

AGM guide 2022

abrndn.com

Welcome to the meeting...

The Company's next annual general meeting ('AGM') will take place at the Edinburgh International Conference Centre, The Exchange, 150 Morrison Street, Edinburgh EH3 8EE on Wednesday 18 May 2022 at 2pm.

You'll find detailed voting instructions in this AGM guide, which we recommend you read, and more information on how to register for the webcast at abrdrn.com/agm

COVID-19 and the AGM

If you plan to attend in person, please visit abrdrn.com/agm before you travel, for any information on COVID-19 measures and restrictions in place.

Agenda

Introduction

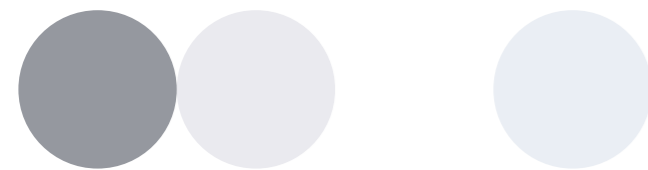
The Chairman will introduce the Directors and outline the business of the AGM.

Presentations and question and answer session

The Chairman and the Chief Executive Officer will review your business and provide an overview of abrdrn's plans for 2022. After this, there will be an opportunity to ask questions.

Voting

You will be asked to consider and vote on a number of resolutions. These resolutions are listed in full on pages 4 to 6 and there's an explanation from the Chairman on pages 9 to 13.



Contents

Notice of Annual General Meeting	4
The resolutions explained	9
Directors standing for re-election	14
Directors standing for election	18
Appendix 1 – Questions and answers relating to Convertible Bonds	20
Appendix 2 – Explanatory note regarding the cancellation of the Company's capital redemption reserve	21
Voting information	22
About the meeting	26
How to get there	27
Contact details	28

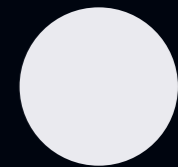
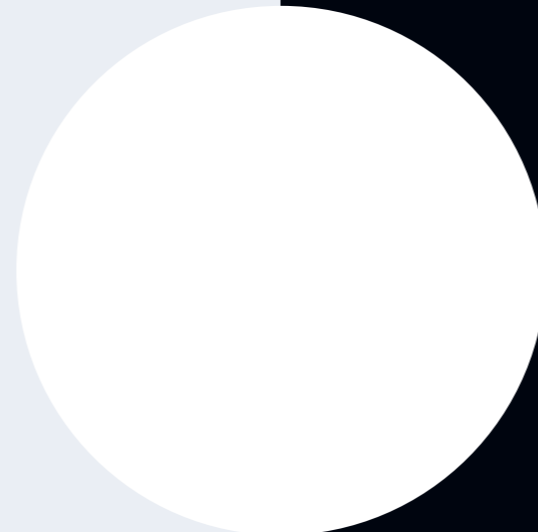


This AGM guide is important and requires your immediate attention. If you are not sure what action to take, you should ask an appropriate independent adviser who is authorised under the United Kingdom Financial Services and Markets Act 2000 (or, if you are resident outside the United Kingdom, another appropriately qualified independent adviser).

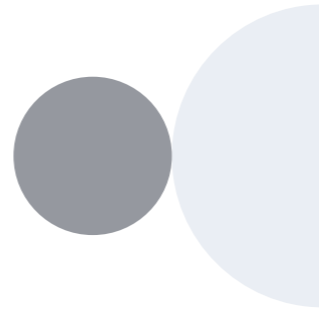
If you have sold or transferred all of your shares in abrdrn plc, please send this AGM guide and any documents that came with it as soon as possible to the purchaser or transferee, or to the stockbroker or other agent who helped you with the sale or transfer, so that they can forward them to the purchaser or transferee.

Please read the 'Voting information' section of this AGM guide and your voting form to find out:

- how to vote
- how to appoint a proxy to attend the AGM on your behalf
- other information about the AGM



Notice of Annual General Meeting



Notice is hereby given that the 2022 Annual General Meeting of the shareholders of abrdn plc (the 'Company') will take place at the Edinburgh International Conference Centre, The Exchange, 150 Morrison Street, Edinburgh EH3 8EE on Wednesday 18 May 2022 at 2pm to consider and, if thought fit, to pass the resolutions set out on the following pages, of which resolutions 1 to 9 and 12 will be proposed as ordinary resolutions and resolutions 10, 11, 13, 14 and 15 will be proposed as special resolutions.

1. To receive and consider the accounts for the year to 31 December 2021, together with the reports of the Directors and of the auditors on those accounts.
2. To declare a final dividend of 7.30 pence per ordinary share in respect of the year to 31 December 2021.
3. To re-appoint KPMG LLP as auditors of the Company until the conclusion of the next annual general meeting of the Company.
4. To authorise the audit committee of the Company to set the fees of the auditors for the year to 31 December 2022 for and on behalf of the board of directors of the Company.
5. To approve the Directors' remuneration report for the year to 31 December 2021, set out on pages 100 to 116 of the annual report and accounts 2021.
6. By separate resolutions, to re-elect the following as Directors of the Company:
 - 6A. Sir Douglas Flint CBE
 - 6B. Jonathan Asquith
 - 6C. Stephen Bird
 - 6D. Stephanie Bruce
 - 6E. John Devine
 - 6F. Brian McBride
 - 6G. Cathleen Raffaeli
 - 6H. Cecilia Reyes
7. By separate resolutions, to elect the following as Directors of the Company:
 - 7A. Catherine Bradley CBE
 - 7B. Hannah Grove
 - 7C. Pam Kaur, with effect from 1 June 2022
 - 7D. Michael O'Brien, with effect from 1 June 2022
8. In accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), to authorise the Company and all companies that are subsidiaries of

the Company at the time at which this resolution is passed or at any time during the period for which this resolution has effect to:

- i. make political donations to political parties or independent election candidates, as defined in sections 363 and 364 of the Act, not exceeding in aggregate £100,000;
- ii. make political donations to political organisations other than political parties, as defined in sections 363 and 364 of the Act, not exceeding in aggregate £100,000; and
- iii. incur political expenditure, as defined in section 365 of the Act, not exceeding in aggregate £100,000;

during the period beginning with the date on which this resolution is passed and ending at the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), provided that each authorised sum referred to in paragraphs i., ii. and iii. above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds Sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company (or its subsidiary, as the case may be) enters into any contract or undertaking in relation to the same.

9. To authorise the Directors (including a duly authorised committee thereof) generally and unconditionally pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £101,536,408 provided that this authority shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

10. To authorise the Directors (including a duly authorised committee thereof) to: (a) allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred by resolution 9; and/or (b) sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561(1) of the Act did not apply to any such allotment and/or sale, provided that this power shall be limited to:

- i. the allotment of equity securities and/or sale of treasury shares in connection with a rights issue, open offer or any other pre-emptive offer:
 - a. to holders of ordinary shares (excluding any holder of shares held as treasury shares) in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to holders of other equity securities (excluding any holder of shares held as treasury shares), as required by the rights of those securities, or as the Directors otherwise consider necessary,

subject, in either case, to such exclusions or other arrangements as the Directors (including a duly authorised committee thereof) may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and



- ii. the allotment (otherwise than pursuant to sub-paragraph i.) of equity securities up to an aggregate nominal amount of £15,230,461 provided that this authority shall expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry, and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

11. To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make market purchases, within the meaning of section 693(4) of the Act, of its own ordinary shares of 13^{61/63} pence each, subject to the following conditions:

- i. the maximum number of such ordinary shares hereby authorised to be purchased is 218,072,513;
- ii. the maximum price, exclusive of expenses, which may be paid for any such ordinary share is the higher of:
 - a. 5% above the average of the middle market quotations for the ordinary shares in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such ordinary shares are contracted to be purchased; and
 - b. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out;
- iii. the minimum price, exclusive of expenses, which may be paid for any such ordinary share is 13^{61/63} pence; and
- iv. such authority shall (unless renewed prior to such time) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, enter into a contract or contracts to purchase its ordinary shares which would or might be completed wholly or partly after such expiry and may purchase its ordinary shares in pursuance of any such contract or contracts as if the authority conferred by this resolution had not expired.

12. To authorise the Directors (including a duly authorised committee thereof) generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- i. up to a maximum aggregate nominal amount of £47,000,000 in relation to any issue by the Company of Convertible Bonds that automatically convert into or are exchanged for shares in the Company in prescribed circumstances where the Directors consider that such an issuance of Convertible Bonds would be desirable in connection with, or for the purposes of complying with or maintaining compliance with, the regulatory capital requirements and targets applicable to the Company and/or the Group from time to time; and
- ii. subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion prices or using such allotment, subscription or conversion methodologies) as may be determined by the Directors from time to time.

This authority shall apply in addition to all other authorities granted pursuant to section 551 of the Act (including any authority granted pursuant to resolution 9, if passed) and shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

- 13. To authorise the Directors (including a duly authorised committee thereof), subject to and conditional on the passing of resolution 12, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred by resolution 12 as if section 561(1) of the Act did not apply to any such allotment.

