

AGM guide 2025

Notice of 2025 Annual General Meeting

The 2025 Annual General Meeting ('AGM') of Aberdeen Group plc (the 'Company' or 'Aberdeen') will be held at the Assembly Rooms, 54 George Street, Edinburgh EH2 2LR on Thursday 8 May 2025 at 2pm and online via an electronic meeting platform.

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 the Company, 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.

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The meeting

Shareholders can attend the meeting in person at the Assembly Rooms or join the meeting electronically. The meeting will begin at 2pm on Thursday 8 May 2025. Join electronically from 1pm.

Shareholders planning to attend, either in person or electronically, should refer to page 3 for details of the attendance arrangements. For further information on how to register, vote, ask questions, appoint a proxy to attend the meeting on your behalf and for other information about the Annual General Meeting, please refer to the 'Guidance for shareholders' section on page 10.

Agenda

12.30pm	Doors to registration area open – light refreshments will be available on arrival
1.00pm	Access to the Annual General Meeting online platform opens for those joining electronically
1.40pm	Music hall opens
2.00pm	Annual General Meeting begins

Introduction
The Chairman will introduce the Directors and outline the business of the Annual General Meeting.

Presentations and Question-and-Answer session
The Chairman and the Chief Executive Officer will review your business and provide an overview of the Company's plans for 2025. After this, there will be an opportunity to ask questions.

Voting and Resolutions
You will be asked to consider and vote on a number of resolutions and they are listed in full on pages 4 to 6. To help make things clearer, there is an explanation of each resolution from the Chairman on pages 7 to 10.



Attending the meeting

Attending the meeting in person

How to get there

The Assembly Rooms is at 54 George Street, Edinburgh EH2 2LR.

By train: The Assembly Rooms is about a 20 minute walk from Haymarket station and a 10 minute walk from Waverley station. Train times are available by calling **National Rail Enquiries** on **+44 (0)3457 484950** or at **nationalrail.co.uk** or **scotrail.co.uk**

By bus: The main bus station is in St. Andrew Square, a 10 minute walk to the Assembly Rooms. For local bus routes and timetables go to **lothianbuses.com** and for bus travel updates go to **travelinescotland.com**

By tram: Princes Street and St Andrew Square tram stops are about 10 minutes' walk from the Assembly Rooms. For full details go to **edinburghtrams.com**

By air: Edinburgh airport is to the west of the city, six miles from the Assembly Rooms. Taxi journey time from the airport is around 25 minutes – bus and tram services to the city centre take around 30 minutes.

By car: Follow signs for the city centre (sat nav postcode: EH2 2LR). Some on-street parking is available near the Assembly Rooms which is controlled by parking meters during the day. The nearest car parks are at Castle Terrace or the Omni Centre.

These directions are accurate at the time of printing.

Admission to the venue and security

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. If you have been appointed as proxy for a shareholder entitled to vote, you should also bring proof of identity. Appointed proxies will also be asked to confirm the details of the shareholder they are representing. We reserve the right to refuse entry in the event we are not satisfied with proof of identity or authority.

To help keep everyone safe, we will carry out security checks and bag searches on entry to the building. This will include the use of personal and x-ray scanners and any other security measures we consider appropriate on the day. Please limit your belongings to one small bag. All other bags and personal items must be left in the cloakroom, including cameras and other recording devices as photography and recordings are not permitted.

You will be required to put your mobile phone in a security pouch, which will allow you to use your phone but prevents filming or recording. Mobile phones must be turned off during the meeting. On leaving the meeting, the pouch will be unlocked and collected by our security team.

No one attending the meeting may bring disruptive items (leaflets, banners, flags, whistles), or other items that may present a threat to the security or good order of the meeting, into the premises. Food and drink, including water bottles, are also not permitted.

We will not permit behaviour which may interfere with anyone's security, safety or comfort, or the good order of the meeting.

Non-compliance with any of our security measures or disruptive behaviour may result in refusal of entry or removal from 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.

Recording

The AGM will be recorded and will be available on our website at **aberdeenplc.com/agm** Please note that you may be filmed if you ask a question in person during the meeting.

Attending the meeting electronically

To attend the meeting electronically, you will need to visit **web.lumiagm.com/146-424-057** on your device. Access will be available one hour prior to the start of the meeting.

You will be asked if you are a shareholder or a guest.

