

PRIVATE AND CONFIDENTIAL - FOR PROFESSIONAL INVESTORS IN HONG KONG ONLY

WARNING: the contents of this document have not been reviewed by any regulatory authority in Hong Kong or any other regulatory authority. You are advised to exercise caution in relation to the information contained herein. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

IMPORTANT: This letter requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice.

8 December 2017

Dear Investor,

**Merger of JPMorgan Funds - Germany Equity Fund*
(the “Merging Sub-Fund”) into
JPMorgan Funds - Euroland Equity Fund (the “Receiving Sub-Fund”)**

We are writing to notify you, as the shareholder of the Merging Sub-Fund, about the above merger. The decision was taken as the Board of Directors (the “Board”) of JPMorgan Funds (the “Fund”) believes the Merging Sub-Fund has limited prospects for growth.

This letter and the enclosed document provide important information that you should know about. This includes the reason for and details of the merger (which will be carried out in accordance with applicable Luxembourg law(s)), the date of the merger, how it will affect you, the options you have and the relevant information of the Merging Sub-Fund and the Receiving Sub-Fund. A set of Q&A document in relation to the merger is available on www.jpmorganassetmanagement.lu.

Your holding in the JPM Germany Equity A (dist) - EUR of the Merging Sub-Fund will be exchanged automatically for shares in JPM Euroland Equity A (dist) - EUR of the Receiving Sub-Fund as described in this letter. A contract note will be issued to you after 9 February 2018 (the “Merger Date”) informing you of the number of shares you hold in the Receiving Sub-Fund. You may refer to the offering document of the Receiving Sub-Fund available on our website www.jpmorganam.com.hk¹ for more background information. As a shareholder of the Merging Sub-Fund, you are entitled to redeem your shares in the Merging Sub-Fund at any time in accordance with the terms of the constitutive document of the Merging Sub-Fund from 8 December 2017 until 5:00 p.m. (Hong Kong time) on 6 February 2018. Any charges for redemption during such period will be waived. Alternatively, if you prefer, you may switch your holdings in the Merging Sub-Fund into any other fund(s) which are managed by JPMorgan Funds (Asia)

* The Merging Sub-Fund is not authorised by the SFC for sale to the public in Hong Kong and is not offered to Hong Kong retail investors. The contents of this letter and the document relating to the Merging Sub-Fund have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to this merger. If you are in any doubt about any of the contents of this letter or the document relating to this merger, you should obtain independent professional advice.

¹ The website has not been reviewed by the SFC.

Limited or for which it acts as Hong Kong representative² and which are authorised by the Securities and Futures Commission (the “SFC”) for sale to the public in accordance with the constitutive document of the Merging Sub-Fund from 8 December 2017 until 5:00 p.m. (Hong Kong time) on 6 February 2018. Any charges for switching during such period will be waived³. Details of such funds (including the relevant offering documents) can be found on our website www.jpmorganam.com.hk¹. SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of a fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

We recommend that you read this letter carefully and that you seek tax and investment advice as appropriate before making a final decision.

The Management Company of the Fund accepts responsibility for the accuracy of the content of this letter.

This letter and the enclosed document are distributed in Hong Kong only on a confidential basis. They are not to be reproduced for any other purpose or distributed to or used by any other person (other than your professional advisors). This letter and the enclosed document must not be issued, circulated or distributed in Hong Kong other than in circumstances which do not constitute an offer or sale of shares of the Merging Sub-Fund to the public of Hong Kong.

If you have any questions regarding the contents of this letter or any other aspect of the Fund, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client adviser, account manager, pension scheme trustee or administrator;
- our Intermediary Hotline on (852) 2978 7788;
- our Intermediary Clients’ Hotline on (852) 2265 1000; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,
For and on behalf of
JPMorgan Funds (Asia) Limited
as Hong Kong Representative of the Fund



Edwin TK Chan
Director

Encl.

² Please note that, as provided in the relevant offering documents of the funds, the manager or the Hong Kong Representative (as applicable) of each such fund has the discretion to accept or reject in whole or in part any application for units or shares (as the case may be) in the fund.

³ Please note that although we will not impose any charges in respect of your switching instructions, your bank, distributor or financial adviser may charge you switching and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor or financial adviser should you have any questions.

Notice of Sub-Fund Merger

SUMMARY

This section outlines key information relating to the merger as it concerns you as a shareholder. Further information is contained in the Detailed Sub-Fund Comparison that follows.

KEY FACTS

| | |
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| Your sub-fund (the “Merging Sub-Fund”) | ▪ JPMorgan Funds - Germany Equity Fund |
| Receiving sub-fund (sub-fund which your sub-fund is merging into) (the “Receiving Sub-Fund”) | ▪ JPMorgan Funds - Euroland Equity Fund |
| Merger date | ▪ 9 February 2018 |
| Background and reasons for merger | ▪ The Board of Directors of JPMorgan Funds believes the Merging Sub-Fund has limited prospects for growth. |

IMPACT

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| Key differences in investment policy between your sub-fund and the Receiving Sub-Fund | ▪ While your sub-fund invests primarily in German companies, the Receiving Sub-Fund invests primarily in companies in the Euro-zone, which includes Germany. A precise geographical breakdown of the Receiving Sub-Fund's holding can be obtained from the relevant factsheet. |
| Potential benefits | <ul style="list-style-type: none">▪ The merger will give you the benefit of investing in a larger sub-fund that has the prospect of stronger growth in assets in the future and may potentially benefit from economies of scale which may result in lower operating and administrative expenses.▪ The Receiving Sub-Fund has a broader investment universe and, therefore offers the benefits of increased diversification. |
| Potential drawbacks | <ul style="list-style-type: none">▪ One-time expenses associated with transaction costs will be borne by your sub-fund.▪ On the merger date, and during the two business days before that, you will not be able to subscribe for, switch or redeem shares in your sub-fund. |
| Other considerations | <ul style="list-style-type: none">▪ Your sub-fund will not bear any additional legal, advisory or administrative costs associated with the merger.▪ The portfolio of your sub-fund closely resembles that of the Receiving Sub-Fund, however, some rebalancing of the assets will be required in preparation for the merger. |

