

Company No. 2885584

FIDELITY JAPAN TRUST PLC
("the Company")

TUESDAY



Resolutions of the members passed at the Annual General Meeting
duly convened and held at 25 Cannon Street, London EC4M 5TA
on 19 May 2020 at 10:00am

SPECIAL BUSINESS

Ordinary resolution

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("equity securities") up to an aggregate nominal amount of £1,702,021 (approximately 5% of the aggregate nominal amount of the issued ordinary share capital of the Company (including Treasury Shares as at 7 April 2020) such authority to expire at the conclusion of the next Annual General Meeting of the Company or the date 15 months after the passing of this resolution, whichever is the earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require equity securities to be allotted after such expiry as if the authority conferred by this resolution had not expired;

Special resolution

THAT, subject to the passing of the Resolution set out above, the Directors be and they are hereby generally and unconditionally authorised, pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) for cash pursuant to the authority given by the said Resolution as if Section 561 of that Act did not apply to any such allotment, provided that this power shall be limited:

- a) to the allotment (otherwise than pursuant to a rights issue) of equity securities up to an aggregate nominal amount of £1,702,021 (approximately 5 per cent of the aggregate nominal amount of the issued share capital of the Company (including Treasury Shares) as at 7 April 2020); and
- b) to the allotment of equity securities at a price of not less than the net asset value per share

and this power shall expire at the conclusion of the next Annual General Meeting of the Company or the date 15 months after the passing of this resolution, whichever is the earlier, save that this authority shall allow the Company to make offers or agreements before the expiry of this authority, and the Directors may allot equity securities in relation to such an offer or agreement as if the authority conferred by this resolution had not expired.

Special resolution

THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company (the "ordinary shares") provided that:

- a) the maximum number of shares hereby authorised to be purchased shall be 19,870,042;
- b) the minimum price which may be paid for an ordinary share is 25p;
- c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for a share taken from the London Stock Exchange Official List for the five business days immediately preceding the day on which the share is purchased; and

- d) the higher of the price quoted for the last independent trade and the highest current independent bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (no. 2233/2003);
- e) the authorities hereby conferred shall expire at the next Annual General Meeting of the Company unless such authority is renewed prior to such time; and
- f) the Company may make a contract to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to any such contract.



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For and on behalf of
FIL Investments International - Secretary