZDP Shares, including those held in Units. The Company does not hold any Shares in treasury.

2. Disclosure of interests

2.1 As at 23 January 2018 the interests of the Directors or their immediate families in the share capital of the Company (all of which are beneficial unless otherwise stated):

2.1.1 which have been or will be required to be notified to the Company pursuant to the Disclosure Guidance and Transparency Rules; or

2.1.2 being interests of persons closely associated with a Director which would, if such person were a Director, be required to be disclosed under (a) above and the existence of which was known to or could, with reasonable due diligence, be ascertained by the Director, were as follows:

Name of Director	Ordinary Shares held	ZDP Shares held	Units held
Sir Laurence Magnus (Chairman)	—	—	47,268
Sian Hansen	10,000	—	—
Richard Hills	75,000	—	—
Sarah MacAulay	—	—	—
James West	35,663	—	—

2.2 None of the Directors has any interest, direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company during the current or immediately preceding financial year or during any earlier financial year and which remains in any respect outstanding or unperformed.

3. Transfer Agreement

Provided that all the conditions to the Scheme are satisfied and the Scheme becomes effective, the Company will enter into the Transfer Agreement with the Liquidators (in their personal capacity) and MATE pursuant to the Scheme. The Transfer Agreement is, as at the date of this document, in a form agreed between the Company, the Liquidators and MATE. The Transfer Agreement provides, among other things, that the assets of the Company in the Rollover Pools are to be transferred to MATE in consideration for the allotment by MATE of New MATE Shares to the Liquidators, as nominees for Reclassified Shareholders entitled to them in accordance with the Scheme. Thereafter, the Liquidators will renounce the allotments of the New MATE Shares in favour of such Reclassified Shareholders and such New MATE Shares will be issued by MATE to such Reclassified Shareholders pursuant to the Scheme. The Transfer Agreement excludes any liability on the part of the Liquidators for entering into and carrying into effect the Transfer Agreement.

The Transfer Agreement will be available for inspection as stated in paragraph 7 below.

4. Dissenting Shareholders

The Scheme is a reconstruction to which section 111(2) of the Insolvency Act applies. Under section 111(2) of the Insolvency Act, any Shareholder (including a Unitholder) who does not vote in favour of the special resolution to approve the Scheme to be proposed at the First General Meeting may, within seven days of such special resolution being passed at the First General Meeting, express his dissent in writing to the proposed Liquidators at the registered office of the Company at 60 Victoria Embankment, London EC4Y 0JP for the attention of the proposed Liquidators (such Shareholder or Unitholder being a “**Dissenting Shareholder**”). The purchase

price for such Dissenting Shareholder's Shares will not exceed that which the Dissenting Shareholder(s) would receive on a straightforward winding up of the Company and will be paid once all liabilities have been settled or provided for to the Liquidators' satisfaction.

5. Taxation

The following paragraphs are intended only as a general guide and are based on current legislation and HMRC published practice, which is subject to change at any time (possibly with retrospective effect). They are of a general nature and do not constitute tax advice and apply only to Shareholders who are resident in the UK for tax purposes, who are the beneficial owners of their Shares or Units and who hold Shares or Units as an investment. They do not address the position of certain classes of Shareholders such as dealers in securities, insurance companies or collective investment schemes.

If you are in any doubt about your tax position or if you are subject to tax in a jurisdiction other than the UK you should consult an appropriate professional adviser without delay.

The Company

The Company has obtained approval from HMRC as an investment trust under sections 1158 and 1159 of the Corporation Tax Act 2010 and Chapter 1 of Part 2 of the Investment Trust (Approved Company) (Tax) Regulations 2011.

The proposed method of winding up the Company and the scheme of reconstruction is such that the Company should remain eligible to be treated as an investment trust for the accounting period which includes the date on which its assets are sold and/or transferred by the Liquidators pursuant to the Transfer Agreement. Accordingly, the transfer of the Company's assets in the Rollover Pools and the realisation of the Company's assets in the Cash Pools and the Liquidation Pool under the Scheme should not give rise to a liability to UK taxation of chargeable gains for the Company. However, there can be no absolute assurance that investment trust status will be preserved and the absence of such status in any accounting period would mean the Company would be liable to pay UK taxation on its net capital gains in that period.

Shareholders (including Unitholders)

The Company has been advised that, for the purposes of UK taxation of chargeable gains, a Shareholder will not be regarded as having disposed of their Shares (whether held separately or in the form of Units) on their reclassification as Reclassified Shares. Instead, such holder will be regarded as having acquired the Reclassified Shares at the same time and for the same aggregate base cost as their Shares or Units in the Company were originally acquired. Where Shares are reclassified, the aggregate base cost of the Shares will be allocated on the basis of their respective market values when the Reclassified Shares are listed.

The Company has also been advised that, for the purposes of UK taxation of chargeable gains, the exchange of Reclassified Shares for New MATE Shares constitutes a scheme of reconstruction and that such exchange should not constitute a disposal by the Reclassified Shareholders of their Reclassified Shares for the purposes of UK taxation of chargeable gains.

The MATE Shares issued pursuant to the Scheme should instead be treated for the purposes of the UK taxation of chargeable gains as replacing the Reclassified Shares for which they were exchanged and should be treated as acquired at the same time and for the same base cost as the exchanged Reclassified Shares.

Any subsequent disposal of the New MATE Shares may result in the holder of those New MATE Shares realising a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains, depending on their circumstances.

