

AGM guide 2024

Notice of 2024 Annual General Meeting

The 2024 Annual General Meeting ('AGM') of abr dn plc (the 'Company') will be held at the Assembly Rooms, 54 George Street, Edinburgh EH2 2LR on Wednesday 24 April 2024 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 abr dn 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.

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Welcome to the meeting...

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 Wednesday 24 April 2024. Join electronically from 1pm.

Shareholders planning to attend electronically should refer to the AGM online user guide on page 3 for details of the electronic attendance arrangements, including how to vote and ask questions.

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. 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 Monday 15 April 2024 until 2pm on Monday 22 April 2024 using web.lumiagm.com/134-578-512. These questions will not be answered ahead of the AGM but will be collated to be answered during the Question-and-Answer session.



Important information

Our corporate website is the principal means we use to communicate with our shareholders. You can view more information and the documents referenced in this AGM guide, including the Annual Report at abrdrn.com/agm

Voting at the AGM

Your vote is important. We encourage all our shareholders to vote in advance by appointing a proxy. You can still attend and vote at the meeting, in person or electronically, even if you have submitted your proxy voting instructions. Our share registrar, Equiniti, must receive online or postal proxy appointments and voting instructions by 2pm (UK time) on Monday 22 April 2024 at the latest to ensure that all shareholder votes are counted.

Voting on all resolutions on the day of the AGM will be by way of a poll. If you vote at the meeting, and you have already submitted proxy voting instructions, your vote at the meeting will count.

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

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

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 2024. 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 8 to 12.

AGM online user guide

Meeting access

Shareholders can participate in the meeting electronically, via web.lumiagm.com/134-578-512. This can be accessed online using the latest version of Chrome, Firefox, Edge and Safari.

Access to the online platform will be available one hour prior to the start of the meeting for shareholders who wish to join electronically. If you experience any difficulties accessing the platform, please call abrdn Shareholder Services. Contact details are on the back page of this AGM guide.

On accessing the meeting platform, you will be asked if you are a shareholder or a guest.

- For shareholders, select the 'I am a Shareholder' option, you will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. Your PIN is the first two and last two digits of your SRN.
- For guests, select the 'I am a Guest' option and enter the requested information.

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

Broadcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

Voting

Once the Chairman has formally opened voting, the list of resolutions will automatically 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 will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure.

Questions

Questions in advance of the meeting can be submitted from 2pm on Monday 15 April 2024 until 2pm on Monday 22 April 2024 using web.lumiagm.com/134-578-512. These questions will not be answered ahead of the AGM but will be collated to be answered during the Question-and-Answer session.

On the day of the meeting, access to the online platform will be available one hour prior to the start of the meeting.

You will need your unique SRN and PIN. Your PIN is the first two and last two digits of your SRN. 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'.

These questions should only relate to the business of the meeting. The Board will answer as many questions as is practical during the meeting.

Requirements

An active internet connection is always required to allow you to cast your vote when the poll opens, submit questions and view the broadcast. It is your responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest version of Chrome, Firefox, Edge or Safari installed, users are advised to ensure their device is up to date with the latest operating system software release.

Proxies and Corporate Representatives

If you plan to participate in the meeting 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.



Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting of the shareholders of abrdn plc (the 'Company') will take place at the Assembly Rooms, 54 George Street, Edinburgh EH2 2LR on Wednesday 24 April 2024 at 2pm to consider and, if thought fit, to pass the resolutions set out on the following pages, of which resolutions 1 to 9, 12 and 15 to 17 will be proposed as ordinary resolutions and resolutions 10, 11, 13 and 14 will be proposed as special resolutions.

1. To receive and consider the accounts for the year to 31 December 2023, 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 2023.
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 2024 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 2023, set out on pages 115 to 134 of the annual report and accounts 2023.
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. John Devine
 - 6E. Hannah Grove
 - 6F. Pam Kaur
 - 6G. Michael O'Brien
 - 6H. Cathleen Raffaelli
7. To elect Jason Windsor as Director of the Company.
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;
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 £25,711,933 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:

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.

- 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 £12,855,966

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, subject to the following conditions:

- i. the maximum number of such ordinary shares hereby authorised to be purchased is 92,037,035;
- 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 the nominal price of that share; 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 £25,711,933 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. To approve the renewal of the rules of the abrdn Sharesave Plan ('Sharesave'), a copy of which has been produced to the meeting and initialled by the Company Secretary for the purpose of identification and the principal terms of which are summarised in Appendix 1 to this AGM guide, and that the Directors (including a duly authorised committee thereof) be and are generally authorised to:

- i. continue to do all things necessary or expedient to operate the Sharesave; and
- ii. adopt sub plans based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Sharesave.

16. To approve the renewal of the rules of the abrdn plc (Employee) Share Plan ('ESP'), a copy of which has been produced to the meeting and initialled by the Company Secretary for the purpose of identification and the principal terms of which are summarised in Appendix 2 to this AGM guide, and that the Directors (including a duly authorised committee thereof) be and are generally authorised to:

- i. continue to do all things necessary or expedient to operate the ESP; and
- ii. adopt sub plans based on the ESP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the ESP.