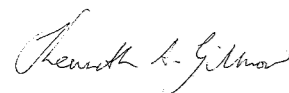
This authority shall apply in addition to any authority granted pursuant to resolution 10, if passed, and shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

- 14. To authorise and approve that a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.
- 15. That, subject to the confirmation of the Court of Session (the '**Court**'),
 - a. the share capital of the Company be reduced by cancelling the Company's entire capital redemption reserve account as at the date of the final hearing before the Court at which confirmation of the said cancellation is sought (the '**Cancellation**'); and
 - b. the credit thereby arising in the Company's books of account from the Cancellation be applied in crediting a distributable reserve in the Company's books of account which shall be able to be applied in any manner in which the Company's profits available for distribution (as determined in accordance with the Companies Act 2006) are able to be applied.

Notes:

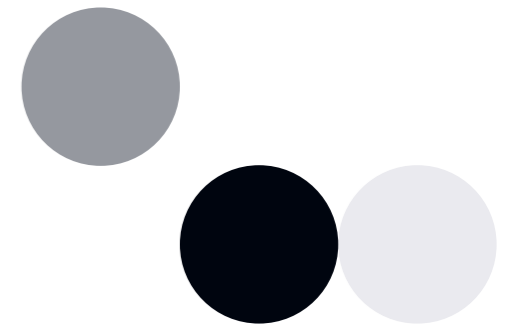
- a. To be entitled to attend and vote at the AGM (and for the purpose of determination by abrdn of the votes they may cast), shareholders and abrdn share account members must be on the abrdn register or abrdn share account register at 6pm (UK time) on 16 May 2022 or, if the AGM is adjourned, at 6pm on the date which is two days (excluding any part of a day that is a non-Business Day) before the time of the adjourned meeting. Changes to the abrdn register or the register for the abrdn Share Account after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- b. Shareholders may appoint another person (a 'proxy') to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder in the Company. If you do not submit an online proxy voting instruction or you do not complete and return a paper voting form nominating a proxy so that Equiniti Limited receives it no later than 6pm (UK time) on Monday 16 May 2022, then your vote will not count. If the AGM is adjourned, your vote will not count if your voting instructions are not received at least 48 hours before the time of the adjourned meeting. To be valid, any proxy appointment must be received no later than 6pm on 16 May 2022.
- c. A voting form which may be completed either online or in paper form, and which may be used to make a proxy appointment and give voting instructions, has been provided to you along with this notice. In order for such appointment to be made and/or instructions given using the CREST electronic proxy appointment service, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. If you are an institutional investor you may be able to appoint a proxy for the AGM, or any adjournment thereof, electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to proxymity.io
- d. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between such Nominated Person and the shareholder by whom such Nominated Person was nominated, have a right to be appointed (or to have someone else appointed) as a proxy of such shareholder for the AGM. A Nominated Person who has no, or does not wish to exercise, such proxy appointment right may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- e. Nominated Persons may have a right to be appointed (or have someone else appointed) as a proxy in the circumstances set out in note d. The statement of the rights of shareholders in relation to the appointment of proxies in note b. does not apply to Nominated Persons.
- f. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006 (the 'Act'), the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

By Order of the Board



Kenneth A Gilmour
Company Secretary

28 March 2022



- g. Shareholders have the right to request the Company to (i) circulate, to those entitled to receive this notice, additional resolutions to be voted on at the meeting and (ii) include other matters in the business to be dealt with at the AGM, if the shareholders meet the requirements set out in sections 338 and 338A of the Companies Act 2006. The Company may refuse to circulate a proposed resolution, or to include an additional matter of business, if it is defamatory, frivolous or vexatious or, in the case of a resolution, if it would be ineffective for any reason (for example, it is inconsistent with law or the Company's constitution). A request may be in electronic or paper form. It must state the proposed resolution or the additional matter of business, be authorised by the shareholders making it and be received by the Company no later than the time at which notice is given of the AGM. A request for a matter to be included in the business of the meeting must also be accompanied by a statement setting out the grounds for the request.
- h. On 28 February 2022 – the latest practical business day before the printing of the Notice of Annual General Meeting – the Company's issued share capital consisted of 2,180,725,131 ordinary shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 28 February 2022 were 2,180,725,131.
- i. Any shareholder (or their appointed proxy) attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- For our 2022 AGM, shareholders can submit a question by signing up to our AGM webcast on our website at abrdn.com/agm before or during the meeting and the Board will answer as many questions as possible during the meeting.
- j. A copy of the Notice of Annual General Meeting, and other information required by section 311A of the Companies Act 2006, can be found at abrdn.com/agm

The resolutions explained



The resolutions that we are asking you to vote on are written in a way that makes them legally valid. To help make things clearer, we have explained each resolution here. The Directors consider all the resolutions to be in the best interests of the Company and our shareholders as a whole. They unanimously recommend that shareholders vote in favour of them. If you have any questions about the resolutions, please contact us using the details on the back page of this AGM guide.

Sir Douglas Flint
Chairman

Ordinary resolutions and special resolutions

There are two kinds of resolutions for you to vote on: ordinary resolutions and special resolutions. The main difference between these is the percentage of votes needed to approve them.

For an ordinary resolution to be passed, more than 50% of the votes on it must be in favour. For a special resolution to be passed, 75% or more of the votes on it must be in favour.

We intend that all votes at the AGM will be taken on a poll, rather than on a show of hands. This means that every share voted will count whether you complete and send in your voting form online or by post, or vote in person at the AGM. We think that this is the fairest way to count votes, for all our shareholders.

Resolution 1 – ordinary resolution:

To receive and consider the annual report and accounts 2021

The directors of a company usually present each year's annual report and accounts at the AGM. You can go online at abrdn.com/agm to read our annual report and accounts 2021 and our strategic report and financial highlights 2021 document which contains a summary of the most important financial figures.

At the AGM, we will be asking you formally to receive and consider the annual report and accounts 2021, including the reports of the Directors and of the auditors on the accounts.

Resolution 2 – ordinary resolution:

To declare a final dividend for 2021

The Directors recommend that a final dividend is paid to shareholders. We will be asking you to approve this proposed final dividend payment for 2021 of 7.30 pence on each ordinary share.

If approved at the AGM, we plan to pay the final dividend on 24 May 2022 to shareholders whose names were on the register at close of business on 8 April 2022.

Resolution 3 – ordinary resolution:

To re-appoint KPMG LLP as auditors

We have to appoint auditors at every general meeting where we present accounts to shareholders. The auditors' appointment usually lasts from one AGM until the end of the following year's AGM.

We will be asking you to re-appoint KPMG LLP as our auditors until the end of our next AGM.

Resolution 4 – ordinary resolution:

To authorise the audit committee to set the auditors' fees

It is now usual for the audit committee of a company to be authorised to agree the auditors' fees for and on behalf of the board of directors of the relevant company.

We will be asking you to authorise the audit committee of the Company to set the auditors' fees for 2022 for and on behalf of the Board.

Resolution 5 – ordinary resolution:

To approve the Directors' remuneration report

The Directors' remuneration report, setting out how much each Director received in pay and benefits in 2021, is on pages 100 to 116 of the annual report and accounts 2021.

In this resolution, we ask you to approve all parts of this report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolutions 6 A, B, C, D, E, F, G and H – ordinary resolutions:

Individual re-election of Directors

The UK Corporate Governance Code recommends that all directors of FTSE 350 companies stand for annual election by shareholders. In line with this, all of our Directors will be retiring at this year's AGM.

During the year, Catherine Bradley CBE and Hannah Grove were appointed to the Board. As Catherine and Hannah were appointed after our last AGM, they will be standing for election at the 2022 AGM, along with Pam Kaur and Mike O'Brien who would join the Board on 1 June 2022.

All other Directors will be standing for re-election, with the exception of Jutta af Rosenborg and Martin Pike who will be retiring at the end of the AGM.

On behalf of the Board, I would like to thank Jutta and Martin for their dedicated service to abrdn during a period of great change and transformation. The Board has greatly benefited from their experience and knowledge of abrdn's business and we wish them well.

The Directors' biographies and highlights of each Director's contribution to the Company are on pages 14 to 19 of this AGM guide.

In relation to the proposed re-election of our Directors, I would like to take this opportunity, as Chairman and as recommended by the UK Corporate Governance Code, to confirm that the information on pages 14 to 17 sets out the specific reasons why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success and that formal performance evaluations have again been undertaken for each of our executives and non-executives in relation to fulfilment of their duties as directors. These evaluations show that the performance of each Director continues to be effective. They have all demonstrated commitment to their roles, they have participated meaningfully and significantly as Directors and I have no doubt that they will continue to do so.

In relation to my own re-election, I am very pleased to report that our Senior Independent Director, Jonathan Asquith, has confirmed that my formal performance evaluation shows that my performance also meets the criteria of the UK Corporate Governance Code described above.