Shareholders who hold, alone or together with persons connected with them, more than 5 per cent. of the Shares in issue are advised that a clearance has been obtained from HMRC pursuant to section 138 of the TCGA that the treatment described above is not to be prevented, by virtue of section 137 of the TCGA, from applying to them. HMRC have also confirmed that no notice under section 698 Income Tax Act 2007 or section 733 of the Corporation Tax Act 2010 ought to be given in respect of Scheme.

Shareholders who receive cash under the Scheme pursuant to the Cash Option will be regarded as having made a disposal of their Reclassified Shares with "C" or "D" rights on the distribution of

cash by the Liquidators and may be subject to UK taxation of chargeable gains depending on the particular circumstances of the Reclassified Shareholder concerned.

Stamp Duty and Stamp Duty Reserve Tax

It is not expected that any UK stamp duty or UK stamp duty reserve tax (**SDRT**) will be payable by the Company, the Shareholders on the liquidation or otherwise under the Scheme.

The transfer of certain assets within the Rollover Pools pursuant to the Transfer Agreement may give rise to UK stamp duty, SDRT, or other similar duties in jurisdictions outside the UK.

ISAs and Junior ISAs

New MATE Shares are eligible for inclusion within a stocks and shares component of an ISA or Junior ISA.

Accordingly where Shares are currently held within an ISA or Junior ISA, New MATE Shares obtained pursuant to the Scheme in respect of those Shares can be retained, subject to the specific terms applicable to the ISA or Junior ISA.

Any cash received under the Scheme may also be held within the ISA or Junior ISA pending reinvestment, subject to the specific terms applicable to the ISA or Junior ISA.

Shareholders who hold their Shares within an ISA or Junior ISA should, before making any Election, consult with their plan manager as regards their own position.

6. Miscellaneous

- 6.1 Winterflood, which is authorised and regulated in the UK by the Financial Conduct Authority, has given and not withdrawn its written consent to the inclusion of its name and references to it in this document in the form and context in which they appear.
- 6.2 The Liquidators have given and not withdrawn their written consent to the inclusion of their names and references to them in this document in the form and context in which they appear.
- 6.3 The auditors of the Company for the last three financial years to 28 February 2017 were PricewaterhouseCoopers LLP, who have audited the Company's accounts and have given an unqualified report in respect of the accounts for each of those years.

7. Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and at the offices of Dickson Minto W.S. at Broadgate Tower, 20 Primrose Street, London EC2A 2EW from the date of this document up to and including the close of business on the Scheme Effective Date:

- 7.1 the Articles of Association of the Company (containing the full terms of the amendments proposed to be made at the First General Meeting);
- 7.2 the audited report and accounts of the Company for the years ended 28 February 2015, 28 February 2016 and 28 February 2017;
- 7.3 the MATE Prospectus and MATE Articles;
- 7.4 the letters of undertaking to enter into the Transfer Agreement and the agreed form Transfer Agreement;
- 7.5 the letters of consent from Winterflood and the Liquidators referred to in paragraphs 6.1 and 6.2 respectively; and
- 7.6 this document, the Forms of Election, Plan Forms of Instruction, the Forms of Proxy and Plan Voting Forms of Direction.

24 January 2018

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“A” rights	the rights attaching to Ordinary Shares in respect of which the holders have made or are deemed to have made valid Elections for the Ordinary Rollover Option
“B” rights	the rights attaching to ZDP Shares in respect of which the holders have made or are deemed to have made valid Elections for the ZDP Rollover Option
“C” rights	the rights attaching to Ordinary Shares in respect of which the holders have made or are deemed to have made valid Elections for the Ordinary Cash Option
“D” rights	the rights attaching to ZDP Shares in respect of which the holders have made or are deemed to have made valid Elections for the ZDP Cash Option
Articles of Association or Articles	the articles of association of the Company
Board or Directors	the directors of the Company
Business Day	a day on which the London Stock Exchange is open for business
Calculation Date	5.00 p.m on 26 February 2018, being the time and date on which the value of the Company’s assets will be determined for the creation of the Liquidation Pool, the Cash Pools and the Rollover Pools, and the FAV per Ordinary Share will be calculated
Cash Option	the Ordinary Cash Option and/or the ZDP Cash Option
Cash Pools	the Ordinary Cash Pool and the ZDP Cash Pool
certificated or in certificated form	not in uncertificated form
Class Meetings	the Ordinary Shareholder Class Meeting and the ZDP Shareholder Class Meeting as the context requires
Company	JPMorgan Income & Capital Trust plc
CREST	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations
CREST Manual	the compendium of documents entitled the “CREST Manual” issued by Euroclear from time to time
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules made by the FCA under section 73A of FSMA
Dissenting Shareholder	a Shareholder (including any Unitholder) who has validly dissented from the Scheme pursuant to section 111(2) of the Insolvency Act
EEA	the European Economic Area
EEA State	a member state of the European Economic Area
Election	the choice made by a Shareholder, a Unitholder or a Plan Participant for the Rollover Option and/or the Cash Option pursuant to the Scheme (including, where the context so permits, a deemed choice for the Rollover Option or the Cash Option)
Euroclear	Euroclear UK & Ireland Limited