17. To approve the rules of the abrdn plc Executive Long Term Incentive Plan 2024 (the 'New LTIP'), a copy of which is produced to the meeting and initialled by the Company Secretary for the purposes of identification and the principal terms of which are summarised in Appendix 3 to this AGM guide, and that the Directors (including a duly authorised committee thereof) be and are generally authorised to:

- i. do all acts and things necessary to establish and carry the New LTIP into effect; and
- ii. adopt sub plans based on the New LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the New LTIP.

By Order of the Board



Julian Baddeley

Company Secretary

20 March 2024

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 22 April 2024 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 2pm (UK time) on Monday 22 April 2024, 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 22 April 2024.

- 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 & International 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 Equiniti. 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.
- 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 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.
- h. On 29 February 2024 – the latest practical business day before the printing of the Notice of Annual General Meeting – the Company's issued share capital consisted of 1,840,740,709 ordinary shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 29 February 2024 were 1,840,740,709.
- 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 2024 AGM, 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. 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 Monday 15 April 2024 until 2pm on Monday 22 April 2024 using web.lumiagm.com/134-578-512. These questions 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. For more information, please read the AGM online user guide on page 3.
- 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.

At last year's AGM, a number of resolutions received less than 80% of votes cast in favour of the resolution. The results of the vote were primarily driven by a small number of shareholders, and the significant majority of shareholders who voted did so in favour of the resolutions. Following the AGM, Jonathan Asquith, abrdn's Senior Independent Director, and I met with shareholders representing more than 80% of the shares voted against the five resolutions, to understand their views.

The resolution to re-elect Catherine Bradley CBE as a Director received 75.89% of votes in favour. One major shareholder applies more stringent requirements than prevailing proxy advisor guidelines in relation to the number of external mandates held, and the number of external mandates held by each Director are within the requirements of the proxy advisor guidelines and in line with market practice. As noted, Catherine has decided not to stand for re-election at the 2024 AGM.

The other resolutions which received less than 80% of votes cast in favour of them related to authority to allot shares, disapply pre-emption rights, buy back issued ordinary shares, and to allot shares in relation to the issuance of Convertible Bonds. The key area of concern cited by shareholders voting against the resolutions related to shareholder dilution and, in relation to share buybacks, shareholdings breaching certain thresholds. While the majority of our shareholders are supportive of the authorities sought, the Board have recognised shareholders' concerns and reduced the percentages of the authorities sought under resolutions 9, 11 and 12 to reflect the feedback received.

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 2023

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 2023 and our strategic report and financial highlights 2023 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 2023, including the reports of the Directors and of the auditors on the accounts.

Resolution 2 – ordinary resolution:

To declare a final dividend for 2023

The Directors recommend that a final dividend is paid to shareholders. We will be asking you to approve this proposed final dividend payment for 2023 of 7.30 pence on each ordinary share.

If approved at the AGM, we plan to pay the final dividend on 30 April 2024 to shareholders whose names were on the register at close of business on 15 March 2024.

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 2023 is therefore KPMG LLP's 7th 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 2024 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 2023, is on pages 115 to 134 of the annual report and accounts 2023.

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 and all will be standing for re-election, other than Catherine Bradley 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 13 to 16 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 is recommended by the UK Corporate Governance Code, to confirm that the information on pages 13 to 16 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 7 – ordinary resolution: Individual election of a Director

We will be asking you to vote to elect Jason Windsor as Director of the Company. Jason was appointed as Chief Financial Officer of the Company with effect from October 2023. As Jason was appointed after our last AGM, he will be standing for election at the 2024 AGM.

His biography is on page 17 of this AGM guide. The information on page 17 sets out the specific reasons why Jason's contribution is, and continues to be, important to the Company's long-term sustainable success.

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 £25,711,933. This represents up to 184,074,070 shares and 10% of our total issued share capital (rounded down to the nearest whole number) as at 29 February 2024. This authority will expire at the end of the AGM in 2025 (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 £12,855,966. This represents 5% of our total issued share capital (rounded down to the nearest whole number) as at 29 February 2024. 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 interest 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 92,037,035. This represents 5% of our total issued share capital (rounded down to the nearest whole number) as at 29 February 2024.
- 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 2024 is 67,013,402. These options relate to awards granted under the Company's share plans. This represents 3.64% of the Company's issued share capital as at 29 February 2024. 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 3.83% of the Company's issued share capital as at 29 February 2024. 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 2023 AGM, on the basis that the authority would expire at the end of the 2024 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 £25,711,933 (equivalent to 184,074,070 shares which is 10% of the Company's issued share capital as at 29 February 2024) 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 2025 (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.

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 £25,711,933 (equivalent to 184,074,070 shares). This represents 10% of our total issued share capital (rounded down to the nearest whole number) as at 29 February 2024.

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 2023 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 2025 AGM, when we would intend to propose a similar resolution again.

Resolution 15 – ordinary resolution:

To approve the renewal of the rules of the abrdn Sharesave Plan

Authority is sought to approve the renewal of the existing abrdn Sharesave Plan (the 'Sharesave'), a UK tax-advantaged plan that allows employees in the UK to be granted options to buy shares at a discount of up to 20% if they save for a period of three or five years under a savings contract. The Company has historically operated the Sharesave to encourage employee share ownership throughout the Group and to provide additional alignment between the interests of employees and shareholders. The Sharesave was originally approved by shareholders in 2011 and the Company is seeking approval to renew the Sharesave and continue to operate it on its existing terms. The Company intends to re-apply for renewal of the authority after a further 10 years or as specified under the Investment Association guidelines.