Resolutions 7A, B, C and D – ordinary resolutions:

Individual election of Directors

We will be asking you to vote to elect Catherine Bradley CBE, Hannah Grove, Pam Kaur and Mike O'Brien as Directors of the Company. Hannah Grove was appointed to the Board on 1 September 2021 and Catherine Bradley was appointed to the Board on 4 January 2022.

The Board has proposed the appointment of Pam Kaur and Mike O'Brien with effect from 1 June 2022. While they will not take up their roles until 1 June, the Board felt that it was important that shareholders were given the opportunity to vote on their election as this is so close to this year's AGM.

Resolution 8 – ordinary resolution:

To provide limited authority to the Company and its subsidiaries to make political donations and to incur political expenditure

The Company has a long-standing policy not to make donations to political parties or election candidates. As detailed in our annual reports and accounts, the Company has not made any political donations since it first listed and we do not intend to change this.

But the law in the Companies Act 2006 is very broadly drafted and says that UK companies cannot incur any 'political expenditure' or make any 'political donations' to political organisations, parties or independent election candidates without shareholder approval. It is so broad that it could cover normal business activities in certain circumstances. For example, it could include the funding of seminars and other functions that politicians may be invited to and supporting organisations that are involved in policy review and law reform.

If we did fail to comply with these laws the consequences would be serious. So we are asking for your authority as a precaution, to prevent unintentional breach of the legislation.

Resolution 9 – ordinary resolution:

To authorise the Directors to issue further shares

The Directors are committed to managing the Company's share capital effectively. Issuing shares is one of the options they review from time to time. Most listed companies renew their directors' authority to issue shares at each AGM. This gives shareholders the chance to approve the authority regularly. It also takes account of changes in the issued share capital since the last AGM.

We will be asking you to authorise the Directors to issue extra shares up to a total nominal amount of £101,536,408. This represents up to 726,908,377 shares and one-third of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2022. This authority will expire at the end of the AGM in 2023 (or 15 months after the date this resolution is passed, if that is earlier), unless it is renewed, revoked or varied before that time. The Directors do not currently intend to use the authority except to issue shares to Group employees in line with the terms of the abrdn plc (Employee) Share Plan.

Following the sale of the Standard Life brand to Phoenix in 2021, the names of our employee Share Plans and Executive Plans have been rebranded to reflect our new company name, abrdn.

Resolution 10 – special resolution:

To disapply share pre-emption rights

If shares are being issued for cash, the Companies Act 2006 says that those shares have to be offered to existing shareholders first, in proportion to the number of shares they already hold. This is called a pre-emption right. There may be times when it is in the Company's best interests for the Directors to issue shares in another way.

We are asking you to authorise the Directors to do this, up to a maximum total nominal amount of £15,230,461. This represents 5% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2022. We are also asking you to authorise the Directors to make some other adjustments that may be made for technical reasons in connection with rights issues or other pre-emptive issues.

In respect of shares up to this aggregate nominal amount, the Directors intend to follow the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities like this one over a rolling three-year period. These principles say that no more than 7.5% of our share capital should be used in this way over a rolling three-year period unless shareholders are consulted first.

The Company has no shares in treasury and currently has no intention to hold shares in treasury. The right to sell shares held in treasury is merely intended to provide flexibility should the need arise.

Resolution 11 – special resolution:

To give authority for the Company to buy back up to 10% of its issued ordinary shares

The Directors are committed to managing the Company's share capital effectively. Buying back some of the Company's shares is one of the options they review from time to time. We will only buy back shares if the Directors believe it is in our shareholders' best interests and if it will increase earnings per share.

As the Company has previously announced, it intends to return the net proceeds of its recent placing of part of its shareholding in Phoenix Group Holdings plc to shareholders. This resolution is included to give flexibility to the Directors:

- when deciding on the most appropriate method and timing of any such return, and
- when managing the Company's share capital more generally. The Directors do not currently intend to use this authority for this purpose.

If the Company did buy back any of its own shares on the market, it would be on these terms:

- The maximum number of ordinary shares we can buy is 218,072,513. This represents 10% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2022.
- The maximum price (not including expenses) we can pay for each share is the higher of:
 - 5% above the average middle market price of the shares. This is based on the London Stock Exchange Daily Official List for the five business days immediately before the day we formally agree to buy the shares, and
 - The higher of the price of the last independent trade and the highest independent bid price taken from the London Stock Exchange Daily Official List at the time we buy the shares.
- The lowest price (not including expenses) we can pay for each share is the nominal value of those shares, which is 13^{61/63} pence.
- The authorisation will last until our next AGM or for 15 months from the date this resolution is passed, if that is earlier.
- If we agree to buy back shares before this authority expires, the purchase may be completed after the authority expires.
- Any shares we buy under this authority may either be cancelled or held in treasury. Treasury shares can be cancelled by the Company, sold for cash or used for the purposes of an employee share scheme. No dividends are paid on shares held as treasury shares, and they do not have any voting rights.

This resolution reflects the current laws and regulations that apply to companies asking for authority to buy back their own shares. It also follows the relevant investor protection guidelines, which are more restrictive in some ways.

The total number of options to subscribe for ordinary shares currently outstanding is 66,674,520. These options relate to awards granted under the Company's share plans. This represent 3.05% of the Company's issued share capital as at 28 February 2022. If the Company bought back the maximum number of shares allowed under the authority given under this resolution and then cancelled all those shares, the total number of options outstanding would represent 3.39% of the Company's issued share capital as at 28 February 2022. The Company currently has no shares in treasury.

Resolution 12 – ordinary resolution:

To authorise the Directors to allot shares in relation to the issuance of Convertible Bonds

The Directors are committed to managing the regulatory capital requirements and targets of the Company and the Group appropriately from time to time. Convertible Bonds are debt securities which convert into ordinary shares upon the occurrence of a specified trigger event and that are eligible to be used to meet the regulatory capital requirements applicable to the Company and/or the Group from time to time. Shareholders authorised the allotment of shares in relation to the issuance of Convertible Bonds at the 2021 AGM, on the basis that the authority would expire at the end of the 2022 AGM. The Company is therefore seeking to renew this authority.

We are asking you to authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to a maximum aggregate nominal amount of £47,000,000 (equivalent to 336,477,272 shares which is 15.4% of the Company's issued share capital as at 28 February 2022) in connection with the issues of Convertible Bonds. This authority will expire at the end of the AGM in 2023 (or 15 months after the date this resolution is passed, if that is earlier), unless it is renewed, revoked or varied before that time.

The Directors may use this authority as considered desirable to comply with or maintain compliance with regulatory capital requirements and targets applicable to the Company and/or the Group from time to time. However, the request for authority should not be taken as an indication that abrdn will or will not issue any, or any given amount of, Convertible Bonds.

Please see Appendix 1 on page 20 of this AGM guide for more information about Convertible Bonds.

Resolution 13 – special resolution:

To disapply pre-emption rights in respect of allotments of equity securities in relation to the issuance of Convertible Bonds

If securities which convert into shares are being issued for cash, the Companies Act 2006 says that those securities have to be offered to existing shareholders first, in proportion to the number of shares they already hold. This is called a pre-emption right. There may be times when it is in the Company's best interests for the Directors to issue securities in another way. Please see Appendix 1 on page 20 of this AGM guide for more information about Convertible Bonds.

We are asking you to authorise the Directors to do this, in relation to the Convertible Bonds that may be allotted under resolution 12, up to a maximum aggregate nominal amount of £47,000,000 (equivalent to 336,477,272 shares). This represents 15.4% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2022.

Resolution 14 – special resolution:

To allow the Company to call general meetings on 14 days' notice

AGMs must always be called with 21 clear days' notice, but other general meetings of the Company may be called on less notice if shareholders agree to a shorter period.

Our shareholders passed a resolution at our 2021 AGM agreeing that we could call general meetings (other than AGMs) on giving 14 clear days' notice. We are proposing a similar resolution at this year's AGM so that we can still do this if we need to. We will only use the shorter notice period where the flexibility would be helpful given the business of the meeting and where we think it is to the advantage of shareholders as a whole. So we are asking for your authority to benefit from the flexibility for another year.

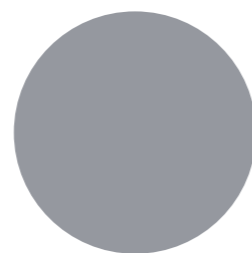
If this resolution is passed, the authority will last until the 2023 AGM, when we would intend to propose a similar resolution again.

Resolution 15 – special resolution:

To cancel the capital redemption reserve

We are proposing to cancel the Company's entire capital redemption reserve as a matter of balance sheet management, and in order to create additional distributable reserves.

The proposed cancellation is subject to the confirmation of the Court of Session in Edinburgh. The Court of Session will need to be satisfied that the cancellation of the capital redemption reserve does not adversely affect any of the interests of any of the Company's creditors and that, if it does, the interests of those creditors are adequately safeguarded. Further information about this process and the reasons for it are set out in an explanatory note on page 21.