FAV	has the meaning given to that term in paragraph 4.2.2 of Part 5 of this document
FAV per Ordinary Share	has the meaning given to that term in paragraph 4.2.3 of Part 5 of this document
FCA	the United Kingdom Financial Conduct Authority
Final Capital Entitlement per ZDP Share	has the meaning given to that term in paragraph 4.2.1 of Part 5 of this document and references to the Final Capital Entitlement shall be construed accordingly
First General Meeting	the general meeting of the Company convened for 12.30 p.m. on 20 February 2018, notice of which is set out at the end of this document
Form of Election	the form of election for use by Shareholders (including Unitholders) (but not Plan Participants) holding their Shares or Units in certificated form in relation to the Scheme which accompanies this document
Forms of Proxy	the forms of proxy accompanying this document for use by Shareholders (including Unitholders) (but not Plan Participants) in relation to voting at the General Meetings and the Class Meetings
FSMA	the Financial Services and Markets Act 2000, as amended from time to time
General Meetings	the First General Meeting and/or the Second General Meeting, as the context requires
Gross Proceeds	the aggregate value of the New MATE Shares issued under the MATE Initial Issue and the Scheme Issue
HMRC	HM Revenue & Customs
Initial Admission	admission of the New MATE Shares to be issued pursuant to the Scheme to listing on the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange
Insolvency Act	the Insolvency Act 1986, as amended
Investment Management Agreement	the investment management agreement dated 1 July 2014 between the Company and the Investment Manager
Investment Manager	JPMorgan Funds Limited
ISA	an individual savings account maintained in accordance with the UK Individual Savings Account Regulations 1998 (as amended from time to time)
JPMAM	JPMorgan Asset Management (UK) Limited
Junior ISA	a junior individual savings account maintained in accordance with the Individual Savings Account Regulations 1998 (SI 1998/1870) (as amended from time to time)
Liquidation Pool	the liquidation fund to be retained by the Liquidators to meet all known and unknown liabilities of the Company and other contingencies as provided in paragraph 10.1 of Part 5 of this document
Liquidators	the proposed joint liquidators of the Company, namely Patrick Brazzill and Richard Barker of Ernst & Young LLP
Listing Rules	the Listing Rules made by the FCA under section 73A of FSMA
London Stock Exchange	London Stock Exchange plc
MATE	JPMorgan Multi-Asset Trust plc
MATE Articles	the articles of association of MATE
MATE Board or MATE Directors	the directors of MATE

MATE Initial Issue	the issue of New MATE Shares pursuant to an initial placing, intermediaries offer and offer for subscription, as more fully described in the MATE Prospectus
MATE Issue	the MATE Initial Issue, the Scheme Issue and the MATE Share Issuance Programme
MATE Prospectus	the prospectus relating to the issue of <i>inter alia</i> New MATE Shares pursuant to the Scheme
MATE Share Issuance Programme	the issue of new MATE Shares under the MATE Prospectus pursuant to a 12 month share issuance programme as more fully described in the MATE Prospectus
MATE Shares	ordinary shares of one penny each in the capital of MATE, including the New MATE Shares
Meetings	the General Meetings and/or the Class Meetings, as the context requires
member account ID	the identification code or number attached to any member account in CREST
Minimum Proceeds	the minimum gross proceeds of the MATE Initial Issue and/or Scheme Issue, being £50 million
NAV	net asset value
New MATE Shares	MATE Shares to be issued to Shareholders who elect (or are deemed to have elected) for the Rollover Option under the Scheme
Nominated Charity	Ovarian Cancer Action, 8-12 Camden High Street, London NW1 0JH (Registered Charity Number 1109743)
Notice of the Class Meetings	the Notice of the Ordinary Shareholder Class Meeting and/or the Notice of the ZDP Shareholder Class Meeting, as the context requires
Notice of the First General Meeting	the notice of the First General Meeting set out on pages 53 to 57 of this document
Notice of the General Meetings	the Notice of the First General Meeting and/or the Notice of the Second General Meeting, as the context requires
Notice of the Ordinary Shareholder Class Meeting	the notice of the Ordinary Shareholder Class Meeting set out on pages 58 to 59 of this document
Notice of the Second General Meeting	the notice of the Second General Meeting set out on pages 62 to 63 of this document
Notice of the ZDP Shareholder Class Meeting	the notice of the ZDP Shareholder Class Meeting set out on pages 60 to 61 of this document
Official List	the Official List maintained by the FCA;
Ordinary Cash Option	the option for Shareholders under the Scheme to elect to receive cash in respect of some or all of their holding of Ordinary Shares on the winding up of the Company
Ordinary Cash Pool	the fund comprising the pool of assets attributable to the Ordinary Shares in respect of which Elections are made or deemed to have been made for the Ordinary Cash Option
Ordinary Pools	the Ordinary Cash Pool and the Ordinary Rollover Pool
Ordinary Rollover Option	the option for Shareholders under the Scheme to elect to receive New MATE Shares in respect of some or all of their holding of Ordinary Shares on the winding up of the Company