A copy of the rules of the Sharesave will be available for inspection by shareholders on the Financial Conduct Authority's National Storage Mechanism (accessible at data.fca.org.uk/#/nsm/nationalstoragemechanism) from the date of publication of this AGM guide and at the place of the AGM for at least 15 minutes before and throughout the meeting. The main terms of the Sharesave are summarised in Appendix 1 on pages 18 to 19 of this AGM guide.

Resolution 16 – ordinary resolution:

To approve the renewal of the rules of the abrdn plc (Employee) Share Plan

Authority is sought to approve the renewal of the existing abrdn plc (Employee) Share Plan (the 'ESP'), which allows employees in the UK and the Republic of Ireland to acquire shares on a monthly basis and receive an award of matching shares corresponding to shares purchased. The ESP comprises three parts: Part A is a UK tax-advantaged share incentive plan; Part B is an Irish tax-approved profit sharing scheme; and Part C is an equivalent plan which may be operated for Group employees on a non-tax advantaged basis. A historic version of the ESP was established in 2006 prior to the Company's listing on the London Stock Exchange, and Part B of the ESP was approved by shareholders in 2016. The Company is seeking approval to renew the ESP and continue to operate it on its existing terms. The Company intends to re-seek renewal of the authority after a further 10 years or as specified under the Investment Association guidelines.

A copy of the rules of the ESP will be available for inspection by shareholders on the Financial Conduct Authority's National Storage Mechanism (accessible at data.fca.org.uk/#/nsm/nationalstoragemechanism) from the date of publication of this AGM guide and at the place of the AGM for at least 15 minutes before and throughout the meeting. The main terms of the ESP are summarised in Appendix 2 on pages 20 to 22 of this AGM guide.

Resolution 17 – ordinary resolution:

To approve the rules of the abrdn plc Executive Long Term Incentive Plan 2024 (the 'New LTIP')

The Company's existing long-term incentive arrangement for the Company's executive directors is the abrdn plc Executive Long Term Incentive Plan (the 'Existing LTIP').

Since its approval by shareholders in May 2014, the Existing LTIP has provided for the grant to the Company's executive directors of annual share-based awards which ordinarily vest after three years and are subject to a further two-year post-vesting holding period. The vesting of awards under the Existing LTIP is subject to the executive's continued service and the achievement of performance conditions as stipulated in the shareholder approved Directors' Remuneration Policy. The Existing LTIP is due to reach the end of its 10-year life on 13 May 2024.

The Remuneration Committee has concluded that shareholder authority should be sought under Resolution 17 for the adoption now of the New LTIP to replace the Existing LTIP. The terms of the New LTIP have been drafted to be materially similar to the Existing LTIP but with appropriate changes to bring the New LTIP in line with prevailing best practice.

A copy of the draft rules of the New LTIP will be available for inspection by shareholders on the Financial Conduct Authority's National Storage Mechanism (accessible at data.fca.org.uk/#/nsm/nationalstoragemechanism) from the date of publication of this AGM guide and at the place of the AGM for at least 15 minutes before and throughout the meeting. The main terms of the New LTIP are summarised in Appendix 3 on pages 23 to 26 of this AGM guide.

Directors standing for re-election



Biographical details and shareholdings of the Directors are as at 27 February 2024. 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: 68

Nationality: British

Shares: 200,000

Board committee: Nomination and Governance Committee (Chair)

Sir Douglas' extensive experience of board leadership in global financial services has shaped a collaborative approach which helps to facilitate open and constructive boardroom discussion. He maintains a keen interest and involvement in international, financial and governance matters, retaining an expertise which is an important asset to abrdn. This expertise, together with his prior board experience, help to focus board attention on their stewardship responsibilities as well as guiding discussion and challenge on the design and delivery of our strategy.

In other current roles, Sir Douglas is Chairman of IP Group plc and Chairman of the Royal Marsden Hospital and Charity. He is a member of a number of advisory boards and trade associations through which he keeps abreast of industry, regulatory and international affairs of relevance to his public company responsibilities.

Previously, Sir Douglas served as Group 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, and from 2005 to 2011 he served as a non-executive director of BP plc. He has extensive experience of business in Asia, having been a member of both the Mayor of Shanghai and Mayor of Beijing's Advisory Boards and currently serves on the International Advisory Panel of the Monetary Authority of Singapore.

Sir Douglas was awarded the CBE in 2006 and his knighthood in 2018, both in recognition of his service to the finance industry. In June 2022, he was awarded an honorary degree by the University of Glasgow, his alma mater, in recognition of his services to the business community.



Jonathan Asquith

Non-executive Director and Senior Independent Director

Appointed to the Board: September 2019

Age: 67

Nationality: British

Shares: 205,864

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 B-FLEXION Group Holdings SA and subsidiaries including Vantage Infrastructure Holdings and Capital Four Holding A/S. At the end of 2020 he stepped down as Deputy Chair of 3i Group plc after nearly 10 years as a board member. Previously, he has been Chair 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: 57

Nationality: British

Shares: 782,355

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

Stephen joined the Board of abrdn 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, he was Chief Executive for Citigroup's Asia Pacific business lines across 17 markets, including India and China.