Directors standing for re-election

Biographical details (and shareholdings) of the Directors are as at 3 March 2022. Directors' ages are as at the date of the AGM.

Go online to vote at abrdnshares.com



Sir Douglas Flint CBE

Chairman

Appointed to the Board: November 2018

Age: 66

Nationality: British

Shares: 190,382

Board committee: Nomination and Governance Committee (Chair)

Sir Douglas' extensive experience of board leadership in global financial services helps to focus Board discussion and challenge on the design and delivery of our strategy. His wide-ranging expertise in international, financial and governance matters is an important asset to abrdn, while his collaborative approach helps to facilitate open and constructive boardroom discussion.

Previously, Sir Douglas served as chairman of HSBC Holdings plc from 2010 to 2017. For 15 years prior to this he was HSBC's group finance director, joining from KPMG where he was a partner. From 2005 to 2011 he also served as a non-executive director of bp plc.

In other current roles, Sir Douglas is chairman of IP Group plc and serves as HM Treasury's Special Envoy for Financial and Professional Services to China's Belt and Road Initiative. He is also a member of the Monetary Authority of Singapore's international advisory panel, and a board member of both the International Chamber of Commerce UK and the Institute of International Finance.

Additionally, he is chairman of the Just Finance Foundation, non-executive director of the Centre for Policy Studies, a member of the Global Advisory Council of Motive Partners and a member of the Hakluyt International Advisory Board. He also chairs the corporate board of Cancer Research UK and is a trustee of the Royal Marsden Cancer Charity.

He holds a BAcc (Hons) from the University of Glasgow, a PMD from Harvard Business School and is a Member of the Institute of Chartered Accountants of Scotland.



Jonathan Asquith

Non-executive Director and Senior Independent Director

Appointed to the Board: September 2019

Age: 65

Nationality: British

Shares: 153,714

Board committees: Remuneration Committee (Chair); Nomination and Governance Committee

Jonathan has considerable experience as a non-executive director within the investment management and wealth industry. This brings important insight to his roles as Senior Independent Director and Chair of our Remuneration Committee.

Jonathan is a non-executive director of CiCap Limited and its regulated subsidiary Collier Capital Limited. He is also a non-executive director of Northill Capital Services Limited and a number of its subsidiaries – Vantage Infrastructure Holdings, Securis Investment Partners and Capital Four Holding A/S – as well as its holding company B-Flexion. At the end of 2020 he stepped down as deputy chairman of 3i Group plc after nearly 10 years as a board member. Previously, he has been chairman of Citigroup Global Markets Limited, Citibank International Limited, Dexion Capital PLC and AXA Investment Managers. He has also been a director of Tilney, Ashmore Group plc and AXA UK PLC.

In his executive career Jonathan worked at Morgan Grenfell for 18 years, rising to become group finance director of Morgan Grenfell Group, before going on to take the roles of chief financial officer and chief operating officer at Deutsche Morgan Grenfell. From 2002 to 2008 he was a director of Schroders plc, during which time he was chief financial officer and later executive vice chairman.

He holds an MA from the University of Cambridge.

Directors standing for re-election – cont.



Stephen Bird

Chief Executive Officer

Appointed to the Board: July 2020

Age: 55

Nationality: British

Shares: 750,000

Stephen brings a track record of delivering exceptional value to clients, creating high-quality revenue and earnings growth in complex financial markets, as well as deep experience of business transformation during periods of technological disruption and competitive change.

Stephen joined the Board in July 2020 as Chief Executive-Designate, and was formally appointed Chief Executive Officer in September 2020. During 2021 he was appointed as an abrdn representative director to the US closed-end fund boards and the SICAV fund boards where abrdn is the appointed investment manager.

Previously, Stephen served as chief executive officer of global consumer banking at Citigroup from 2015, retiring from the role in November 2019. His responsibilities encompassed all consumer and commercial banking businesses in 19 countries, including retail banking and wealth management, credit cards, mortgages, and operations and technology supporting these businesses. Prior to this, Stephen was chief executive for all of Citigroup's Asia Pacific business lines across 17 markets, including India and China.

Stephen joined Citigroup in 1998. In 21 years with the company he held leadership roles in banking, operations and technology across its Asian and Latin American businesses. Before this, he held management positions in the UK at GE Capital, where he was director of UK operations from 1996 to 1998, and at British Steel.

In other current roles, he is a member of the Financial Services Growth and Development Board in Scotland. He holds an MBA in Economics and Finance from University College Cardiff, where he is also an Honorary Fellow.



Stephanie Bruce

Chief Financial Officer

Appointed to the Board: June 2019

Age: 53

Nationality: British

Shares: 400,000

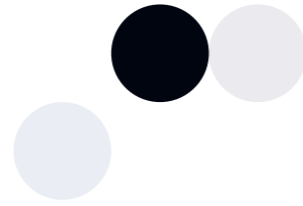
Stephanie was appointed Chief Financial Officer on joining the Board in June 2019. She is a highly experienced financial services practitioner with significant sector knowledge, both technical and commercial. She brings experience of working with boards and management teams of financial institutions in respect of financial and commercial management, reporting, risk and control frameworks and regulatory requirements. She is also a representative director on the board of VUMTM, our joint venture with Virgin Money.

Before joining abrdn, Stephanie was a partner at PwC, leading the financial services assurance practice and a member of the Assurance Executive. Her responsibilities included client growth and services, product development, operations and quality assurance across the UK business.

During her career, she has specialised in the financial services sector working with organisations across asset management, insurance and banking, with national and international operations.

Stephanie is a member of the Institute of Chartered Accountants of Scotland and served as the Chair of its Audit Committee. She is an associate of the Association of Corporate Treasurers. She holds a Bachelor of Laws (LLB) from the University of Edinburgh.

Directors standing for re-election – cont.



John Devine

Non-executive Director

Appointed to the Board: July 2016

Age: 63

Nationality: British

Shares: 28,399

Board committees: Audit Committee (Chair); Nomination and Governance Committee; Risk and Capital Committee

John's previous roles in asset management, his experience in the US and Asia and his background in finance, operations and technology, are all areas of importance to our strategy. John's experience is important to the Board's discussions of financial reporting and risk management, and in his role as Chair of our Audit Committee.

John was appointed a Director of our business in July 2016, at that time Standard Life plc. From April 2015 until August 2016, he was non-executive Chairman of Standard Life Investments (Holdings) Limited.

He is non-executive chairman of Credit Suisse International and of Credit Suisse Securities (Europe) Limited, and a non-executive director of Citco Custody Limited and Citco Custody (UK) Limited.

From 2008 to 2010, John was chief operating officer of Threadneedle Asset Management Limited. Prior to this, he held a number of senior executive positions at Merrill Lynch in London, New York, Tokyo and Hong Kong.

He holds a BA (Hons) from Preston Polytechnic and is a Fellow of the Chartered Institute of Public Finance and Accounting.



Brian McBride

Non-executive Director

Appointed to the Board: May 2020

Age: 66

Nationality: British

Shares: Nil

Board committee: Remuneration Committee

Brian brings a wealth of digital experience and global leadership experience in both executive and non-executive directorship roles. His direct experience of developing digital strategies and solutions in consumer-facing businesses, in rapidly evolving markets, is of great benefit to the Board's discussions. He sits as a non-executive director on the boards of Standard Life Savings Limited and Elevate Portfolio Services Limited.

Brian is currently chair of Trainline PLC, non-executive director of Kinnevik AB, and the lead non-executive director on the board of the UK Ministry of Defence. He is also a senior adviser to Scottish Equity Partners.

In February 2022 it was announced that he will become the next president of the Confederation of British Industry (CBI), and has been appointed to the role of vice president until the CBI's AGM in June 2022.

In his executive career, Brian worked for IBM, Crosfield Electronics and Dell before serving as chief executive officer of T-Mobile UK and then managing director of Amazon.co.uk. As a non-executive director, Brian has served on the boards of AO.com, the BBC, Celtic Football Club PLC, Computacenter PLC and S3 PLC, and as chair of ASOS PLC.

He holds an MA (Hons) in Economic History and Politics from the University of Glasgow.

Directors standing for re-election – cont.



Cathleen Raffaelli

Non-executive Director

Appointed to the Board: August 2018

Age: 65

Nationality: American

Shares: 9,315

Board committees: Remuneration Committee; Risk and Capital Committee

Cathi has strong experience in the financial technology sector and background in the platforms sector, as well as international board experience. She brings these insights as non-executive chairman of the boards of Standard Life Savings Limited and Elevate Portfolio Services Limited. Her role provides a direct link between the Board and the platform businesses that help us connect with clients and their advisers.

Cathi is managing partner of Hamilton White Group, LLC which offers advisory services, including business development, to companies in financial services growth markets. In addition, she is managing partner of Soho Venture Partners Inc, which offers third-party business advisory services.