Ordinary Rollover Pool	the fund comprising the pool of assets attributable to the Ordinary Shares in respect of which Elections are made or deemed to have been made for the Ordinary Rollover Option
Ordinary Shareholder Class Meeting	the class meeting of Ordinary Shareholder convened for 12.35 p.m. on 20 February 2018 (or as soon thereafter as the First General has concluded or been adjourned), notice of which is set out at the end of this document
Ordinary Shareholders	holders of Ordinary Shares
Ordinary Shares	ordinary shares of one penny each in the capital of the Company
Overseas Shareholder	a Shareholder or Unitholder who has a registered address outside the United Kingdom, the Channel Islands and the Isle of Man or who is a citizen of, or resident in, a jurisdiction other than the United Kingdom, the Channel Islands and the Isle of Man
Plan Forms of Instruction	the forms of instruction to be used by Plan Participants to elect to receive New MATE Shares and/or cash in respect of their Shares or Units under the Proposals
Plan Participants	holders of Shares and/or Units via the Plans
Plan Voting Forms of Direction	the voting forms for use by Plan Participants at the General Meetings and the Class Meetings
Plans	together the J.P. Morgan ISA, the J.P. Morgan Investment Account and the J.P. Morgan Junior ISA
Proposals	the proposals and the Resolutions described in this document for the scheme of reconstruction of the Company under section 110 of the Insolvency Act and the winding up of the Company which require the passing of the Resolutions
Reclassified Shareholders	holders of Reclassified Shares
Reclassified Shares	the Ordinary Shares reclassified under the Scheme as Ordinary Shares with “A” rights or “C” rights and the ZDP Shares reclassified under the Scheme as ZDP Shares with “B” rights or “D” rights
Record Date	the record date for making Elections under the Scheme, being 6.00 p.m. on 16 February 2018;
Register	the register of members of the Company
Registrars	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom
Resolutions	the resolutions set out in the Notices of the General Meetings and the Notices of the Class Meetings;
Restricted Shareholder	a Shareholder or Unitholder with a registered address in the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa, any EEA State (other than the United Kingdom) or any other jurisdiction where in the view of the Board and the MATE Directors, the offer or issue of the New MATE Shares pursuant to the Scheme may violate the relevant laws and/or regulations of that jurisdiction
Rollover Option	the Ordinary Rollover Option and/or the ZDP Rollover Option as the context may require
Rollover Pools	the Ordinary Rollover Pool and the ZDP Rollover Pool
Scheme	the proposed scheme of reconstruction under section 110 of the Insolvency Act, as contained in Part 5 of this document

Scheme Effective Date	the date on which the Scheme becomes effective, which is expected to be 1 March 2018
Scheme Issue	the issue of New MATE Shares by MATE pursuant to the Scheme
Scheme Issue Price	the issue price for the New MATE Shares to be issued pursuant to the Scheme being 100 pence per New MATE Share
SDRT	stamp duty reserve tax
Second General Meeting	a general meeting of the Company convened for 11.30 a.m. on 28 February 2018, notice of which is set out at the end of this document
Shareholders	holders of Shares (and where such Shares are held in the form of Units shall, if the context so requires, include Unitholders)
Shares	Ordinary Shares and/or ZDP Shares, as the context permits (whether held separately or in the form of Units)
TCGA	Taxation of Chargeable Gains Act 1992
Transfer Agreement	the agreement to be entered into between the Company (acting through the Liquidators), the Liquidators (in their personal capacity) and MATE providing, <i>inter alia</i> , for the transfer of the Rollover Pools from the Company to MATE;
TTE Instruction	a transfer to escrow instruction (as described in the CREST Manual)
UK	the United Kingdom of Great Britain and Northern Ireland
UK Listing Authority	the FCA, in its capacity as the United Kingdom Listing Authority
uncertificated or in uncertificated form	recorded in the Company's register of members as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United States	the United States of America, its territories, possessions, any state of the United States of America, and the District of Columbia
Unitholders	holders of Units
Units	units in the Company each comprising two Ordinary Shares and one ZDP Share
VAT	Value Added Tax
Winding up Resolution	the special resolution to place the Company into members' voluntary liquidation and to appoint the Liquidators to be proposed at the Second General Meeting
Wind up Date	the date upon which the Company is due to wind up under the Articles (being 28 February 2018)
Winterflood	Winterflood Securities Limited, which is authorised and regulated in the United Kingdom in the conduct of investment business by the FCA
ZDP Cash Option	the option for Shareholders under the Scheme to elect to receive cash in respect of some or all of their holding of ZDP Shares on the winding up of the Company
ZDP Cash Pool	the fund comprising the pool of assets attributable to the ZDP Shares in respect of which Elections are made or deemed to have been made for the ZDP Cash Option
ZDP Pools	the ZDP Cash Pool and the ZDP Rollover Pool
ZDP Rollover Option	the option for Shareholders under the Scheme to elect to receive New MATE Shares in respect of some or all of their holding of ZDP Shares on the winding up of the Company

ZDP Rollover Pool	the fund comprising the pool of assets attributable to the ZDP Shares in respect of which Elections are made or deemed to have been made for the ZDP Rollover Option
ZDP Shareholder Class Meeting	the class meeting of ZDP Shareholder convened for 12.40 p.m. on 20 February 2018 (or as soon thereafter as the Ordinary Class Meeting has concluded or been adjourned), notice of which is set out at the end of this document
ZDP Shareholders	holders of ZDP Shares
ZDP Shares	zero dividend preference shares of one penny each in the capital of the Company

NOTICE OF FIRST GENERAL MEETING

JPMORGAN INCOME & CAPITAL TRUST PLC

(Incorporated in England and Wales with registered number 06453183)

(Registered as an investment company under section 833 of the Companies Act 2006)

NOTICE IS HEREBY GIVEN that a general meeting of JPMorgan Income & Capital Trust plc (the “**Company**”) will be held at the offices of J.P. Morgan Asset Management, 60 Victoria Embankment, London EC4Y 0JP on Tuesday, 20 February 2018 at 12.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, both of which will be proposed as special resolutions, namely:

