

Form of Proxy  
for use at the Annual General Meeting of Shareholders  
to be held on Wednesday, 16 December 2009

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We the undersigned,

Corporate Name/First Name(s) Last Name Account Number

hereby appoint the Chairman of the Annual General Meeting of Shareholders (the "Meeting") of JPMorgan Series II Funds (the "SICAV"),

or \_\_\_\_\_  
as my/our representative to vote for me/us on my/our behalf on the item of the Agenda, as indicated below, of the Meeting to be held on Wednesday, 16 December 2009 at 15:00 (Luxembourg time), and at any adjournment thereof, at the Registered Office of the SICAV, as more fully described in the Notice.

*If you want your representative to vote in a certain way on the resolutions specified, please indicate with an "X" in the spaces below. If you fail to select any of the given options, your representative can vote as he/she chooses or can decide not to vote at all. The representative can also do this on any other resolution that is put to the meeting. If you appoint the Chairman as your representative and you do not indicate with an "X" in the spaces below how you wish your votes to be cast, the Chairman will vote 'for' in favour of the resolutions specified.*

**Direction to your Representative**

- | Agenda   | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. Presentation and approval of the Report of the Board of Directors for the accounting year ended July 31, 2009.          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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.                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Discharge of the Board of Directors in respect of their duties carried out for the accounting year ended July 31, 2009. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |   |  |  |  |
|---|--|--|--|
| 5. Approval of Directors' Fees.   | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/> | <b>Abstain</b><br><input type="checkbox"/> |
| 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 SICAV until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on July 31, 2010. | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/> | <b>Abstain</b><br><input type="checkbox"/> |
| 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 SICAV until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on July 31, 2010.                          | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/> | <b>Abstain</b><br><input type="checkbox"/> |
| 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.   | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/> | <b>Abstain</b><br><input type="checkbox"/> |
| 9. Allocation of the results for the accounting year ended July 31, 2009.   | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/> | <b>Abstain</b><br><input type="checkbox"/> |
| 10. Consideration of such other business as may properly come before the Meeting.   |  |  |  |

Dated: \_\_\_\_\_

Signature(s): \_\_\_\_\_

Name (printed): \_\_\_\_\_

Note: To be valid, this Form of Proxy must be received at the Registered Office of the SICAV (Client Services Department, fax + 352 34 10 80 00) no later than by the close of business in Luxembourg on Monday, 14 December 2009. Please also forward the original form by the post.