Previously, Cathi was lead director of E*Trade Financial Corporation, non-executive director of Kapitall Holdings, LLC and president and chief executive officer of ProAct Technologies Corporation. She was also a non-executive director of Federal Home Loan Bank of New York – where she was a member of the executive committee, and vice chair of both the technology committee and the compensation and human resources committee.

She holds an MBA from New York University and a BS from the University of Baltimore.



Cecilia Reyes

Non-executive Director

Appointed to the Board: October 2019

Age: 63

Nationality: Swiss and Philippine

Shares: Nil

Board committees: Remuneration Committee; Risk and Capital Committee

Cecilia brings great insight from operating in leadership positions in international financial markets. Her knowledge and many years of direct experience of risk management and insurance investment management are of great benefit to the work of the Board.


Before joining, Cecilia was with Zurich Insurance Group Ltd for 17 years, latterly as its group chief risk officer, leading the global function comprising risk management and responsible for its enterprise risk management framework. Prior to that, she was its group chief investment officer, responsible for execution of the investment management value chain – including analysis, development and global implementation of the group's strategy for investments. In both positions, she sat on the group's executive committee.

Cecilia started her career at Credit Suisse, following which she held senior positions at ING Barings, latterly as head of risk analysis, asset management. In other current roles, she is a member of the supervisory board of NN Group N.V. and the founder of Pioneer Management Services GmbH, which seeks to develop a non-profit social enterprise.

Cecilia holds a BSc from Ateneo de Manila University, an MBA from University of Hawaii and a PhD (Finance) from the London Business School, University of London.

Directors standing for election

Biographical details (and shareholdings) are as at 3 March 2022.
Ages are as at the date of the AGM.

 Go online to vote at abrdnshares.com



Catherine Bradley CBE

Non-executive Director

Appointed to the Board: January 2022

Age: 63

Nationality: British and French

Shares: 12,181

Board committees: Audit Committee

Catherine has more than 30 years of executive experience advising global financial institutions and industrial companies on complex transactions and strategic opportunities. She brings knowledge from working across Europe and Asia, serving on the boards of leading consumer-facing companies and working with regulators and standard setters.

Catherine is a non-executive director of Johnson Electric Holdings Limited and of easyJet plc, where she chairs the finance committee. She is senior independent director of Kingfisher plc and a board member of the Value Reporting Foundation, where she co-chairs the audit committee. She also chairs the investment committee of the Athenaeum Club.

Previously, Catherine has served on the boards of leading industrial and consumer-facing companies in the UK, France and Hong Kong. She was appointed by HM Treasury to the Board of the Financial Conduct Authority in 2014 and played an important role in establishing the FICC Markets Standards Board in 2015. Catherine stepped down from these boards in 2020.

In her executive career, Catherine held a number of senior finance roles in investment banking and risk management: in the US with Merrill Lynch, in the UK and Asia with Credit Suisse, and finally in Asia with Société Générale. She returned to Europe in 2014 to start her non-executive career.

Catherine graduated from the HEC Paris School of Management with a major in Finance and International Economics. She was awarded a CBE in 2019.



Hannah Grove

Non-executive Director

Appointed to the Board: September 2021

Age: 58

Nationality: British and American

Shares: 33,000

Board committees: Nomination and Governance Committee

Hannah brings more than 20 years of leadership experience in the global financial services industry. Her expertise includes leading brand, client and digital marketing and communications strategies, including those for major acquisitions, which she combines with deep knowledge of regulatory and governance matters. She is also our designated non-executive Director for employee engagement.

Before joining our Board, Hannah enjoyed a 22-year career at State Street. This included 12 years as Chief Marketing Officer, retiring from the role in November 2020. She was a member of the company's management committee, its business conduct and risk and conduct standards committees, and a board member for its China legal entity.

Before joining State Street, Hannah was marketing director for the Money Matters Institute, supported by the United Nations, the World Bank and private sector companies to foster sustainable development in emerging economies.

Hannah has also received significant industry recognition as a champion of diversity and inclusion and is a member of the board of advisors for reboot, an organisation that aims to enhance dialogue around race both at work and across society.



Directors standing for election – cont.



Pam Kaur

Non-executive Director

Proposed appointment to the Board: 1 June 2022

Age: 58

Nationality: British

Shares: Nil

Board committees: Audit Committee; Risk and Capital Committee

Pam has more than 20 years' experience of leadership roles in business, risk, compliance and internal audit within several of the world's largest and most complex financial institutions during periods of significant change and public scrutiny. She brings considerable expertise in leading the development and implementation of compliance, audit and risk frameworks and adapting these to changing regulatory expectations.

Pam currently holds the role of Group Chief Risk and Compliance Officer at HSBC. Since 2019, she has served as a non-executive director on the board of Centrica, where she is also a member of the audit and risk committee, the nomination committee and the safety, environment and sustainability committee.

Since qualifying as a chartered accountant with Ernst & Young, Pam has progressed through a range of technical, compliance, anti-fraud and risk roles with Citigroup, Lloyds TSB, Royal Bank of Scotland, Deutsche Bank and HSBC. These positions have given her extensive insight into the benefits of effective internal control systems that recognise external regulatory requirements.

She holds an MBA and B.Comm in Accountancy from Punjab University and is a member of the Institute of Chartered Accountants of England and Wales.



Michael O'Brien

Non-executive Director

Proposed appointment to the Board: 1 June 2022

Age: 59

Nationality: Irish

Shares: Nil

Board committees: Audit Committee; Risk and Capital Committee

Mike has held executive leadership roles within a number of leading global asset managers in London and New York. He brings extensive asset management experience, with a key focus throughout his career on innovation and technology-driven change in support of better client outcomes. A qualified actuary, during his executive career with JP Morgan Asset Management, BlackRock Investment Management and Barclays Global Investors, he was responsible for developing and leading global investment solutions, distribution and relationship management strategies.

Mike is a non-executive director of Carne Global Financial Services Limited, and he is also a senior adviser to Osmosis Investment Management. He is an investment adviser to the Pension Protection Fund Investment Committee in the UK and to the British Coal Pension Funds.

Previously, Mike served on the board of the UK NAPF and was a member of the UK NAPF Defined Benefit Council. He retired in 2020 from his role as Co-Head, Global Investment Solutions at JP Morgan Asset Management. Prior to his move to BlackRock in 2000, Mike qualified as an actuary with Towers Watson, where he served as an investment and risk consultant.

Mike graduated from Limerick University with a BSc in Applied Mathematics and is a Chartered Financial Analyst and a Fellow of the Institute of Actuaries.

Appendix 1 – Questions and answers relating to Convertible Bonds



To help you understand why we are asking shareholders to authorise the Directors to issue Convertible Bonds, the following sets out some questions and provides brief answers.

Q: Why might we issue Convertible Bonds?

A: abrdn is required to meet certain prudential regulatory requirements (including those introduced under the UK Capital Requirements Directive ('CRD IV') and the new prudential regime for investment firms ('IFPR')). To comply with such prudential regulatory requirements and to maintain an efficient capital structure that protects the interests of ordinary shareholders we may choose to hold some of the required capital in the form of additional tier 1 capital instruments ('AT1'). AT1 is a form of capital that includes contingent features such as a conversion into ordinary shares ('Convertible Bonds') or a permanent write-down of the nominal amount of the notes and which, pursuant to its terms, is eligible to meet regulatory capital requirements. The conversion or write-down occurs mandatorily on a Trigger Event (as set out below) and would not occur at the option of the Company or the investors in the Convertible Bonds.

If our shareholders approve resolutions 12 and 13, the Directors will be authorised to issue Convertible Bonds (and to issue shares on the conversion or exchange of Convertible Bonds). This will provide us with additional flexibility to manage our capital structure efficiently.

Q: Why are we proposing specific resolutions to issue Convertible Bonds?

A: We are seeking a specific mandate to enable us to issue Convertible Bonds and the authorities reflected in resolutions 12 and 13 would be used for that purpose (i.e. we could not use these authorities to issue new shares for other purposes). The general authorities contained in resolutions 9 and 10 may be used to issue new shares at any time, subject to the limits under those resolutions. The specific mandate for Convertible Bonds will provide greater flexibility by allowing us to maintain the general mandate under resolutions 9 and 10 for other purposes.

Q: What is a Trigger Event and what will happen?

A: Should the level of our regulatory capital fall below a specified level, the outstanding Convertible Bonds would be converted into, or exchanged for, new abrdn ordinary shares. We refer to this as a 'Trigger Event'. Conversion on a Trigger Event would be mandatory, not optional.

The Convertible Bonds would not be convertible in any circumstance at the option of the holders of the Convertible Bonds.

Q: What steps can we take before or on a Trigger Event?

A: Our management can be expected to attempt to take certain actions to improve our capital position (e.g. by reducing the level of risk in the business, by selling certain assets, through a rights issue of ordinary shares or by seeking financial support from certain investors) well in advance of a Trigger Event. In the case of the launch of a rights issue, our ordinary shareholders would be offered the opportunity to acquire new ordinary shares in proportion to their existing shareholding (subject to legal, regulatory or practical restrictions).