- **Shareholders:** Select 'I am a Shareholder' and enter your unique Shareholder Reference Number (SRN) and PIN. Your PIN is the first two and last two digits of your SRN.
- **Guests:** Select 'I am a Guest' and enter the requested information.

Your SRN can be found on any documents we have sent you and online in your share portal account. It is advisable to locate your SRN as early as possible to avoid any delay in accessing the meeting. If you are still unable to find your SRN, or experience any difficulties accessing the platform, please call abrdn Shareholder Services. Contact details are on the back page of this AGM guide.

Requirements

It is your responsibility to ensure you remain connected for the duration of the meeting and that your web browser is up to date and running the latest software release. Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

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.

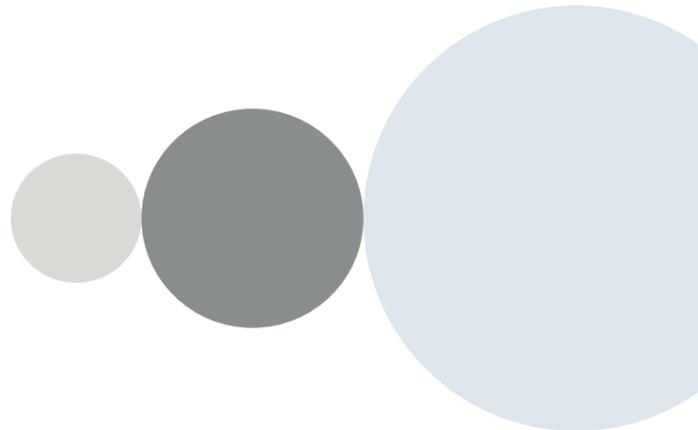
This authority shall apply in addition to any authority granted pursuant to resolution 10, if passed, and shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business 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.

By Order of the Board



Iain Jones
Company Secretary
1 April 2025



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.

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 submit your voting form online, by post or vote in person or electronically 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 2024

The directors of a company usually present each year's annual report and accounts at the AGM. You can go online at aberdeenplc.com/agm to read our annual report and accounts 2024 and our strategic report and financial highlights 2024 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 2024, including the reports of the Directors and of the auditors on the accounts.

Resolution 2 – ordinary resolution:

To declare a final dividend for 2024

The Directors recommend that a final dividend is paid to shareholders. We will be asking you to approve this proposed final dividend payment for 2024 of 7.30 pence on each ordinary share.

If approved at the AGM, we plan to pay the final dividend on 13 May 2025 to shareholders whose names were on the register at close of business on 28 March 2025.

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. The audit was last subject to a tender for the financial year ended 31 December 2017. The audit for the year ended 31 December 2024 is therefore KPMG LLP's 8th year as auditor. In October 2024, the Company's Audit Committee approved holding an audit tender process in 2025, effective for the year ended 31 December 2027. This is in line with mandatory tender requirements, with the year ended 31 December 2026 being KPMG LLP's 10th year as auditor.

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 2025 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 2024, is on pages 122 to 141 of the annual report and accounts 2024.

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 6A, 6B, 6C, 6D, 6E, 6F and 6G – 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 and all will be standing for re-election other than Pam Kaur who will step down from the Board at the end of the AGM.

The Directors' biographies and highlights of each Director's contribution to the Company are on pages 15 to 18 of this AGM guide.

In relation to the proposed re-election of John Devine, we recognise that John will come to the end of his nine year term in July 2025 and it is proposed that he be re-elected for a further term (to expire at the end of the 2026 AGM) so as to support the orderly transition of Risk Committee Chair responsibilities. Following a recommendation from the Nomination and Governance Committee, the Board concluded that John continued to be independent in character and judgement and that there were no relationships that were likely to affect, or could appear to affect, his judgement. The Board also considered that John continues to make high quality contributions to Board and committee meetings, providing effective and constructive challenge to management and demonstrating objective and independent judgement. The Board concluded that it was in the best interests of the Company for John to remain on the Board to facilitate the orderly transition of Risk Committee Chair responsibilities and that John was considered to be independent.

In relation to the proposed re-election of all our Directors, I would like to take this opportunity, as Chairman and as is recommended by the UK Corporate Governance Code, to confirm that the information on pages 15 to 18 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. The Directors 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.

Resolution 7A and 7B – ordinary resolution:

Individual election of Directors

We will be asking you to vote to elect Vivek Ahuja and Katie Bickerstaffe as Directors of the Company. Vivek and Katie were appointed to the Board in October 2024. As their appointments were after our last AGM, they will be standing for election at the 2025 AGM.