1. **THAT**, conditional on the approval and sanction of the Ordinary Shareholders at the separate class meeting to be held at 12.35 p.m. on 20 February 2018 (or as soon thereafter as this meeting has concluded or been adjourned) and of the ZDP Shareholders at the separate class meeting to be held at 12.40 p.m. on 20 February 2018 (or as soon thereafter as the Ordinary Shareholder Class Meeting has concluded or been adjourned):
 - 1.1 with effect from the date on which the amendment to the Official List of the UK Listing Authority to reflect the reclassification of the Shares becomes effective but subject always to paragraph 1.5 of this resolution, each of the Ordinary Shares and ZDP Shares in issue (whether held separately or in the form of Units) shall be reclassified as Shares the holders of which have (or are deemed to have) elected to have reclassified as Shares of the relevant class with “A” rights, “B” rights, “C” rights or “D” rights in such respective numbers as may be required to give effect to any Election validly made (or deemed to have been made) by the holder of the relevant Ordinary Shares or ZDP Shares (whether held separately or in the form of Units) and otherwise in accordance with the terms of the Scheme set out in Part 5 of the circular dated 24 January 2018 to the Shareholders of the Company of which this notice forms part (the “**Circular**”), a copy of which has been laid before the meeting and signed for the purpose of identification by the Chairman of the meeting (together the “**Reclassified Shares**”);
 - 1.2 for the purposes of this special resolution:
 - 1.2.1 to the extent that holders of Ordinary Shares shall have validly elected (or shall be deemed to have validly elected) for, and under the terms of the Scheme will become entitled to receive, MATE Ordinary Shares, such Ordinary Shares shall be reclassified as Ordinary Shares with “A” rights;
 - 1.2.2 to the extent that holders of ZDP Shares shall have validly elected (or shall be deemed to have validly elected) for, and under the terms of the Scheme will become entitled to receive, MATE Ordinary Shares, such ZDP Shares shall be reclassified as ZDP Shares with “B” rights,
 - 1.2.3 to the extent that holders of Ordinary Shares shall have validly elected (or shall be deemed to have validly elected) for, and under the terms of the Scheme will become entitled to receive, cash pursuant to the Ordinary Cash Option, such Ordinary Shares shall be reclassified as Ordinary Shares with “C” rights; and
 - 1.2.4 to the extent that holders of ZDP Shares shall have validly elected (or shall be deemed to have validly elected) for, and under the terms of the Scheme will become entitled to receive, cash pursuant to the ZDP Cash Option, such ZDP Shares shall be reclassified as ZDP Shares with “D” rights,
 - 1.3 holders of Shares with “A” rights, “B” rights, “C” rights or “D” rights shall have the respective rights set out in the Articles of Association of the Company, as amended by this special resolution;
 - 1.4 the Articles of Association of the Company be and are hereby amended by:
 - 1.4.1 the insertion of the following new Articles 8A and 8B:

“8A Every reference in these Articles to the Ordinary Shares shall be construed as a reference to the Ordinary Shares of one penny each in the capital of the Company which are designated as shares with either “A” rights, or “C” rights and every reference in these Articles to the ZDP Shares shall be construed as a reference to the

ZDP Shares of one penny each in the capital of the Company which are designated as shares with either “B” rights or “D” rights as set out in Article 8B below. Notwithstanding anything to the contrary in these Articles, each class of Ordinary Share and ZDP Share will have attached to it the respective rights and privileges and be subject to the respective limitations and restrictions set out in Article 8B.

8B

8B.1 Words and expressions defined in the circular to shareholders of the Company dated 24 January 2018 (the “**Circular**”) shall bear the same meanings in this Article 8B, save where the context otherwise requires.

8B.2 In addition to any rights under Article 8B.3 below, on a winding up of the Company for the purpose of the scheme of reconstruction as described in the Circular:

- (a) the rights of holders of Ordinary Shares with “A” rights or ZDP Shares with “B” rights in respect of the assets of the Company, notwithstanding anything to the contrary in the Articles of Association, shall be satisfied by the issue to such holders of the numbers of MATE Ordinary Shares to which they shall be respectively entitled in accordance with the Scheme; and
- (b) the rights of holders of Ordinary Shares with “C” rights or ZDP Shares with “D” rights in respect of the assets of the Company, notwithstanding anything to the contrary in the Articles of Association, shall be satisfied by the payment to such holders of cash in such amount as they shall be respectively entitled to in accordance with the Scheme.

8B.3 Ordinary Shareholders and/or ZDP Shareholders (other than Dissenting Shareholders) on the Company’s register of members on the Scheme Effective Date shall be entitled to any relevant surplus remaining in the Liquidation Pool on a *pari passu* basis *pro rata* to their respective holdings of Ordinary Shares or ZDP Shares, as applicable, as provided in the Scheme.

8B.4 Subject to the special rights set out in Articles 8B.2 above, for all other purposes of these Articles, the Ordinary Shares with “A” rights and “C” rights shall continue to be Ordinary Shares with the rights attaching to Ordinary Shares under these Articles, and the ZDP Shares with “B” rights and “D” rights shall continue to be ZDP Shares with the rights attaching to ZDP Shares under these Articles, and the Articles of Association shall be construed accordingly.”