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

Stephen is a member of the Investment Association's board of directors, and the Financial Services Growth and Development Board in Scotland. He holds an MBA in Economics and Finance from University College Cardiff and is an Honorary Fellow.



John Devine

Non-executive Director

Appointed to the Board: July 2016

Age: 65

Nationality: British

Shares: 52,913

Board committees: Risk and Capital Committee (Chair); Audit Committee; Nomination and Governance 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. He is Chair of our Risk and Capital 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 Chair of Standard Life Investments (Holdings) Limited.

He is non-executive Chair 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 MBA in Banking from Bangor University and is a Fellow of the Chartered Institute of Public Finance and Accounting.

Directors standing for re-election – cont.



Hannah Grove

Non-executive Director

Appointed to the Board: September 2021

Age: 60

Nationality: British and American

Shares: 33,000

Board committees: Nomination and Governance Committee; Remuneration 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 board employee engagement and sits as a non-executive director on the boards of Standard Life Savings Limited and Elevate Portfolio Services Limited, wholly owned subsidiaries of abrdn group.

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 & 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.

In other current roles, Hannah is a member of the advisory board of Irrational Capital. She 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.



Pam Kaur

Non-executive Director

Appointed to the Board: June 2022

Age: 60

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 and is also a director of the Hong Kong Shanghai Banking Corporation. Between 2019 and 2022, she served as a non-executive director on the board of Centrica, where she was 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 fellow of the Institute of Chartered Accountants of England and Wales.

Directors standing for re-election – cont.



Michael O'Brien

Non-executive Director

Appointed to the Board: June 2022

Age: 60

Nationality: Irish

Shares: 173,780

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 a senior adviser to Osmosis Investment Management. He is also an investment adviser 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. He is also a Chartered Financial Analyst and a Fellow of the Institute of Actuaries.



Cathleen Raffaeli

Non-executive Director

Appointed to the Board: August 2018

Age: 67

Nationality: American

Shares: 9,315

Board committees: Remuneration Committee; Risk and Capital Committee

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 abrdn group. 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.

Director standing for election



Jason Windsor

Chief Financial Officer

Appointed to the Board: October 2023

Age: 51

Nationality: British

Shares: Nil

Jason joined abrdn as Chief Financial Officer in October 2023, bringing over twenty-five years of experience in the financial services industry. Having held senior finance roles in investments, insurance and banking, Jason has established a strong track record of leadership in finance, asset management, M&A, and strategy.

His most recent role before joining abrdn was Chief Financial Officer of Persimmon plc. Prior to this, Jason was Group Chief Financial Officer of Aviva plc between 2019 and 2022. He had previously been Chief Financial Officer of Aviva's UK General Insurance and UK Life businesses, Chief Capital & Investments Officer, and a director on the board of Aviva Investors.

Before joining Aviva in 2010, Jason 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 M&A, capital raising and strategy.

Jason is a governor of Felsted School in Essex. Jason holds a BA (Hons) from the University of Oxford, with a Part II thesis in Atmospheric chemistry.



Appendix 1 – Summary of the main terms of the abrdn Sharesave Plan

Introduction

The abrdn Sharesave Plan (the 'Sharesave') was established in 2011 with shareholder approval. In line with good practice, the Company is seeking approval to renew the Sharesave and continue to operate it on its existing terms.

Overview

The Sharesave is an 'all employee' tax-advantaged share option plan which is intended to satisfy the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 and provides participating UK employees with the opportunity to acquire ordinary shares in the Company ('Shares'). The Sharesave is administered by the Board or a committee appointed by the Board, and references in this summary to the Board should be read accordingly.

Shares may be acquired using savings of up to £500 per month (or such other amount permitted under the relevant legislation governing UK tax-advantaged SAYE schemes) contributed over a period of three or five years.

Eligibility

All UK tax-resident employees of the Company (and any of its subsidiaries which participates in the Sharesave) are eligible to participate in the Sharesave. The Board may require employees to have completed a qualifying period of employment of up to five years in order to participate.

Any directors that are required to work less than 25 hours per week under their employment contracts are not eligible to participate.

Savings contracts

Under the Sharesave, participants will be required to make regular savings under an HMRC-approved savings contract (a 'Savings Contract') over a three or five year period.

Exercise price

The proceeds of the Savings Contract can be used to exercise an option to acquire Shares at an exercise price set at the date of invitation. The exercise price may not be manifestly less than 80% (or such other percentage as may be permitted by the relevant UK legislation from time to time) of the market value of a Share on the day immediately preceding the date of invitation, or the date specified in the invitation which may fall between the day immediately preceding the invitation date and the day immediately preceding the date on which an option is granted.

When calculating the market value of a Share for setting the exercise price, share prices may only be used from

a period of six weeks following: (i.) the first dealing day after the announcement of the Company's results for any period; (ii.) the day on which a new Savings Contract prospectus is announced or comes into effect; or (iii.) any other time the day on which the Board determines that exceptional circumstances exist which justify the issue of invitations.

Exercise of options

Ordinarily, an option may only be exercised within six months of the date the Savings Contract matures.

Cessation of employment

If an employee's employment or office with the Group ceases, their option may be exercised early for a period of up to six months from the date the employee ceases employment or office because of: (i.) their injury, disability or redundancy; (ii.) retirement; (iii.) the sale of the entity that employs the participant out of the Group; (iv.) the transfer of the business or part of a business in which the participant works is transferred out of the Group; or (v.) provided the option has been held for at least three years, any other reason apart from dismissal for misconduct.