The circumstances in which a Trigger Event might be expected to occur are considered to be remote given the level of capital we hold in excess of the trigger level and the actions that we might take should such a situation seem likely to arise.

Q: How does AT1 capital provide a more efficient capital structure?

A: We are required to meet minimum regulatory capital levels for Tier 1 capital. Meeting these levels with a proportion of AT1 is expected to be cheaper than holding the total amount in common equity tier 1 capital ('CET1') only, therefore resulting in a lower weighted average cost of capital for shareholders.

Q: At what price will Convertible Bonds be converted into or exchanged for ordinary shares?

A: The terms and conditions for any Convertible Bonds will specify a conversion price or a mechanism for setting a conversion price, which will govern the ratio at which the Convertible Bonds will be exchanged for ordinary shares.

Q: How have you calculated the size of the authorities you are seeking?

A: The authorities reflected in resolutions 12 and 13 are set at a level to provide maximum flexibility to allow us to manage our capital structure efficiently given the dynamic regulatory requirements and market appetite for this form of capital instrument.

Appendix 2 – Explanatory note regarding the cancellation of the Company's capital redemption reserve

Following the completion of the sale of our UK and European insurance business in 2018, we returned value to shareholders through a B share scheme. The B share scheme involved the Company issuing 2,941,738,848 B shares of 33.99 pence each for nil consideration on 22 October 2018, and redeeming them at 33.99 pence each on 24 October 2018. The B shares were cancelled on redemption. Therefore, in accordance with the Companies Act 2006, the Company's issued share capital was diminished by £1,000 million (being the aggregate nominal value of the shares redeemed) and this amount was transferred to the capital redemption reserve. Since the issue and redemption of the B shares, an additional amount of £59 million was credited to the capital redemption reserve relating to the nominal value of shares bought back by the Company during the period 2018 to 2021.

Under the Companies Act 2006, the capital redemption reserve is treated as if it were part of the share capital of the Company and it is not available for distribution to shareholders. We are proposing to effect a cancellation of the entire capital redemption reserve as a matter of balance sheet management and in order to create additional distributable reserves. This will be achieved through a court-approved reduction of capital (the 'Capital Reduction').

If the Capital Reduction becomes effective, it would increase the amount of funds that are available for distribution to shareholders. We do not intend to use these additional funds to make dividend payments in the short term, or to deviate from our established dividend policy. Our intention is to ensure that the Company maintains a position of flexibility as regards dividends in the longer term. Please note that the Capital Reduction itself will not involve any return of capital to shareholders or any reduction of the Company's net assets.

The Capital Reduction is conditional on: (i) resolution 15 being passed; (ii) the confirmation of the Court of Session in Edinburgh (the 'Court'); and (iii) the registration of the Court order by the Registrar of Companies. Before giving its confirmation the Court will need to be satisfied that the Capital Reduction does not adversely affect any of the interests of any of the Company's creditors and that, if it does, the interests of those creditors are adequately safeguarded.

The Company's distributable reserves as disclosed in the Company's 2021 Annual Report and Accounts were £2.8bn. If the Capital Reduction becomes effective, the amount standing to the credit of the capital redemption reserve, £1.1bn, will be cancelled and credited to retained earnings. Accordingly, the Company would expect to have created additional distributable reserves of £1.1bn.

If resolution 15 is passed, we intend to make an application to the Court shortly after the AGM. If the Court confirms the Capital Reduction, then we would expect it to become effective during Q3 2022. Please note that there are certain circumstances in which we might decide not to proceed with the Capital Reduction, including the Court imposing conditions on its confirmation which were not satisfactory to the Company. The Company has been advised that the Court is unlikely to impose any such conditions.

Voting information



COVID-19 and our AGM

In line with current COVID-19 guidance, we expect that we will be able to welcome shareholders to this year's AGM in person. We will also be broadcasting the AGM live on our website. If you plan to attend in person, please visit abrdn.com/agm before you travel, for the latest information on any COVID-19 measures and restrictions in place.

Who can vote?

Only shareholders or abrdn Share Account members who are on the Company's register or abrdn Share Account register at 6pm (UK time) on Monday 16 May 2022 – or, if the AGM is adjourned, at 6pm on the date which is two days (excluding any part of a day that is a non-Business Day) before the time of the adjourned meeting – can attend and vote at the AGM in respect of the shares registered in their name at that time. Changes to the Company's register or abrdn Share Account register after this deadline will be disregarded in determining the right to attend and vote at the AGM. If you have notified Equiniti or the Company (electronically or in hard copy) of voting instructions or proxy appointment, you may not change your instructions or appointment after the deadline for such submissions unless you are entitled to, and do, attend the AGM in person.

Are your shares in the abrdn Share Account?

Your shares in the abrdn Share Account are held on your behalf in the name of Equiniti Corporate Nominees Limited, a wholly owned subsidiary of the administrators of the abrdn Share Account, Equiniti Financial Services Limited.

Equiniti Corporate Nominees Limited is the registered shareholder and you can tell them how you want the votes in respect of your shares to be exercised at the AGM by using your voting form or by submitting your voting instruction online at abrdnshares.com

You can attend, speak and vote at the AGM in person or you can instruct Equiniti Corporate Nominees Limited to appoint another person to attend and speak at the AGM and to vote instead of you on a show of hands or on a poll. This person is called a 'proxy'. A proxy does not need to be a shareholder in the Company. Find out more about this in the Special situations section on pages 23 to 24.

You can instruct Equiniti Corporate Nominees Limited to appoint a proxy to attend and vote on your behalf by:

- using the online voting form – visit abrdnshares.com where you can log on to your share portal account to do this or use the quick vote option. To use the quick vote option, you will need your Voting ID, Task ID and shareholder reference number which you can find on your paper voting form from the Chairman. If you receive e-communications, you can find your Voting ID and Task ID in your email from the Chairman. Your shareholder reference number was sent to you in the post in August 2021, when we moved share registrar, or in your welcome letter if you became a new shareholder after this point;
- using the paper voting form – read the guidance notes on the back of the form.

Important: If you do not submit an online voting form, or you do not complete and return a paper voting form so that Equiniti Limited receives it no later than 6pm (UK time) on Monday 16 May 2022, then your vote will not count. If the AGM is adjourned, your vote will not count if your voting instructions are not received at least 48 hours before the time of the adjourned meeting. Anybody you want to appoint as a proxy will be unable to attend the AGM.

Are your shares in the abrdn plc (Employee) Share Plan?

See information for shareholders in the abrdn plc (Employee) Share Plan on page 25 of this AGM guide.

Do you have a certificate for your abrdn shares or hold them through CREST?

You can attend, speak and vote at the AGM in person or, alternatively, you can appoint another person to attend and speak at the AGM and to vote on your behalf, as part of a poll or a show of hands. This person is called a 'proxy'. A proxy does not need to be a shareholder in the Company. You can appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to different shares. Find out more about this in the Special situations section on pages 23 to 24.

How to appoint a proxy if you are a CREST member

CREST members who want to appoint a proxy or proxies through the CREST electronic proxy appointment service need to follow the procedures described in the CREST Manual. If you are a CREST personal member or CREST sponsored member, or a CREST member who has appointed a voting service provider, please get in touch with your CREST sponsor or voting service provider, who will be able to take the appropriate action on your behalf. If you are an institutional investor you may also be able to appoint a proxy via the Proxymity platform. There's more information for CREST participants and Proxymity voting on pages 24 to 25.

How to appoint a proxy if you hold a share certificate

If you hold a certificate for your Company shares, you can appoint a proxy to attend and vote on your behalf by:

- using the online voting form – visit abrdnshares.com where you can log on to your share portal account to do this or use the quick vote option. To use the quick vote option you will need your Voting ID, Task ID and shareholder reference number which you can find on your paper voting form from the Chairman. If you receive e-communications, you can find your Voting ID and Task ID in your email from the Chairman. Your shareholder reference number was sent to you in the post in August 2021, when we moved share registrar, or in your welcome letter if you became a new shareholder after this point;
- using the paper voting form – read the guidance notes on the back of the form.

In both cases:

For UK shareholders – if you do not submit an online voting form, or you do not complete and return a paper voting form so that Equiniti receives it no later than 6pm (UK time) on Monday 16 May 2022, then your vote will not count. If the AGM is adjourned, your vote will not count if your voting instructions are not received at least 48 hours before the time of the adjourned meeting. Please return your paper voting form in the pre-paid envelope included in your AGM mail pack, or by hand (during normal business hours only) or by post to abrdn Shareholder Services, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

For overseas shareholders – if you do not submit an online voting form, or you do not complete and return a paper voting form so that Equiniti receives it no later than 6pm (UK time) on Monday 16 May 2022, then your vote will not count. If the AGM is adjourned, your vote will not count if your voting instructions are not received at least 48 hours before the time of the adjourned meeting.