1.4.2 the insertion of the following new Article as Article 163A:

“163A Notwithstanding the provisions of the Articles, upon the winding up of the Company in connection with the scheme (the **Scheme**) set out in Part 5 of the circular dated 24 January 2018 to Shareholders of the Company (the “**Circular**”), the liquidators of the Company will give effect to the Scheme and will enter into and give effect to the transfer agreement with JPMorgan Multi-Asset Trust plc), a draft of which was produced to the general meeting of the Company convened for 20 February 2018 by the notice attached to the Circular, in accordance with the provisions of this Article and Article 8B, and the holders of Shares with “A” rights shall be entitled to MATE Ordinary Shares, the holders of Shares with “B” rights shall be entitled to MATE Ordinary Shares, the holders of Shares with “C” rights shall be entitled to receive cash and the holders of Shares with “D” rights shall be entitled to receive cash, in each case in accordance with the Scheme. The definitions in the Circular have the same meanings in this Article 163A, save where the context otherwise requires.”;

1.4.3 by the deletion of Article 163.3; and

1.4.4 by way of such further amendments to the Articles of Association of the Company as may be required to give full effect to this special resolution;

1.5 if the Scheme does not become unconditional by the end of the Second General Meeting, the amendments to the Articles of Association of the Company effected by paragraph 1.4 of this special resolution shall be further amended such that the insertions of Articles 8A, 8B and 163A (but not the deletion of Article 163.3) shall cease to have effect as from the close of that meeting (or any adjournment thereof), the reclassification of the Ordinary Shares and ZDP Shares provided for by this special resolution shall be reversed and each Reclassified

Share shall revert to being either an Ordinary Share ranking *pari passu* in all respects with the other Ordinary Shares or a ZDP Share ranking *pari passu* in all respects with the other ZDP Shares; and

- 1.6 the definitions contained in the Circular have the same meanings in this special resolution.
2. **THAT**, subject to: (i) the passing of resolution 1 above at this meeting (or at any adjournment hereof), and it becoming unconditional; (ii) the Scheme becoming unconditional in accordance with its terms; and (iii) the passing at the Second General Meeting (or any adjournment thereof) of a resolution for the voluntary winding up of the Company and the appointment of the Liquidators:
 - 2.1 notwithstanding anything to the contrary in the Articles of Association of the Company, the scheme (the “**Scheme**”) set out in Part 5 of the circular dated 24 January 2018 to Shareholders of the Company (the “**Circular**”), a copy of which has been produced to the meeting and signed for the purpose of identification by the chairman thereof be and is hereby approved and the liquidators of the Company when appointed (jointly and severally the “**Liquidators**”), be and are hereby authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect;
 - 2.2 in particular but without prejudice to the generality of sub-paragraph 2.1 above, the Liquidators, when appointed, be and are hereby authorised and directed, pursuant to section 110 of the Insolvency Act and/or this special resolution and/or the Articles of Association of the Company, as amended by resolution 1 above:
 - 2.2.1 to enter into and give effect to the Transfer Agreement referred to in the Circular with JPMorgan Multi-Asset Trust plc (“MATE”), in the form of the draft produced to the meeting and signed for the purpose of identification by the chairman thereof with such amendments as the parties may from time to time agree;
 - 2.2.2 to request that, in accordance with the Scheme, MATE issue and distribute New MATE Shares to the holders of Shares with “A” rights to which such holders are entitled in accordance with the Scheme by way of satisfaction and discharge of their interests in as much of the property and assets of the Company as will be so transferred to MATE in accordance with the Scheme;
 - 2.2.3 to request that, in accordance with the Scheme, MATE issue and distribute New MATE Shares to the holders of Shares with “B” rights to which such holders are entitled in accordance with the Scheme by way of satisfaction and discharge of their interests in as much of the property and assets of the Company as will be so transferred to MATE in accordance with the Scheme;
 - 2.2.4 to arrange for the distribution among the holders of Shares with “C” rights and “D” rights of the amounts of cash to which such holders are entitled in accordance with the Scheme by way of satisfaction and discharge of their interests in as much of the property and assets of the Company comprising the Cash Pools;
 - 2.2.5 pending distributions being made by the Liquidators to the persons entitled thereto, to invest the funds of the Company in such manner as they deem expedient having regard in particular to the requirements of Chapter 4 of Part 24 of the Corporation Tax Act 2010 and any regulations made thereunder;
 - 2.2.6 to convert into cash any asset in the Liquidation Pool and to raise money to purchase the interests of any members of the Company who shall have validly exercised their rights under section 111(2) of the Insolvency Act 1986, as amended, out of the Liquidation Pool;
 - 2.2.7 to distribute any surplus in the Liquidation Pool in accordance with the Scheme; and
 - 2.2.8 to apply for cancellation of the Reclassified Shares’ listing on the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange with effect from such date as the Liquidators may determine; and

2.3 the definitions contained in the Circular have the same meanings in this special resolution.

24 January 2018

Registered office:
60 Victoria Embankment
London
EC4Y 0JP

By Order of the Board,
JPMorgan Funds Limited,
Company Secretary

Notes:

- (i) A member entitled to attend and vote at the First General Meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of First General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom, or delivered by hand during office hours to the same address as soon as possible and in any event by 12.30 p.m. on 16 February 2018.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "**Nominated Person**") should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the First General Meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the First General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the First General Meeting.
- (v) Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders registered in the register of members of the Company by not later than 6.00 p.m. two Business Days prior to the time fixed for the First General Meeting shall be entitled to attend and vote at the First General Meeting in respect of the number of Shares registered in their name at such time. If the First General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.30 p.m. two Business Days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the First General Meeting (or any adjournment thereof).
- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (viii) Holders of Shares or Units held through the Plans are entitled to attend and vote at the First General Meeting if the applicable Plan Voting Form of Direction, which is enclosed with this document, is correctly completed and returned in accordance with the instructions printed thereon.
- (ix) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 12.30 p.m. on 16 February 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (x) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (xi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.
- (xii) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to

the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of those voting rights and so would otherwise have notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