If an employee dies whilst holding an option, the participant's personal representatives will normally have up to a year from the date of the participant's death to exercise the option.

If a participant ceases employment or office with the Group in any other circumstances, any option held by the participant will lapse on the date on which the participant ceases employment or office.

Corporate events

Options may be exercised early in the event of a change of control or winding-up of the Company. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company. Options will lapse unless the participants agree to exchange their options in the event of an internal reorganisation.

Overall dilution limit

Options may be satisfied using new issues of Shares, Shares purchased in the market or treasury Shares.

No option will be granted if it would cause the number of Shares issued or issuable pursuant to options granted in the ten calendar years ending with the year of grant under the Sharesave or any other employee share plan adopted by the Company or any subsidiary, in the aggregate to exceed 10% of the Company's issued ordinary share capital at that time.

Any treasury shares transferable or transferred by the Company in order to satisfy options under the Sharesave will count towards the limit described above so long as this is required by institutional investor representative bodies.

This limit may be adjusted in the event of a variation of the Company's share capital (see '**Adjustment**' below).

Adjustment

In the event of any variation of the Company's share capital the Board may make such adjustments as it considers appropriate to the number of Shares subject to an option, the exercise price applicable to an option or the limits on the maximum number of Shares that may be used in connection with the Sharesave if such limits are exceeded solely by virtue of the variation.

Amendment and further terms of the Sharesave

The Board may amend the Sharesave, provided that prior approval of the Company's shareholders is obtained for amendments to the advantage of eligible employees and/or participants relating to eligibility, individual or overall limits, the basis for determining a participant's entitlement to, and the terms of, the Shares subject to an option, the adjustments that may be made in the event of a variation of capital and the rule relating to such prior approach.

The requirement to obtain the prior approval of shareholders will not, however, apply to minor alterations made to benefit the administration of the Sharesave, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Sharesave participants or any company in the Group.

Options granted under the Sharesave are not transferable other than to the participant's personal representatives in the event of death. Options will not form part of pensionable earnings.

Appendix 2 – Summary of the main terms of the abrdrn plc (Employee) Share Plan 2024

Introduction

The abrdrn plc (Employee) Share Plan (the 'ESP') was established in 2006 prior to the Company's listing on the London Stock Exchange and Part B of the ESP was approved by shareholders in 2016. In line with good practice, the Company is seeking approval to renew the ESP and continue to operate it on its existing terms.

Overview

The ESP consists of three parts:

- 'Part A', which is a UK tax advantaged all-employee share incentive plan intended to satisfy the requirements of Schedule 2 of the Income Tax (Earnings and Pensions) Act 2003 and which provides eligible UK employees with the opportunity to acquire ordinary shares in the Company ('Shares'). Part A is operated in conjunction with a UK resident trust ('SIP Trust') which holds Shares on behalf of participants;
- 'Part B', which is used for eligible employees tax resident in the Republic of Ireland, is an Irish tax-approved profit sharing scheme that is operated in conjunction with an associated employee benefit trust ('Irish EBT'); and
- 'Part C', which may be used for all Group employees and under which participating employees will be given the opportunity to purchase Shares and/or the Company may grant rights to acquire, or options over, Shares.

Eligibility

All employees of the Company (and any of its subsidiaries which participate in the ESP) who are resident in the UK and the Republic of Ireland are eligible to participate in Parts A and B, respectively, save that any directors that are required to work less than 20 hours per week are not eligible to participate in Part B. All employees of the Company (and any of its subsidiaries which participate in the ESP) are eligible to participate in Part C. The Board may require employees to have completed a qualifying period of employment of up to:

- 18 months for participants in Part A and Part C; and
- 36 months for participants in Part B.

Part A

Form of award

Eligible employees may be: (i.) awarded up to £3,600 worth of Shares for free ('Free Shares') each year; (ii.) offered the opportunity to buy Shares with a value up to £1,800 each year ('Partnership Shares'); (iii.) given up to two free Shares ('Matching Shares') for each Partnership Share bought; and/or (iv.) allowed or required to purchase Shares using any dividends received on Shares held in the SIP Trust ('Dividend Shares').

The Board may determine that different limits will apply in the future should the relevant legislation change the maximum levels of participation referred to above.

SIP Trust

The trustee of the SIP Trust purchases or subscribes for Shares that are awarded to or purchased on behalf of participants in the SIP Trust. A participant will be the beneficial owner of any Shares held on their behalf by the trustee of the SIP Trust.

Free Shares

There will be a holding period of between three and five years (to be determined by the Board), or such other period as may be required by the relevant legislation from time to time, during which the participant cannot withdraw the Free Shares from the SIP Trust unless the participant ceases to be employed by the Group. The Board, in its discretion, may provide that the Free Shares will be forfeited if the participant ceases employment other than because of injury, disability, redundancy, retirement or the sale of the individual's employing company or business out of the Group, a transfer to which the Transfer of Undertakings Regulations 2006 apply or on death, (each a 'Permitted Reason').

Partnership Shares

The Board may allow an employee to use pre-tax salary to buy Partnership Shares at their then market value. Once acquired, Partnership Shares may be withdrawn from the SIP by the participant at any time (however, there may be UK tax consequences of such withdrawal). Partnership Shares will not be subject to forfeiture.