Their biographies are on page 19 of this AGM guide.

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 £25,711,964. This represents up to 184,074,293 shares and 10% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2025. This authority will expire at the end of the AGM in 2026 (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 abrdrn plc (Employee) Share Plan.

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 £12,855,982. This represents 5% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2025. 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.

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 5% 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. The Directors will exercise the authority to make market purchases of the Company's own shares only when to do so would be in the best interests of the Company and of its shareholders generally and would lead to an increase in the Company's earnings per share.

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 Company continues to monitor opportunities to sell down its stakes in listed companies in order to generate capital. Following such sales, the Board intends to use the authority granted by this resolution to return a significant proportion of the capital generated to shareholders.

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 92,037,146. This represents 5% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2025.
- 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 share. 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.
- 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 outstanding as at 31 January 2025 is 71,853,456. These options relate to awards granted under the Company's share plans. This represents 3.9% of the Company's issued share capital as at 28 February 2025. 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 4.1% of the Company's issued share capital as at 28 February 2025. 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 2024 AGM, on the basis that the authority would expire at the end of the 2025 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 £28,064,804 (equivalent to 200,918,485 shares which is 10.9% of the Company's issued

share capital as at 28 February 2025) in connection with the issues of Convertible Bonds. This authority is set at a level to provide maximum flexibility to allow the Directors to manage the Company's capital structure efficiently given the dynamic regulatory requirements and market appetite for this form of capital instrument.

This authority will expire at the end of the AGM in 2026 (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 the Company will or will not issue any, or any given amount of, 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. 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 £28,064,804 (equivalent to 200,918,485 shares). This represents 10.9% of our total issued share capital (rounded down to the nearest whole number) as at 28 February 2025.

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 2024 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 2026 AGM, when we would intend to propose a similar resolution again.

Guidance for shareholders

Attendance at the meeting and voting

a. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determination by the Company of the votes they may cast), shareholders and abrdn Share Account members must be on the Company register or abrdn Share Account register at 6pm (UK time) on Tuesday 6 May 2025 or, if the AGM is adjourned, at 6pm on the date which is two days before the time of the adjourned meeting. Changes to the registers after the relevant deadline shall be disregarded in determining the rights of any person 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 unless you are entitled to, and do, attend the AGM in person or electronically.

b. How to vote

All shareholders are encouraged to vote either in advance or during the meeting. For more information on voting via proxy or nominated persons, please see pages 12 and 13 of this AGM guide. You can still attend and vote at the meeting, in person or electronically, even although you have submitted your proxy voting instruction.

Voting in advance of the meeting

Online: Visit abrdnshares.com

- If you have already registered for the share portal, log in using your username, password and date of birth.
- If you have not registered yet, or prefer not to log in, you can still vote online using the quick vote option. You will need your Voting ID, Task ID and SRN 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. You can also find your SRN on any documents we have sent you or online in your share portal account.
 - Choose 'For', 'Against' or 'Withheld' for each of the resolutions.
 - Submit your voting instruction.

By post:

- Follow the instructions on your paper voting form from the Chairman.
 - Choose 'For', 'Against' or 'Withheld' for each of the resolutions.
 - Sign and date the form.

A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of votes 'For' and 'Against' each resolution.

You must submit your online voting instruction or return your paper voting form so that Equiniti Limited receives it no later than 2pm on Tuesday 6 May 2025, 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.

Shareholders in the abrdn plc (Employee) Share Plan and Equiniti Global Nominee:

- You can instruct the relevant trustee how you want the votes in respect of your shares to be exercised at the AGM.
 - **UK Plan:** Submit your voting instruction so that it is received no later than 2pm (UK time) on Friday 2 May 2025 or your vote will not count. If the AGM is adjourned, your voting instruction must be received at least 3 business days before the time of the adjourned meeting, or your voting instruction will not count.
 - **Irish Plan:** Submit your voting instruction so that it is received no later than 2pm (UK time) on Monday 28 April 2025, or your vote will not count. If the AGM is adjourned, your voting instruction must be received at least 5 business days before the time of the adjourned meeting, or your voting instruction will not count.
 - **Global Nominee:** Submit your voting instruction so that it is received no later than 2pm (UK time) on Monday 28 April 2025, or your vote will not count. If the AGM is adjourned, your voting instruction must be received at least 5 business days before the time of the adjourned meeting, or your voting instruction will not count.

