

**IMPORTANT**

**PLEASE COMPLETE AND RETURN THIS FORM IMMEDIATELY  
and in any event no later than 6 p.m. (Hong Kong time) on 15 May 2018 <sup>(Note 1)</sup>.**

**Form of Instruction to JPMorgan Funds (Asia) Limited  
JPMorgan Funds**

**Name(s) and Address of Client:**

**Account Number(s):**

MasterAccount:

Regular Investment Plan:  
*(if applicable)*

I am/We are the beneficial holders of shares in the JPMorgan Funds (the “Company” or the “Fund”), registered in the name of JPMorgan Investor Services (Asia) Limited (“JPMIS”), on my/our behalf. I/We hereby authorise and instruct JPMorgan Funds (Asia) Limited (“JPMFAL”) as my/our agent on and subject to the Terms and Conditions of MasterAccount & Regular Investment Plan and the Nominee Agreement, to instruct JPMIS to vote, by itself or its lawful attorney/s, on my/our behalf in respect of **ALL\*** / \_\_\_\_\_ \*of my/our shares (\* if you wish to vote part but not all of the shares registered on your behalf, delete “ALL” and insert the number of shares you wish to vote) at the extraordinary general meeting of shareholders to be held on 25 May 2018 at 11:00 CET, at 6 route de Trèves, L-2633 Senningerberg, Luxembourg and at any adjournment thereof (unless expressly revoked). JPMFAL is hereby authorised and instructed to instruct JPMIS, by itself or its lawful attorney/s, to vote on the agenda, as set out in the Notice of Extraordinary General Meeting, in accordance with my/our instructions as indicated below:

<b>Agenda</b>	<b>“For”</b>	<b>“Against”</b>	<b>“Abstain”</b>
<p>General update of the Articles to introduce provisions in the Articles mainly to comply with the Regulation (defined below) to be effective on 3 December 2018 or on any other date as decided by the Directors of the Fund but no later than 21 January 2019, and in particular to</p> <ul style="list-style-type: none"> <li>- Amend Article 3 to update references to laws and regulations applicable to the Fund so as to read as follows: <i>“The exclusive purpose of the Company is to invest the funds available to it in financial assets as permitted by (i) Part I of the law of 17th December 2010 on undertakings for collective investment, as amended from time to time (the “Law”) and/or (ii) the EU Regulation 2017/1131 of the European Parliament and the Council of 14 June 2017 on money market funds (the “Regulation”) where applicable, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.</i> <i>The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted under the Law and/or the Regulation.”</i></li> <li>- Amend Article 5 to, <i>inter alia</i>, provide that each sub-fund (i) may qualify either as a short-term or a standard variable net asset value money market fund, a short-term low volatility net asset value money market fund or a short-term public debt constant net asset value money market fund as allowed by the Regulation and, as disclosed in the Prospectus, and (ii) will invest in liquid financial assets or other types of investments allowed under the Regulation.</li> <li>- Amend Article 8 to provide that the Board has the power (i) to refuse to issue or register any transfer of a share, or (ii) to redeem compulsorily any existing shareholding, or (iii) to impose such restrictions or (iv) to demand such information as it may think necessary for the purpose of ensuring that no shares are acquired or held by (directly or indirectly) any person whose shareholding’s concentration could jeopardise the liquidity of the Fund or any of its sub-funds qualifying as MMFs.</li> <li>- For sub-funds qualifying as MMFs, amend Article 16 to, <i>inter alia</i>: <ul style="list-style-type: none"> <li>o provide that the Board has the power to determine the investment policies and strategies of the sub-funds in compliance with Part I of the Law and/or the Regulation and any other applicable regulations, as will be further described in the Prospectus;</li> </ul> </li> </ul>			

Agenda	“For”	“Against”	“Abstain”
<ul style="list-style-type: none"> <li>○ describe the Fund’s eligible assets, which may include money markets instruments, securitisations, asset-backed commercial papers, deposits with credit institutions, financial derivative instruments (within the limits of the Regulation), repurchase and reverse repurchase agreements and units of other MMFs;</li> <li>○ describe the Fund’s diversification requirements, and in particular make express reference to all administrations, institutions or organisations that issue or guarantee separately or jointly money market instruments in which the Fund intends to invest more than 5% of its assets; and</li> <li>○ provide that unless otherwise provided for in the Prospectus, the Fund will not invest more than 10% of the assets of any sub-fund in MMFs within the meaning of the Regulation.</li> <li>- Amend Article 21 to grant the Board the power to apply liquidity fees or gating mechanisms, in accordance with the provisions of the Regulation and as will be further disclosed in the Prospectus.</li> <li>- Amend Article 22 to, <i>inter alia</i>: <ul style="list-style-type: none"> <li>○ provide that in accordance with the Regulation, the Board may decide to suspend redemptions for any sub-fund qualifying as a MMF for any period up to 15 business days; and</li> <li>○ add and clarify circumstances where the Board is allowed to suspend the determination of the net asset value of shares of a sub-fund and the issue, conversion and redemption price, in particular in the case of a suspension of the calculation of the net asset value of one or several underlying investment funds in which a sub-fund has invested a substantial portion of assets.</li> </ul> </li> <li>- Amend Article 23 to, <i>inter alia</i>, describe the assets that can be held by sub-funds qualifying as MMFs and the applicable valuation methodology.</li> <li>- Amend Article 24 to provide that shares may be issued against subscription in kind of eligible assets under the Regulation.</li> <li>- Amend Article 30 to clarify that all matters not governed by the Articles shall be determined in accordance with the Luxembourg Law of 10 August 1915 on commercial companies, the Law and/or the Regulation, as appropriate.</li> <li>- Add Article 31 to detail the Fund’s internal credit quality assessment and liquidity management procedures.</li> <li>- Add Article 32 to: <ul style="list-style-type: none"> <li>○ describe how information to investors may be made available; and</li> <li>○ provide that by the sole fact of investing or soliciting the investment in the Fund, an investor acknowledges the possible use of electronic information means to disclose certain information as set out in the offering documents and confirms having access to internet and to an electronic messaging system allowing the investor to access the information or document made available via an electronic information means.</li> </ul> </li> <li>- Make any other changes to the Articles, as deemed necessary to comply with the requirements of the Regulation, any related implementing delegated acts or measures and to generally update the Articles.</li> </ul>			

*If you wish JPMIS or its attorney/s to vote in respect of ALL of your shares, please tick the appropriate box above.*

*If you wish JPMIS or its attorney/s to vote only part of your shares please indicate the number of shares to be voted in the relevant box. If you indicate more shares than are actually held on your behalf, JPMIS or its attorney/s will vote the total number of shares registered in the name of JPMIS on your behalf in the same proportions to that indicated above.*

<p><b>Individual:</b></p>    <p>_____</p> <p>Signature                          Date</p>	<p><b>Corporation:</b></p>    <p>_____</p> <p>The Common Seal of                          Affixed in the presence of                          Date</p>
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Notes:

1. To be valid, the Form of Instruction must be received by JPMFAL at GPO Box 11448, Hong Kong not later than 6 p.m. (Hong Kong time) on 15 May 2018. The Form of Instruction may be sent in the first instance by facsimile on (852) 2868 1577, but the original Form of Instruction should follow by mail to JPMFAL at GPO Box 11448, Hong Kong not later than 6 p.m. (Hong Kong time) on 15 May 2018.
2. JPMFAL will be entitled to rely and act upon any Instruction given, or purported to be given to JPMFAL’s satisfaction, by either or any Joint Client.