Matching Shares

The Board may, in its discretion, offer Matching Shares free to an employee who has purchased Partnership Shares. There is a holding period of between three and five years (to be determined by the Board), or such other period as may be required by the relevant legislation from time to time, during which the participant cannot withdraw the Matching Shares from the SIP Trust unless the participant ceases to be employed by the Group. The Board, in its discretion, may provide that the Matching Shares will be forfeited if the participant ceases employment other than for a Permitted Reason or if they withdraw the related Partnership Shares from the SIP Trust.

Dividend Shares

Dividend Shares must be held in the SIP Trust for no less than three years, unless the participant ceases to be employed by the Group.

Variation of capital

Shares acquired on a variation of share capital of the Company will usually be treated in the same way as the Shares acquired or awarded in respect of which the rights were conferred and as if they were acquired or awarded at the same time. In the event of a rights issue, participants will be able to direct the trustees of the UK SIP Trust as to how to act in relation to the Shares held on their behalf.

Part B

Form of award

Eligible employees may be: (i.) offered the opportunity to buy Shares with a market value of up to €12,700 per annum, or 7.5% of the employee's remuneration if lower ('Part B Partnership Shares'); and (ii.) given at least one free Share for each Part B Partnership Share bought ('Part B Matching Shares'), provided that the total market value of all Shares appropriated to a participant under Part B in any tax year will not exceed €12,700 (or such other limit as may be specified under the relevant legislation).

Retention of Shares

Part B Partnership Shares in respect of which no Part B Matching Shares have been allocated will not be subject to a holding period. Part B Partnership Shares qualifying for Part B Matching Shares, as well as the corresponding Part B Matching Shares, will be subject to a two-year holding period (or such other period as may be required by the relevant legislation from time to time). The participant would still need to hold the Part B Partnership Shares and any Part B Matching Shares for three years in order to qualify for the full tax benefit.

Forfeiture

Part B Partnership Shares and Part B Matching Shares are not subject to forfeiture under any circumstances.

Cessation of employment

Part B Partnership Shares and corresponding Part B Matching Shares will continue to be held by the Irish EBT until sold by the participant, subject to the two-year holding period. In certain circumstances, for example, where the participant ceases employment or office because of injury, disability, redundancy, retirement or death, the participant (or their personal representative(s) in the case of death) can sell their Part B Matching Shares and Part B Partnership Shares even if they have not been held for two years. Part B Partnership Shares in respect of which no Part B Matching Shares have been allocated can be sold at any time (during or after employment).

Variation of capital

Shares acquired on a capitalisation issue will usually be treated in the same way as the Shares originally acquired or awarded under Part B in respect of which the Shares were issued and as if they were acquired or awarded at the same time.

Part C

Form of award

Eligible employees may be granted:

- a. a conditional right to acquire Shares ('Conditional Right');
- b. an option to acquire Shares at no cost or for an exercise price per Share determined by the Board ('Option'); or
- c. a right to a cash amount related to the value of a number of Shares ('Cash Conditional Right'),

together referred to as 'Awards'. Eligible employees may be: (i.) granted an Award without reference to the acquisition of Part C Partnership Shares over Shares with a value of up to £3,600 in each financial year of the Company ('Free Award'); (ii.) offered the opportunity to acquire Shares for the purpose of qualifying for the grant of a Part C Matching Award ('Part C Partnership Shares'); and (iii.) granted an Award by reference to the acquisition of Partnership Shares over Shares with a value of up to £3,600 in each financial year of the Company ('Part C Matching Award'), with the maximum ratio of Shares subject to a Part C Matching Award to the pre-tax monies a participant used to buy Part C Partnership Shares being 2:1.

Grant of Awards

Awards will be granted by deed subject to the rules of Part C and subject to such additional objective terms as determined by the Board.

Lapse of Part C Matching Awards

A Part C Matching Award which has not vested will lapse on the date a participant transfers, charges or otherwise disposes of the Part C Partnership Shares to which the Part C Matching Award relates.

Vesting and Exercise

Free Awards will usually vest on the date of grant. Matching Awards will usually vest on the third anniversary of the grant date.

Options to the extent vested will be exercisable for a period of three months from the vesting date. The Board may extend the exercise period if the exercise of an Option is prevented as a result of regulatory restrictions.

Settlement of Awards

Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of some or all of the Shares the Participant would otherwise have received (less, in the case of an Option, any exercise price otherwise payable).

Cessation of employment

Unvested Free Awards granted under Part C will vest 60 days (or such shorter period that the Board may determine) after the date the participant ceased employment or office with the Group, unless the participant is dismissed for misconduct, in which case their Free Awards will be forfeited on the cessation of their employment.

Unvested Matching Awards will be forfeited on the cessation of a participant's employment or office with the Group (and vested Matching Awards will be forfeited 30 days after such cessation) unless the participant ceases employment or office as a result of death, injury or disability, redundancy, retirement, the sale of the participant's employing company or business out of the Group or for any other reason at the discretion of the Board, in which case their Matching Award will vest 60 days (or such shorter period that the Board may determine) after the date of such cessation of employment or office.

Dividend equivalents

Participants in Part C may be entitled to a cash sum equivalent to the value of the dividends that would have been paid on vested Shares in respect of dividend record dates falling between the date of grant and the date of vesting.