- (xiii) As at 23 January 2018, being the last business day prior to the printing of this document, the Company's issued share capital (excluding any shares held in treasury) consisted of 68,556,782 Ordinary Shares and 46,612,200 ZDP Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 January 2018 were 115,168,982.
- (xiv) The proposed new Articles of Association are available for inspection at the registered office of the Company, 60 Victoria Embankment, London EC4Y 0JP during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this document until the conclusion of the First General Meeting and will be available for inspection at the place of the First General Meeting for at least 15 minutes prior to and during the First General Meeting.
- (xv) Pursuant to Section 319A of the Companies Act 2006, the Company must cause to be answered at the First General Meeting any question relating to the business being dealt with at the First General Meeting which is put by a member attending the First General Meeting except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the First General Meeting or if it would involve the disclosure of confidential information.
- (xvi) In accordance with Section 311A of the Companies Act 2006, the contents of this notice of First General Meeting, details of the total number of Shares in respect of which members are entitled to exercise voting rights at the First General Meeting, the total voting rights members are entitled to exercise at the First General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.jpmincomeandcapital.co.uk.
- (xvii) You may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated.

NOTICE OF ORDINARY SHAREHOLDERS CLASS MEETING

JPMORGAN INCOME & CAPITAL TRUST PLC

(Incorporated in England and Wales with registered number 06453183)

(Registered as an investment company under section 833 of the Companies Act 2006)

NOTICE IS HEREBY GIVEN that a class meeting of members holding ordinary shares of one penny each (the “**Ordinary Shares**”) in the capital of JPMorgan Income & Capital Trust plc (the “**Company**”) will be held at the offices of J.P. Morgan Asset Management, 60 Victoria Embankment, London EC4Y 0JP on Tuesday, 20 February 2018 at 12.35 p.m. (or as soon thereafter as the general meeting convened to be held at 12.30 p.m. on Tuesday, 20 February 2018 has concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolution, as a special resolution of the holders of Ordinary Shares:

THAT the holders of ordinary shares of one penny each in the capital of the Company (the “**Ordinary Shares**”) hereby sanction and consent to:

- (a) the passing and carrying into effect the resolutions contained in the notice of the general meeting of the Company to be held on Tuesday, 20 February 2018 at 12.30 p.m. and set out in the circular to shareholders of the Company dated 24 January 2018 (the “**Circular**”) ;
- (b) the implementation of the Scheme (as defined in the Circular); and
- (c) any variation or abrogation and/or deemed variation or abrogation of the rights attached to the Ordinary Shares which will, or may result from the passing and carrying into effect of the resolutions referred to in sub-paragraph (a) of this resolution and/or the implementation of the Scheme.

24 January 2018

Registered office:

60 Victoria Embankment
London
EC4Y 0JP

By Order of the Board,
JPMorgan Funds Limited
Company Secretary

Notes:

- (i) Ordinary Shareholders entitled to attend and vote at the Ordinary Shareholder Class Meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Ordinary Shareholder Class Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the Company’s Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom, or delivered by hand during office hours to the same address as soon as possible and in any event by 12.35 p.m. on 16 February 2018.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a **Nominated Person**) should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the Ordinary Shareholder Class Meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the Ordinary Shareholder Class Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the Ordinary Shareholder Class Meeting.
- (v) Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person’s personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Ordinary Shareholders registered in the register of members of the Company by not later than 6.00 p.m. two Business Days prior to the time fixed for the Ordinary Shareholder Class Meeting shall be entitled to attend and vote at the Ordinary Shareholder Class Meeting in respect of the number of Ordinary Shares registered in their name at such time. If the Ordinary Shareholder Class Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.30 p.m. two Business Days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Ordinary Shareholder Class Meeting (or any adjournment thereof).

- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (viii) Holders of Ordinary Shares or Units held through the Plans are entitled to attend and vote at the Ordinary Shareholder Class Meeting if the applicable Plan Voting Form of Direction, which is enclosed with this document, is correctly completed and returned in accordance with the instructions printed thereon.
- (ix) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 12.35 p.m. on 16 February 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (x) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (xi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.
- (xii) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of those voting rights and so would otherwise have notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xiii) As at 23 January 2018, being the last business day prior to the printing of this document, the Company's issued share capital (excluding any shares held in treasury) consisted of 68,556,782 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in relation to the Ordinary Shareholder Class Meeting as at 23 January 2018 were 68,556,782.

NOTICE OF ZDP SHAREHOLDERS CLASS MEETING

JPMORGAN INCOME & CAPITAL TRUST PLC

(Incorporated in England and Wales with registered number 06453183)

(Registered as an investment company under section 833 of the Companies Act 2006)

NOTICE IS HEREBY GIVEN that a class meeting of members holding zero dividend preference shares of one penny each (the “**ZDP Shares**”) in the capital of JPMorgan Income & Capital Trust plc (the “**Company**”) will be held at the offices of J.P. Morgan Asset Management, 60 Victoria Embankment, London EC4Y 0JP on Tuesday, 20 February 2018 at 12.40 p.m. (or as soon thereafter as the class meeting of holders of ordinary shares in the Company convened to be held at 12.35 p.m. on Tuesday, 20 February 2018 has concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolution, as a special resolution of the holders of ZDP Shares:

THAT the holders of zero dividend preference shares of one penny each in the capital of the Company (the “**ZDP Shares**”) hereby sanction and consent to:

- (a) the passing and carrying into effect the resolutions contained in the notice of the general meeting of the Company to be held on Tuesday, 20 February 2018 at 12.30 p.m and set out in the circular to shareholders of the Company dated 24 January 2018 (the “**Circular**”);
- (b) the implementation of the Scheme (as defined in the Circular); and
- (c) any variation or abrogation and/or deemed variation or abrogation of the rights attached to the ZDP Shares which will, or may result from the passing and carrying into effect of the resolutions referred to in sub-paragraph (a) of this resolution and/or the implementation of the Scheme.