Voting during the meeting

In person:

A poll card will be provided on registration and collected on the conclusion of the meeting.

Electronically via the online platform:

Once the Chairman has formally opened voting, the list of resolutions will appear on your screen. Select the option that corresponds with how you wish to vote. Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no 'Submit' button.

- To vote on all resolutions displayed, select the 'Vote all' option at the top of the screen.
- To change your vote, reselect your choice.
- To cancel your vote, select the 'Cancel' button.

You can do this at any time whilst the poll remains open and before the Chairman announces its closure.

If you plan to participate in the meeting electronically as a proxy or corporate representative, please contact abrdn Shareholder Services. Your unique SRN and PIN, which is required to access the meeting, will be provided once a valid proxy appointment or letter of representation has been received. It is advisable to get in touch as early as possible to avoid any delay which may affect your access to the meeting. Contact details are on the back page of this AGM guide.

c. The results of the vote

The results of the voting at the AGM will be announced through a Regulatory Information Service and will be published on aberdeenplc.com/agm later that day.

You can also find out the results of the vote and details of how your vote was recorded and counted in the poll in respect of each resolution by contacting us. Contact details are on the back page of this AGM guide.

Shareholder questions

d. The right to ask questions

Any shareholder (or their appointed proxy) attending the AGM can ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no 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.

e. Registration of shareholder questions

Shareholders can submit questions in advance or during the meeting, in person or via the online platform. These questions should only relate to the business of the meeting. We may group similar questions together and the Board will answer as many questions as is practical during the meeting.

Questions in advance of the meeting can be submitted from 2pm on Tuesday 29 April 2025 until 2pm on Tuesday 6 May 2025 using web.lumiagm.com/146-424-057. These will not be answered ahead of the AGM but will be collated to be answered during the Question-and-Answer session.

For questions on the day of the meeting, the online platform will open one hour prior to the start of the meeting and questions can be submitted from this point up until close of the Question-and-Answer session.

Written questions can be submitted by selecting the messaging icon from within the navigation bar at the top of the screen and typing your question in the 'Ask a question' box. To submit your question, select the arrow icon to the right of the text box.

Copies of questions you have submitted can be viewed by selecting 'My Messages'.

Details of how to access the online platform can be found on page 3 of this AGM guide.

Shareholders attending the meeting in person will have the opportunity to ask questions once the Chairman has opened the Question-and-Answer session.

Manner of shareholding

f. Shares held in the abrdn Share Account

Shares 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 from the Chairman or by submitting your voting instruction online at abrdnshares.com

You can attend, speak and vote in person or electronically at the AGM, or you can instruct Equiniti Corporate Nominees Limited to appoint another person to attend and speak at the AGM and to vote on your behalf as part of a poll. This person is called a 'proxy'. Find out more in 'Proxy appointment and voting' below and 'Special situations' on page 13.

g. Shares held in the abrdn plc (Employee) Share Plan

Shares in the abrdn plc (Employee) Share Plan (the 'Plan') are held on your behalf by Equiniti Share Plan Trustees Limited or Ocorian Corporate Trustees (Ireland) Limited.

h. Shares held by Equiniti Global Nominee

Shares in the Equiniti Global Nominee are held on your behalf in the name of Wealth Nominees Limited.

i. Shares held by certificate or in CREST

In all instances, you can attend, speak and vote in person or electronically at the AGM. Alternatively, you can appoint another person to attend and speak at the AGM and to vote on your behalf as part of a poll. This person is called a 'proxy'. Find out more in 'Proxy appointment and voting' below and 'Special situations' on page 13.

Proxy appointment and voting

j. Appointing a proxy

Shareholders may appoint another person or persons (a 'proxy') to exercise all or any of their rights to attend, speak and vote on their behalf at 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.

Appoint a proxy 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 SRN which you can find on your voting form from the Chairman. If you receive e-communications, you can

find your Voting ID and Task ID on your email from the Chairman and your SRN on any documents we have sent you or online in your share portal account; or

- using your paper voting form from the Chairman – read the guidance notes on the back.

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 2pm (UK time) on Tuesday 6 May 2025, 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 2pm (UK time) on 6 May 2025.

k. How to appoint a proxy if you are a CREST member

CREST members can appoint a proxy through the CREST electronic proxy appointment service by following the steps in the CREST Manual on the Euroclear website www.euroclear.com If you are a CREST personal member, CREST sponsored member, or have a voting service provider, contact your CREST sponsor or voting service provider who will take the appropriate action for you.