Variation of capital

In the event of a variation of the Company's share capital or a demerger, special dividend or other similar event which affects the market price of Shares to a material extent, the number of shares subject to an Award and any exercise price attaching to an Option may be adjusted by the Board as it considers appropriate.

Common terms applying to Parts A, B and C

Overall dilution limit

Awards may be satisfied with new issues of Shares, Shares purchased in the market or treasury shares. In any ten year period, the number of Shares which may be issued under the ESP and under any other employees' share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

Treasury shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Corporate events

In the event of a takeover or a winding up of the Company:

- Participants within Part A and Part B will be able to direct the relevant trustee of the UK SIP Trust and the Irish EBT (as applicable) as to how to act in relation to Shares held for them; and
- Unvested Awards under Part C will vest on the date the Board notifies the participants of the relevant event.

If a demerger, special dividend or other similar event which, in the opinion of the Board, would affect the market price of Shares to a material extent, the Board may determine that Unvested Awards under Part C will vest on such terms as the Board determines.

In the event of an internal reorganisation of the Company, any Shares held on behalf of Participants under Parts A, B or C may be replaced by equivalent shares in a new holding company. The Board may determine that Unvested Awards under Part C will be exchanged in the event of an internal reorganisation.

Amendments and further terms

The Board may amend the ESP (in the case of Part A amendments, with consent from the trustee of the SIP Trust) at any time, provided that prior approval of the Company's shareholders is obtained for amendments to the advantage of eligible employees and/or participants relating to eligibility, individual or overall limits, the basis for determining the number of Shares participants receive under Part A or B, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash comprised in an Award under Part C and the adjustments that may be made in the event of a variation of capital, or for any amendments to Part A that would cause Part A to cease to qualify for UK tax-advantaged status under the relevant legislation.

The requirement to obtain the prior approval of shareholders will not, however, apply to minor alterations made to benefit the administration of the ESP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for ESP participants or any company in the Group. No amendment to any non-minor term of Part B (and the trust deed constituting the Irish EBT) will have effect until the Office of the Revenue Commissioners in Ireland have approved the amendment. No alteration to the material disadvantage of participants may be made in respect of a subsisting Award under Part C unless prior majority participant consent is obtained.

Awards granted under the ESP (other than where indicated otherwise above) are not transferable other than to the participant's personal representatives in the event of death. No payment will be required for the grant of an Award. Benefits provided under the ESP will not form part of pensionable earnings.

Appendix 3 – Summary of the principal terms of the abrdrn plc Executive Long Term Incentive Plan 2024

General

The abrdrn plc Executive Long Term Incentive Plan 2024 (the '**New LTIP**') has been designed to be materially similar to the abrdrn plc Executive Long Term Incentive Plan (the '**Existing LTIP**'). The Existing LTIP was approved by shareholders in May 2014 and is due to expire in May 2024, after which it will no longer be possible to grant new awards under the Existing LTIP. Appropriate changes have been made to the New LTIP rules to reflect current legislation and bring them in line with prevailing best practice.

The New LTIP will enable executive directors ('**Executive Directors**') (and, exceptionally, other members of senior management) to be granted awards ('**Awards**') in respect of ordinary shares in the capital of the Company ('**Shares**').

Exceptionally, Awards may be granted over notional units of any fund managed by the abrdrn group and which are settled in cash in an amount equal to the value of such fund units.

Awards granted under the New LTIP are not transferable (except on death). Benefits under the New LTIP are not pensionable benefits.

The operation of the New LTIP will be overseen by the Remuneration Committee of abrdrn plc (the '**Remuneration Committee**').

Structure of Awards

Awards which are granted under the New LTIP may be granted as: (i.) conditional rights to receive Shares automatically on vesting for no cost; or (ii.) options to acquire Shares for no cost ('**Nil-Cost Options**').

The New LTIP will also permit Awards to be settled (in full or in part) in cash. However, the Remuneration Committee only intends to settle Awards with cash in exceptional circumstances and where it is not legally permissible or practicable to grant Share-based Awards or settle Awards with Shares, or where Awards over notional units in any fund managed by the Company are granted.

Eligibility

The New LTIP rules provide that all employees (including Executive Directors) of abrdrn plc and its subsidiaries (the '**Group**') who are not under notice of termination of employment are eligible to participate in the New LTIP and receive Awards at the discretion of the Remuneration Committee. However, in line with the Remuneration Committee's current practice, it is anticipated that participation in the New LTIP will be limited to Executive Directors only.

Grants of Awards

Awards under the New LTIP will ordinarily be granted in the period of six weeks commencing on the dealing day following the announcement by the Company of its results for any period. Awards may also be granted in the period of six weeks commencing any day on which the Remuneration Committee determines that exceptional circumstances exist that justify the grant of an Award, such as the appointment of a person to a role which causes them to be eligible (as determined by the Remuneration Committee) to participate in the New LTIP.

The grant of an Award is subject to there being no regulatory or statutory restrictions on dealings in Shares which prevent the grant of Awards at the relevant time. If any such dealing restrictions exist and which prevent Awards from being granted in these periods, Awards may be made in the period of six weeks commencing immediately after the removal of all such restrictions.

No payment will be required for the grant of an Award.

No Awards may be granted more than 10 years after the date on which the Company's shareholders approve the establishment of the New LTIP.