24 January 2018

Registered office:

60 Victoria Embankment
London
EC4Y 0JP

By Order of the Board,
JPMorgan Funds Limited
Company Secretary

Notes:

- (i) ZDP Shareholders entitled to attend and vote at the ZDP Shareholder Class Meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of ZDP Shareholder Class Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the Company’s Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom, or delivered by hand during office hours to the same address as soon as possible and in any event by 12.40 p.m. on 16 February 2018.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a **Nominated Person**) should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the ZDP Shareholder Class Meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the ZDP Shareholder Class Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the ZDP Shareholder Class Meeting.
- (v) Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person’s personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only ZDP Shareholders registered in the register of members of the Company by not later than 6.00 p.m. two Business Days prior to the time fixed for the ZDP Shareholder Class Meeting shall be entitled to attend and vote at the ZDP Shareholder Class Meeting in respect of the number of Ordinary Shares registered in their name at such time. If the ZDP Shareholder Class Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.30 p.m. two Business Days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the ZDP Shareholder Class Meeting (or any adjournment thereof).

- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (viii) Holders of ZDP Shares or Units held through the Plans are entitled to attend and vote at the ZDP Shareholder Class Meeting if the applicable Voting Form of Direction, which is enclosed with this document, is correctly completed and returned in accordance with the instructions printed thereon.
- (ix) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 12.40 p.m. on 16 February 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (x) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (xi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.
- (xii) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of those voting rights and so would otherwise have notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xiii) As at 23 January 2018, being the last business day prior to the printing of this document, the Company's issued share capital (excluding any shares held in treasury) consisted of 46,612,200 ZDP Shares, carrying one vote each. Therefore, the total voting rights in relation to the ZDP Shareholder Class Meeting as at 23 January 2018 were 46,612,200.

NOTICE OF SECOND GENERAL MEETING

JPMORGAN INCOME & CAPITAL TRUST PLC

(Incorporated in England and Wales with registered number 06453183)

(Registered as an investment company under section 833 of the Companies Act 2006)

NOTICE IS HEREBY GIVEN that a general meeting of JPMorgan Income & Capital Trust plc (the “**Company**”) will be held at the offices of J.P. Morgan Asset Management, 60 Victoria Embankment, London EC4Y 0JP on Wednesday, 28 February 2018 at 11.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

THAT:

- (a) 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 effective and unconditional 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) 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) 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; and
- (d) 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 (if applicable).

The definitions contained in the circular dated 24 January 2018 to Shareholders of the Company (the “**Circular**”) have the same meanings in this special resolution.

24 January 2018

Registered office:

60 Victoria Embankment
London
EC4Y 0JP

By Order of the Board,
JPMorgan Funds Limited
Company Secretary

Notes:

- (i) A member entitled to attend and vote at the Second General Meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Second General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the Company’s Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom, or delivered by hand during office hours to the same address as soon as possible and in any event by 11.30 a.m. on 26 February 2018.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a **Nominated Person**) should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the Second General Meeting in place of a member, do not apply to a Nominated

Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the Second General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the Second General Meeting.

- (v) Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders registered in the register of members of the Company by not later than 6.00 p.m. two Business Days prior to the time fixed for the Second General Meeting shall be entitled to attend and vote at the Second General Meeting in respect of the number of Shares registered in their name at such time. If the Second General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.30 p.m. two Business Days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Second General Meeting (or any adjournment thereof).
- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (viii) Holders of Shares or Units held through the Plans are entitled to attend and vote at the Second General Meeting if the applicable Voting Form of Direction, which is enclosed with this document, is correctly completed and returned in accordance with the instructions printed thereon.
- (ix) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 11.30 a.m. on 26 February 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (x) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (xi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.
- (xii) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of those voting rights and so would otherwise have notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xiii) As at 23 January 2018, being the last business day prior to the printing of this document, the Company's issued share capital (excluding any shares held in treasury) consisted of 68,556,782 Ordinary Shares and 46,612,200 ZDP Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 January 2018 were 115,168,982. In accordance with the Articles, there shall be weighted voting rights on the resolution such that the aggregate number of votes cast in favour of the resolution is four times the aggregate number of votes cast against the resolution and the vote of those shareholders entitled to vote shall be taken on a poll.
- (xiv) Pursuant to Section 319A of the Companies Act 2006, the Company must cause to be answered at the Second General Meeting any question relating to the business being dealt with at the Second General Meeting which is put by a member attending the Second General Meeting except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the Second General Meeting or if it would involve the disclosure of confidential information.
- (xv) In accordance with Section 311A of the Companies Act 2006, the contents of this notice of Second General Meeting, details of the total number of Shares in respect of which members are entitled to exercise voting rights at the Second General Meeting, the total voting rights members are entitled to exercise at the Second General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.jpmincomeandcapital.co.uk.
- (xvi) You may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated.