If you return your completed voting form, other such instrument or any CREST or Proxymity Proxy Voting Instruction (as described on pages 24 to 25) you can still come to the AGM and vote in person if you want to. If you attend the AGM and vote in person, that vote will count and any proxy you appointed in your voting form will not be able to vote on your behalf.

How to vote using an online voting form

You can fill in a voting form online instead of coming to the AGM in person. To do this, visit the abrdn share portal – abrdnshares.com

If you have already registered for the abrdn share portal, you can log on using your username, password and date of birth. If you have not registered yet, you can still vote online using the quick vote option. You will need your Voting ID, Task ID and shareholder reference number. You can find these on your paper voting form from the Chairman. If you receive e-communications, you can find your Voting ID and Task ID in your email from the Chairman. Your shareholder reference number was sent to you in the post in August 2021, when we moved share registrar, or in your welcome letter if you became a new shareholder after this point.

Once you have logged on, please follow the on-screen instructions. Your online voting form must be submitted by 6pm (UK time) on Monday 16 May 2022. If the AGM is adjourned, your online voting instruction must be received at least 48 hours before the time of the adjourned meeting.

How to vote using the paper voting form

To give voting instructions by post instead of coming to the AGM in person, you need to choose 'for', 'against' or 'withheld' for each of the resolutions, sign and date the form and return it so that Equiniti Limited receives it no later than 6pm (UK time) on Monday 16 May 2022, or your vote will not count. If the AGM is adjourned, your vote will not count if your voting instructions are not received at least 48 hours before the time of the adjourned meeting.

Special situations

- A validly authorised representative of a corporation that is a shareholder may attend the AGM and vote in person, on behalf of the corporation – or the corporation may appoint a proxy. They can either submit a CREST or Proxymity Proxy Voting Instruction or complete and return a paper voting form. If they use a paper voting form, the common seal of the corporation must be applied to it or else it must be signed by a director, the secretary or another person who is authorised to sign for the corporation, stating the capacity in which they are signing.
- Any corporation that is a shareholder can appoint one or more corporate representatives to exercise its rights as a shareholder. If there is more than one representative, they must be acting in relation to different shares.
- If a shareholder is a patient under mental health legislation or subject to a court order because they cannot manage their own affairs, the person appointed to act for them may act as their representative at the AGM or any adjournment. This person may exercise all their rights as a shareholder, including the right to appoint a proxy.



- Any power of attorney or evidence of other authority under which a paper voting form is signed, or a copy of the power of attorney or evidence of authority that has been certified by a solicitor or notary public, must be sent, along with the paper voting form (if used), so as to arrive no later than 6pm (UK time) on Monday 16 May 2022 – or, if the AGM is adjourned, by the time which is 48 hours before the time of the adjourned meeting.
- You can appoint your proxy, or multiple proxies, online or you can get extra paper voting forms by calling abrdn Shareholder Services (the contact details are on the back page of this AGM guide) or you can photocopy your paper voting form, if you received one. You will be asked to specify the number of shares for which each proxy is authorised to act. If you appoint one or more proxies and the total number of shares you specify is higher than the total number of shares you hold at 6pm (UK time) on Monday 16 May 2022 – or, if the AGM is adjourned, at 6pm on the date which is two days (excluding any part of a day that is a non-Business Day) before the time of the adjourned meeting – then we may not be able to treat any of the appointments as valid. If you submit more than one valid proxy appointment or voting form in respect of the same shares, the last appointment we receive before the deadline will take precedence. You must sign and date all paper voting forms, and should return them in the same envelope.
- In the case of joint shareholdings, if more than one of the joint holders requests to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding. The shareholder named first is the most senior.
- The statements in this Voting information section on the rights of shareholders to appoint proxies do not apply to anyone who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person'). Only shareholders in the Company can use these rights to appoint proxies. A Nominated Person may, under an agreement between him or her and the shareholder who nominated him or her, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person does not have a proxy appointment right or does not want to use it, he or she may have a right under an agreement like the one described above to give instructions to the shareholder on the exercise of voting rights.

More information for CREST participants

For a proxy appointment or instruction made using the CREST electronic proxy appointment service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must:

- be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ('Euroclear');
- contain the information needed for the instruction, as described in the CREST Manual; and
- be transmitted (whether the message constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) so that it is received by the issuer's agent Equiniti Limited (CREST participant ID RA19) by no later than 6pm (UK time) on Monday 16 May 2022, or your vote will not count. If the AGM is adjourned, your vote will not count if your voting instructions are not received at least 48 hours before the time of the adjourned meeting. For this purpose, the time at which it is received will be taken to be the time from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner that is required by CREST. This will be determined by the timestamp applied to the message by the CREST Application Host. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

It's important for CREST members and, where applicable, their CREST sponsors, or voting service providers to be aware that Euroclear does not make special procedures available in CREST for any particular message. This means that normal system timings and limitations will apply to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take any action needed to ensure that a message is transmitted by means of the CREST system by any particular time. If a CREST member is a CREST personal member, or a sponsored member, or has appointed a voting service provider, it is their responsibility to make sure that his or her CREST sponsor or voting service provider(s) take(s) that action. CREST members and, where applicable, their CREST sponsors or voting service providers should read those sections of the CREST Manual about practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxymity Voting

If you are an institutional investor you may be able to appoint a proxy for the AGM, and any adjournment thereof, via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Please visit proxymity.io for further information regarding Proxymity. Your proxy must be lodged by 6pm on Monday 16 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Information for shareholders in the abrdn plc (Employee) Share Plan

Your shares in the abrdn plc (Employee) Share Plan (the 'Plan') are held on your behalf by Link Market Services Trustees Limited, or Link CTI Limited, which have been appointed to administer the Plan on behalf of the Company and its employees.

You can instruct Link Group how you want the votes in respect of your shares to be exercised at the AGM.

Important: If you do not complete and submit your voting form so that Link Group receives it no later than 6pm (UK time) on Friday 13 May 2022, then your vote will not count. If the AGM is adjourned, your voting instruction must be received at least 72 hours before the time of the adjourned meeting or your voting instruction will not count.

Number of votes

On a poll, each shareholder who is entitled to vote and is present at the AGM in person may cast (or direct the casting of) one vote for each share held. This is also the case for a shareholder present by proxy or, in the case of a shareholder corporation or a shareholder unable to manage his or her affairs, where they are represented by a properly authorised representative (see the Special situations section on pages 23 to 24). In the case of proxies, they may cast one vote for each share to which their appointment relates. A proxy or a properly authorised representative may cast the votes of the shareholder he or she is acting for (in accordance with any instructions given) as well as any votes he or she may cast in his or her own right as a shareholder in the Company.

On a show of hands, each shareholder who is entitled to vote and is present at the AGM in person or by proxy or, in the case of a shareholder corporation or a shareholder unable to manage his or her affairs, is represented by a properly authorised representative (see the Special situations section on pages 23 to 24) may cast one vote. Where a proxy is appointed by more than one shareholder entitled to vote on a resolution and is instructed by one shareholder to vote 'for' the resolution and by another shareholder to vote 'against' the resolution, then the proxy will be allowed two votes on a show of hands – one vote 'for' and one vote 'against' the resolution.

Please note that a vote withheld is not a vote in law. This means that it will not be counted in the votes 'for' or 'against' the resolution. If no voting indication is given, your proxy may vote or abstain from voting at his or her discretion. Your proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

The result of the vote

You can find out the result of the vote at the AGM later that day on our website at abrdn.com/agm or by contacting us between 8.30am and 5.30pm (UK time), Monday to Friday on +44 (0)371 384 2464 if calling from the UK or overseas (excluding Germany and Austria). If calling from Germany or Austria, the number is +44 (0)371 384 2493.

You can also find out details of how your vote was recorded and counted in the poll in respect of each resolution by contacting us on these numbers.

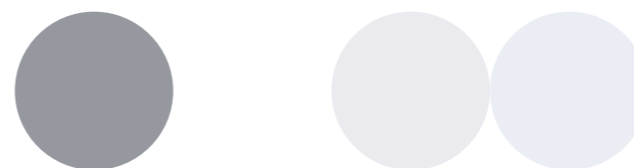
Calls are monitored/recorded to meet regulatory obligations and for training and quality purposes. Call charges will vary.

Documents for inspection


Copies of these documents are available for inspection:

- the Directors' service contracts or letters of appointment
- the Directors' deeds of indemnity, entered into in connection with the indemnification of Directors' provisions in the Company's articles of association
- the rules of the abrdn plc Executive Long Term Incentive Plan
- the rules of the abrdn plc Deferred Share Plan
- the Company's articles of association.

You can see them during normal business hours from Monday to Friday (except public holidays) at both 1 George Street, Edinburgh EH2 2LL and at the offices of the Company's solicitors, Slaughter and May, One Bunhill Row, London EC1Y 8YY. Copies will also be available for inspection at the AGM for at least 15 minutes before and throughout the meeting.