TIMELINE

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| 5:00 p.m. Hong Kong time, 6 February 2018 | <ul style="list-style-type: none">▪ You may switch out or redeem shares in your sub-fund in accordance with the terms of the constitutive document of your sub-fund free of charge before this cut-off time.▪ After this cut-off time, you will not be able to switch or redeem shares in your sub-fund. |
| 9 February 2018, after close of business | <ul style="list-style-type: none">▪ The merger transaction occurs. All the assets, liabilities and any accrued income in your sub-fund will be transferred to the Receiving Sub-Fund, and your sub-fund will cease to exist.▪ Your shares are exchanged free of charge for shares in the equivalent share class of the Receiving Sub-Fund, based on the net asset value per share in effect that day for both sub-funds.▪ The value of the shares you own in your sub-fund and the new shares you receive in the Receiving Sub-Fund will be the same but you may receive a different number of shares. |
| 12 February 2018 | ▪ As an investor in the Receiving Sub-Fund, you can switch and redeem your new shares in the Receiving Sub-Fund. |

Detailed Sub-Fund Comparison

This table compares the relevant information of your sub-fund with that of the Receiving Sub-Fund. The table indicates where information is the same between the sub-funds and where it is different. Unless stated otherwise, terms in this table have the same meaning as in the relevant offering document.

- **Information that appears in a box** is information that is particular to the sub-fund named at the top of that column.
- **Information that crosses both columns** is information that is the same for both sub-funds.

| JPMorgan Funds - Germany Equity Fund (the “Merging Sub-Fund”) | JPMorgan Funds - Euroland Equity Fund (the “Receiving Sub-Fund”) |
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GENERAL INFORMATION

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|--|--|-----------------------------------|
| Benchmark | HDAX Index (Total Return Gross) | MSCI EMU Index (Total Return Net) |
| End of Financial Year | 30th June | |
| Fund range | JPMorgan Funds | |
| Date of Annual General Meeting of shareholders | Third Wednesday of November at 3.00 p.m. (or, if such day is not a business day in Luxembourg, on the next following business day). | |
| Base currency | Euro (EUR) | |

OBJECTIVES AND INVESTMENT POLICIES

Information that is Different Between Sub-Funds

| | |
|---|--|
| To provide long-term capital growth by investing primarily in German companies. | To provide long-term capital growth by investing primarily in companies of countries which are part of the Euro-zone (the “Euroland Countries”). |
| At least 67% of the Sub-Fund’s assets (excluding cash and cash equivalents) will be invested in equity securities of companies that are domiciled in, or carrying out the main part of their economic activity in, Germany. | At least 75% of the Sub-Fund’s net assets will be invested in equity securities (excluding convertible securities, index and participation notes and equity linked notes) of companies that are domiciled in, or carrying out the main part of their economic activity in, a Euroland Country. |
| | The Sub-Fund may invest up to 10% of its net assets in companies from other continental European countries. |

Information that is the Same in Both Sub-Funds

Debt securities, cash and cash equivalents may be held on an ancillary basis.

The Sub-Fund may also invest in UCITS and other UCIs.

The Sub-Fund may invest in assets denominated in any currency and currency exposure may be hedged.

The Sub-Fund may use financial derivative instruments for the purposes of hedging and efficient portfolio management.

All of the above investments will be made in accordance with the limits set out in “Appendix II – Investment Restrictions and Powers” of the relevant offering document.

| JPMorgan Funds - Germany Equity Fund (the “Merging Sub-Fund”) | JPMorgan Funds - Euroland Equity Fund (the “Receiving Sub-Fund”) |
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RISK FACTORS

Information that is Different Between Sub-Funds

- The single market in which the Sub-Fund invests may be subject to particular political and economic risks, and as a result, the Sub-Fund may be more volatile than more broadly diversified funds.

Information that is the Same in Both Sub-Funds

- The value of your investment may fall as well as rise and you may get back less than you originally invested.
- The value of equity securities may go down as well as up in response to the performance of individual companies and general market conditions.
- Movements in currency exchange rates can adversely affect the return of your investment. The currency hedging that may be used to minimise the effect of currency fluctuations may not always be successful.
- Further information about risks can be found in “Appendix IV – Risk Factors” of the relevant offering document.

CHARGES

Charges that are the Same in Both Sub-Funds

| | JPM Germany Equity A (dist) - EUR LU0111753843 | JPM Euroland Equity A (dist) - EUR LU0089640097 |
|--|---|--|
| Initial Charge | | 5.00% Max |
| Redemption Charge | | Nil |
| Annual Management and Advisory Fee | | 1.50% |
| Operating and Administrative Expenses | | 0.30% Max |

Next Steps

To Exchange Your Shares as Part of the Merger

No action is necessary. All shares that you hold in your sub-fund as of the merger date will automatically be exchanged for shares in the Receiving Sub-Fund.

To Switch or Redeem Some or All of Your Shares

Your switch or redemption request should be made in accordance with the terms of the constitutive document of your sub-fund and should be received prior to 17:00 Hong Kong time on 6 February 2018 by your usual local representative. The redemption and switch charge that may be applicable will be waived[#]. All other switch and redemption conditions in the offering document still apply.

[#] Please note that although we will not impose any charges in respect of your switching instructions, your bank, distributor or financial adviser may charge you switching and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor or financial adviser should you have any questions.