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 & International Limited ('Euroclear');
- contain the information 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 2pm (UK time) on Tuesday 6 May 2025, or 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 of receipt 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.

CREST members and their sponsors or voting service providers must ensure messages are transmitted on time. Euroclear does not provide special procedures for any message, so normal system timings and limitations apply. Refer to the CREST Manual for details on system limitations 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.

l. Proxymity

Institutional investors can appoint a proxy for the AGM, and any adjournment, via the Proxymity platform, a process which has been agreed by the Company and approved by Equiniti. Please visit proxymity.io for further information.

Before appointing 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.

Your proxy must be lodged by 2pm (UK time) on Tuesday 6 May 2025 in order to be considered valid. If the AGM is adjourned, your proxy will not count if it is not lodged at least 48 hours before the time of the adjourned meeting.

m. Nominated persons

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 have a right, under an agreement between them and the shareholder by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy 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.

The statement of the rights of shareholders in relation to the appointment of proxies in section j. does not apply to Nominated persons.

Other voting arrangements

n. Special situations

- **Corporate representatives:** A validly authorised representative of a corporation that is a shareholder may attend the AGM or any adjournment and vote in person, or electronically – 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 with the common seal of the corporation applied to it or else it must be signed by an authorised person, stating the capacity in which they are signing.
Any corporation that is a shareholder can appoint multiple corporate representatives to exercise its rights as a shareholder, but they must be acting in relation to different shares.
- **Managing shareholder affairs:** 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.
- **Power of attorney:** 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 with the paper voting form (if used), so as to arrive no later than 2pm (UK time) on Tuesday 6 May 2025 – or, if the AGM is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

- **Additional forms:** If you need more paper voting forms, contact abrdn Shareholder Services (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 Tuesday 6 May 2025 – or, if the AGM is adjourned, at 6pm on the date which is two days 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 return them in the same envelope.

- **Joint holders:** In the case of joint shareholdings, if more than one of the joint holders requests to appoint a proxy, 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, the shareholder named first being the most senior.

Other proceedings and general shareholder information

o. Members' requests under section 527 of the Companies Act 2006

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company 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.

p. Other rights

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 considered by the Company to be 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.

q. Number of votes

On a poll, each shareholder who is entitled to vote and is present in person or electronically at the AGM 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 page 13). 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.

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 and may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

r. Total voting rights

On 28 February 2025 – the latest practicable business day before the printing of the Notice of Annual General Meeting – the Company's issued share capital consisted of 1,840,742,937 ordinary shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 28 February 2025 were 1,840,742,937.

s. 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 Company's articles of association.

You can see them during normal business hours from Monday to Friday (except public holidays) at 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 and via our website at aberdeenplc.com/agm

t. Further shareholder communications

Our corporate website is the principal means we use to communicate with our shareholders.

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 aberdeenplc.com/agm

u. Times and deadlines

All times in this AGM guide and Notice of Annual General Meeting are UK times. Non-working days are not included when calculating relevant deadlines.

Directors standing for re-election

Biographical details and shareholdings of the Directors are as at 3 March 2025. 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: 69

Nationality: British

Shares: 200,000

Board committee(s): Nomination and Governance Committee (Chair)

Experience and competencies

Sir Douglas draws on his extensive board experience to shape a collaborative approach, which facilitates open and constructive boardroom discussion. He guides the Board's review of performance and shaping of the Company's strategy and promotes its stewardship responsibilities, including active engagement with key stakeholders. He has considerable global experience, including in Asia, and he remains actively involved in international, financial and governance matters.

Previously, Sir Douglas spent over two decades at HSBC, serving as the banking group's chairman for seven years and as group finance director for 15 years. Prior to this, he was a partner at KPMG. He was also previously a non-executive director at BP from 2005–2011 and a member of the Mayor of Shanghai and Mayor of Beijing's Advisory Boards.

Sir Douglas received his CBE in 2006 and knighthood in 2018 recognising his services to the finance industry.

