

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Shareholders (the "Meeting") of JPMorgan Series II Funds (the "Company") will be held on Wednesday, 16 December 2009 at 15:00 (Luxembourg time) at the Registered Office of the Company, with the following Agenda:

#### **Agenda**

1. Presentation and approval of the Report of the Board of Directors for the accounting year ended July 31, 2009.
2. Presentation of the Report of the Auditors for the accounting year ended July 31, 2009.
3. Approval of the Financial Statements for the accounting year ended July 31, 2009.
4. Discharge of the Board of Directors in respect of their duties carried out for the accounting year ended July 31, 2009.
5. Approval of Directors' Fees.
6. Confirmation of the appointment of Mr Jacques Elvinger, co-opted by the Board of Directors on January 1, 2009, in replacement of Mr Andre Elvinger, to serve as a Director of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on July 31, 2010.
7. Re-election of Mr Iain Saunders, Mr Pierre Jaans, Mr Jean Frijns, Mr Robert van der Meer, Mr Berndt May and Ms Andrea Hazen to serve as Directors of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on July 31, 2010.
8. Re-election of PricewaterhouseCoopers S.à r.l. to serve as Auditors until the Annual General Meeting of Shareholders, approving the Financial Statements for the accounting year ending on July 31, 2010.
9. Allocation of the results for the accounting year ended July 31, 2009.
10. Consideration of such other business as may properly come before the Meeting.

#### **Voting**

Resolutions on the Agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed by Shareholders present or represented at the Meeting.

#### **Voting Arrangements**

Shareholders who cannot personally attend the Meeting are requested to use the prescribed Form of Proxy. Completed Forms of Proxy must be received by no later than the close of business in Luxembourg on Monday, 14 December 2009 at the Registered Office of the Company (Client Services Department, fax +352 3410 8000).

By order of the Board of Directors

*Please be advised that the latest version of the prospectus and articles of incorporation as well as copies of the latest annual and semi annual report are available free of charge upon request at the registered office of the Fund or from the Fund local representative. The latest version of the Prospectus is also available on the website [www.jpmorganassetmanagement.com](http://www.jpmorganassetmanagement.com)*