About the meeting

 Please read this if you are coming to the AGM

Agenda

- 12.00pm** Doors to registration area open
Light refreshments will be available on arrival
- 1.40pm** Auditorium opens
- 2.00pm** Annual General Meeting begins

Who can attend?

Only shareholders or abrdn Share Account members or their authorised representatives or proxies should attend the AGM. Anyone else accompanying them may be admitted at abrdn's discretion, but will not be entitled to speak or vote.

Admission

You will be asked to provide proof of identity, as well as your letter or email from the Chairman. If you do not have your letter or email, you may be asked to provide two forms of identity. When you are admitted, you will receive an electronic handset. If you have been appointed as proxy for a shareholder entitled to vote you should bring proof of identity with you and you will also be asked to confirm the details of the shareholder you are representing. We reserve the right to refuse entry in the event we are not satisfied with proof of identity or authority.

Security

To help keep our guests safe, there will be security guards at the venue. These security guards may ask to check the contents of your bags for security reasons, and to make sure that you are not taking any cameras or recording equipment into the AGM. If you do not want the security team to check your bags, you will need to leave them in the cloakroom before you are allowed into the AGM.

Cloakrooms

There are cloakrooms at the venue. Space in the cloakrooms may be limited, so please do not bring any large items of hand baggage with you. If you are carrying any cameras or recording equipment, you must leave these in the cloakroom before you will be allowed into the meeting.

Assistance

There is an induction loop in the auditorium to enhance the sound for those with hearing aids. There will also be sign language interpreters. Special facilities will be available for those in wheelchairs. If you have any special requirements, please talk to one of the stewards when you arrive.

About the meeting

The resolutions set out on pages 4 to 6 will be considered at the AGM. You will be asked to vote on these resolutions.

The webcast

Shareholders will be able to watch the meeting live by webcast. Questions can be submitted in advance, or online during the live broadcast. Directors will respond to as many questions as possible during the meeting.

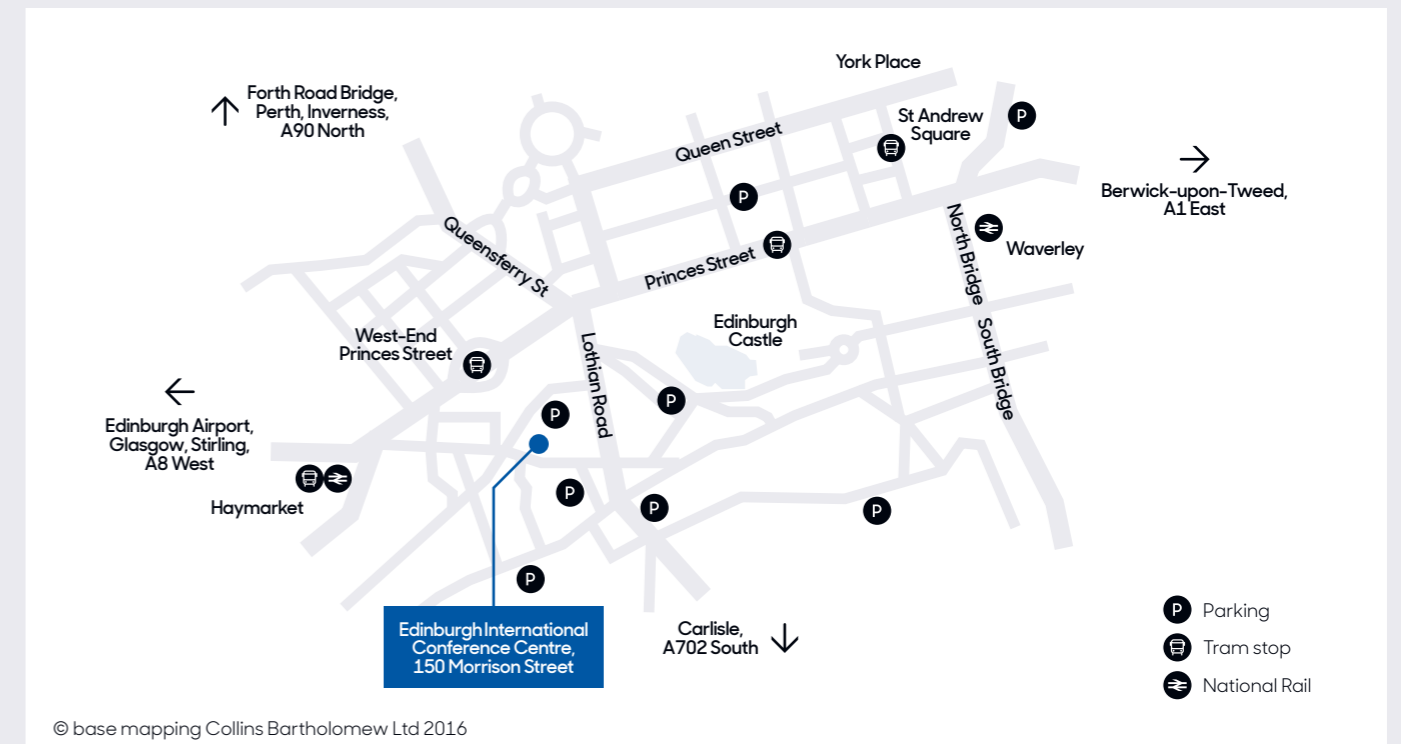
For shareholders wishing to ask a question in person at the meeting, please note that you may be filmed as part of the broadcast.

Do you have any other questions about the meeting or your voting instructions?

Please call us and we will be happy to help. You can find out how to get in touch on the back page of this AGM guide.

How to get there

The Edinburgh International Conference Centre (EICC) is at The Exchange, 150 Morrison Street, Edinburgh EH3 8EE.



By train

There are two railway stations in Edinburgh – Haymarket and Waverley. From Haymarket railway station it is about 10 minutes' walk and from Waverley railway station it is about 25 minutes' walk. Train times are available by calling National Rail Enquiries on 03457 484950 or +44 (0)20 7278 5240 (if calling from overseas) or at thetrainline.com

By bus

The main bus station is in St. Andrew Square. This is about 30 minutes' walk to the EICC. If you are travelling by bus locally, please check the latest bus routes and timetables at lothianbuses.com

For bus travel updates go to travelinescotland.com

By air

Edinburgh airport is to the west of the city, six miles from the EICC. Taxi journey time from the airport is around 25 minutes. There is also a bus and tram service to the city centre. Trams are every 10 minutes with a journey time of around 30 minutes. The nearest tram and bus stop for the EICC, which is about 10 minutes' walk, is Haymarket railway station.

By tram

The nearest tram stop to the venue is at Haymarket train station. Full details regarding trams are available at edinburghtrams.com

By car

From the west of the city

Follow the M8, Calder Rd, Dalry Rd, West Maitland St, Torphichen St, Morrison St.

From the east of the city

Follow the A1, London Rd, York Pl, Queen St, North Charlotte St, Lothian Rd, Western Approach Rd, Morrison Link, Morrison St.

From the south of the city

Follow the A720, Comiston Rd, Morningside Rd, Bruntsfield Pl, Home St, Thornybauk, Ponton St, Semple St, Morrison St.

From the north of the city


Follow the Forth Road Bridge, A90, Queensferry Rd, Queensferry St, Melville St, Manor Pl, Torphichen St, Morrison St. Or, from Stirling, follow the M9, M8, Calder Rd, Dalry Rd, West Maitland St, Torphichen St, Morrison St.

These directions are accurate at the time of printing

Contact details


For any questions, contact our shareholder services team.

UK and overseas (excluding Germany or Austria)

 +44 (0)371 384 2464¹

 questions@abrdnshares.com

Germany and Austria


 +44 (0)371 384 2493¹

 fragen@abrdnshares.com

¹Calls are monitored/recorded to meet regulatory obligations and for training and quality purposes. Call charges will vary.

Lines are open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales). Please use the country code when contacting us from outside the UK.

 abrdnshares.com

 abrdn Shareholder Services
Aspect House, Spencer Road, Lancing,
West Sussex, BN99 6DA

Secretary and registered office:

Kenneth A Gilmour
abrdn plc
1 George Street
Edinburgh
EH2 2LL



Email addresses provided in this AGM guide or any related document – including in the Strategic report and financial highlights 2021, Shareholder News, annual report and accounts 2021, your voting form and the letter or email from the Chairman about the 2022 AGM – should only be used to communicate with the Company for the purposes expressly stated.

Please remember that the value of shares can go down as well as up and you may not get back the full amount invested or any income from it. All figures and share price information have been calculated as at 28 February 2022 (unless otherwise indicated).

For more information visit abrdn.com

abrdn plc is registered in Scotland (SC286832) at 1 George Street, Edinburgh EH2 2LL.

UKNM22 © abrdn plc 2022, images reproduced under licence. All rights reserved. Published by Adare SEC Limited.

abrdn.com



STA0222303026-001