External appointments

- Chairman of IP Group plc
- Chairman of the Royal Marsden Hospital and Charity
- International Advisory Panel of the Monetary Authority of Singapore

Jonathan Asquith

Non-Executive Director and Senior Independent Director

Appointed to the Board: September 2019

Age: 68

Nationality: British

Shares: 205,864

Board committee(s): Remuneration Committee (Chair); Nomination and Governance Committee

Experience and competencies

Jonathan has considerable experience as a non-executive director within the investment management and wealth industry, which enables him to provide crucial insights to the Company through his board membership and committee roles.

He was a board member at 3i Group plc for almost 10 years, stepping down as Deputy Chair in 2020. His other previous non-executive roles have included Chair of Citigroup Global Markets Limited, Citibank International Limited, Dexion Capital plc and AXA Investment Managers. He was also a director at Tilney, Ashmore Group plc and AXA UK plc.

In his executive career, Jonathan spent 18 years at Morgan Grenfell. After serving as Group Finance Director, he became Deutsche Morgan Grenfell's CFO and, later, Chief Operating Officer. From 2002 to 2008, he was a director of Schroders plc, serving as CFO and, subsequently, Executive Vice Chairman.

External appointments

- Non-Executive Director of CiCap Limited and its regulated subsidiary Collier Capital Limited
- Non-Executive Director of B-FLEXION Group Holdings SA and subsidiaries, including Capital Four Holding A/S and Twelve Securis Holding AG

Directors standing for re-election – cont.



John Devine

Non-Executive Director

Appointed to the Board: July 2016

Age: 66

Nationality: British

Shares: 52,913

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

Experience and competencies

John provides the Board with extensive insights into financial reporting and risk management, which he gained through his successful career in investment banking and capital markets and then, latterly, in asset management; international experience in the US and Asia; and background in finance, operations and technology – all of which are of great importance to the Company's strategy.

From 2008 to 2010, John was Chief Operating Officer of Threadneedle Asset Management Limited. Previously, he held several senior executive positions at Merrill Lynch in London, New York, Tokyo and Hong Kong.

He is a Fellow of the Chartered Institute of Public Finance and Accounting.

External appointments

- Non-Executive Chair of Credit Suisse International and Credit Suisse Securities (Europe) Limited
- Non-Executive Director of Citco Custody Limited and Citco Custody (UK) Limited

Hannah Grove

Non-Executive Director

Appointed to the Board: September 2021

Age: 61

Nationality: American and British

Shares: 33,000

Board committee(s): Nomination and Governance Committee; Remuneration Committee

Experience and competencies

Hannah provides expertise in leading brand, communications, client experience and digital marketing strategies, including those for major acquisitions, which she combines with deep knowledge of regulatory and governance matters.

She has received significant industry recognition as a diversity and equity champion and is our designated non-executive director for board employee engagement. She is also a non-executive director on the boards of Standard Life Savings Limited and Elevate Portfolio Services Limited, wholly owned subsidiaries of the Company.

Before joining the Board, Hannah enjoyed a 22-year career at State Street (NYSE:STT), including 12 years as Chief Marketing Officer. She was a member of the management committee, business conduct and risk committee, and conduct standards committee, as well as the board of its China legal entity. Previously, Hannah was a marketing director at the Money Matters Institute.

External appointments

- Member of the advisory board at Irrational Capital
- Member of the board of advisors at Reboot
- Vice Chair of the Boston Public Library Fund

Directors standing for re-election – cont.

Michael O'Brien

Non-Executive Director

Appointed to the Board: June 2022

Age: 61

Nationality: Irish

Shares: 173,780

Board committee(s): Audit Committee; Risk and Capital Committee

Experience and competencies

Mike brings extensive asset management experience to the Board. Throughout his career, he has had a key focus on innovation and technology-driven change to support better client outcomes. A qualified actuary, he has been responsible for developing and leading global investment solutions, distribution and relationship management strategies.

His executive career spanned senior roles across the industry. At JP Morgan Asset Management, he was Co-Head, Global Investment Solutions and, previously, Chief Executive Officer of the firm's EMEA business. Prior to this, he was Head of Institutional Business for EMEA at Blackrock/Barclays Global Investors and an investment and risk consultant at Towers Watson. He also previously served on the board of the UK NAPF and was a member of the UK NAPF Defined Benefit Council.

Mike is a Chartered Financial Analyst and a Fellow of the Institute of Actuaries.

External appointments

- Non-Executive Director of Carne Global Financial Services Limited
- Senior adviser to Osmosis Investment Management
- Investment adviser to the British Coal Pension Funds

Cathleen Raffaelli

Non-Executive Director

Appointed to the Board: August 2018

Age: 68

Nationality: American

Shares: 9,315

Board committee(s): Remuneration Committee; Risk and Capital Committee

Experience and competencies

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

Previously, Cathi was a 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 compensation and human resources committee.

External appointments

- Managing Partner of Hamilton White Group
- Managing Partner of Soho Venture Partners
- Director and member of the Audit Committee and Human Resources Committee of RE/MAX Holdings Inc.

Directors standing for re-election – cont.



Jason Windsor

Chief Executive Officer

Appointed to the Board: October 2023

Age: 52

Nationality: British

Shares: 357,635

Board committee(s): N/A

Experience and competencies

Jason was appointed as Chief Executive Officer in September 2024, having joined as Chief Financial Officer (CFO) in October 2023. With over 30 years of industry experience, Jason brings a strong track record of leadership in finance, asset management, mergers and acquisitions and strategic planning.

He previously served as CFO of UK housebuilder Persimmon and in several leadership roles at Aviva, including as the group's CFO, CFO of Aviva UK, Chief Capital & Investments Officer and as a director on the board of Aviva Investors.

Jason previously spent 15 years at Morgan Stanley in London and Singapore, latterly as a managing director within its investment banking division, where he advised UK and international banks, insurers and asset managers on mergers and acquisitions, capital raising and strategy.

External appointments

- Governor of Felsted School, Essex

Directors standing for election

Biographical details and shareholdings are as at 5 March 2025.
Ages are as at the date of the AGM.

Vivek Ahuja

Non-Executive Director

Appointed to the Board: October 2024

Age: 58

Nationality: Singaporean

Shares: Nil

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

Experience and competencies

Vivek is a global business leader with over 30 years of senior management experience in international financial services and private equity. He offers considerable expertise in strategy, business transformation, risk management and corporate governance.

Prior to joining the Board, Vivek held several prominent executive roles. Most recently, he was Chief Executive Officer of private equity firm Terra Firma, having initially joined as Group Chief Financial Officer and Chief Operating Officer. Previously, he spent 17 years at Standard Chartered, working in senior global finance roles, latterly as Deputy Group CFO.

Vivek also brings a wealth of strategic and financial expertise to multi sector businesses through his non-executive and advisory experience. From 2018 to January 2025, he was a non-executive director and Chair of the Risk Committee at NatWest Markets.

He is a Fellow of the Institute of Chartered Accountants in England & Wales (ICAEW).

External appointments

- Senior Independent Director and Chair of Audit & Risk Committee at PZ Cussons plc
- Independent Member of Council at King's College, London
- Non-Executive Director of the Royal Free London NHS Foundation Trust
- Non-Executive Director of Ebury Partners Limited
- Non-Executive Director of Investec Bank plc

Katie Bickerstaffe

Non-Executive Director

Appointed to the Board: October 2024

Age: 57

Nationality: British

Shares: 30,195

Board committee(s): Remuneration Committee

Experience and competencies

Katie is a highly regarded retail and consumer business leader, bringing strong perspectives on digital business models and transformation programmes to the Board.

During her executive career, Katie held numerous leadership positions, including as Co-Chief Executive Officer (CEO) of multinational food, clothing and homewares retailer, M&S; Executive Chair and CEO Designate at energy provider SSE; and CEO, UK & Ireland at Dixons Carphone.

She also served in managing director roles at the Somerfield Stores group and was Dyson Appliances' group HR director. Previously, she held various roles at PepsiCo and Unilever.

External appointments

- Chair of the Remuneration Committee of Barratt Redrow plc
- Senior Independent Director of Diploma plc
- Senior Independent Director of England and Wales Cricket Board
- Non-Executive Director of Royal Marsden NHS Foundation Trust



Contact us

Extensive information, including answers to frequently asked questions, can be found online at abrdnshares.com

For any other questions, contact our shareholder services team.



abrdnshares.com



+44 (0)371 384 2464*



questions@abrdnshares.com

*Calls 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.



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Lancing, West Sussex BN99 6DA

Secretary and registered office:

Iain Jones
Aberdeen Group 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 2024, annual report and accounts 2024, your voting form and the letter or email from the Chairman about the 2025 AGM – should only be used to communicate with the Company for the purposes expressly stated. We do not recommend putting personal information in an email.

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 2025 (unless otherwise indicated).

For more information visit aberdeenplc.com

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