Individual Limits

The maximum number of Shares that may be awarded to a participant in the form of Awards in respect of any financial year will be limited so that the market value of such Shares (as measured on the grant date of each such Award) will not exceed 500% of the participant's annual base salary or any higher limit that is specified under abrdrn plc's prevailing shareholder-approved Directors' Remuneration Policy in force at the time that the Award is granted (the '**Policy**').

Dilution Limit

Awards under the New LTIP may be satisfied by the issue of new Shares at par value, by the purchase of Shares in the market, by the transfer of Shares held within an employees' share trust or by the transfer of Shares from treasury.

No Award may be granted under the New LTIP if it would cause the number of new Shares issued or issuable pursuant to awards and options granted in the preceding 10 years under any Group share plan (including the New LTIP) to exceed 10% of the Company's issued ordinary share capital on the day before the proposed date of grant. A similar 5% in 10 years limit applies to awards granted under the Company's discretionary share plans (which would also include the New LTIP).

As is typical, if Awards are specified as being capable of being satisfied by a transfer of existing Shares only (including Shares held by or purchased by an employees')

share trust), the percentage limits stated will not apply.

For so long as it is required by institutional investor guidelines, these dilution limits will also apply to Awards satisfied by the transfer of Shares from treasury.

Vesting of Awards and Performance Conditions

Awards will not ordinarily be capable of vesting until the third anniversary of their grant date, except in exceptional circumstances such as corporate events (see '**Takeover, Reconstruction etc.**') or recruitment (subject to the requirements of the Policy).

All Awards will be subject to performance conditions as stipulated in the shareholder-approved Directors' Remuneration Policy and which will determine the extent to which such Awards shall be capable of vesting. Details of the performance conditions applicable to Awards granted to Executive Directors under the New LTIP will be fully disclosed in the Directors' Remuneration Report prepared for the year in which the relevant Awards are granted and will at all times be subject to the Policy.

The Remuneration Committee may amend or substitute the performance conditions applying to existing Awards if one or more events have occurred which cause the Remuneration Committee to consider that it would be appropriate to amend or substitute the performance conditions, provided the Remuneration Committee considers the amended or substituted performance conditions are more appropriate and are not materially less difficult to satisfy than the original performance conditions would have been when first set.

Exercise periods (applicable only to Nil-Cost Options)

Where Awards are granted in the form of Nil-Cost Options, once vested such Nil-Cost Options will remain exercisable up until the tenth anniversary of their grant date (or such shorter period that the Remuneration Committee specifies on grant). Shorter exercise periods apply in the case of Nil-Cost Options held by leavers and in connection with corporate events.

Adjustment of vesting outcome of Awards

Irrespective of the extent to which the performance conditions applicable to an Award have been met, the Remuneration Committee retains discretion to adjust the extent of vesting that would otherwise result.

Such discretion may only be used where the Remuneration Committee considers that the extent of vesting but for any adjustment does not reflect the underlying financial or non-financial performance of the relevant individual or the Group over the three-year performance period, or because the vesting outcome is inappropriate in the context of circumstances that were

exceptional, unexpected or unforeseen when the relevant Award was first granted, or where the Remuneration Committee considers that any other reason exists which makes such an adjustment to the vesting outcome of an Award appropriate.

Cessation of Employment

If a participant ceases to be employed within the Group, or gives or receives notice of such cessation of employment, before their Awards have vested then such Awards will normally lapse on the earlier of the date of termination of employment or the date on which notice of such termination is given or received.

However, if a participant ceases to be employed with the Group due to their: (i.) death; (ii.) ill-health, injury or disability; (iii.) redundancy; (iv.) retirement with the agreement of the participant's employer; (v.) the sale of the Group member or business unit which is the participant's employer company or business unit for which they work out of the Group; or (vi.) in any other circumstances at the Remuneration Committee's discretion (but excluding where the participant is summarily dismissed) (a '**good leaver**'), in which case they shall retain their Awards which shall continue to vest subject to:

- the extent to which the performance conditions applicable to the Awards have, in the opinion of the Remuneration Committee, been satisfied over the original performance period (and subject to any discretionary adjustment referred to in '**Adjustment of vesting outcome of Awards**'); and
- a time pro-rata apportionment of the number of Award Shares by reference to the length of time between the grant date of the relevant Award and the date of cessation of the participant's employment, relative to the full length of period over which the applicable performance conditions are to be tested.

Awards held by good leavers will normally vest and be released in line with the normal timetable for vesting and release. Exceptionally and at the Remuneration Committee's discretion, Awards held by good leavers may vest on an earlier date following the participant's cessation of employment (and in which case the Remuneration Committee will determine the extent to which the performance conditions are to be treated as having been met on such earlier date, taking into account such factors as the Remuneration Committee considers appropriate (including, but not limited to, having regard to forecasted performance)).

In a good leaver scenario, the Remuneration Committee will retain discretion to vary or waive the application of time pro-rating.

If a participant ceases to be employed within the Group, or gives or receives notice of such cessation of employment, for any reason (other than their dismissal for serious misconduct) after their Awards have vested but before the expiry of any holding period applicable to such Awards

then such Awards will not lapse and the participant will be entitled to retain such Awards and which will normally vest and be released on the normal timetable for vesting and release or, exceptionally and at the Remuneration Committee's discretion, following the date of the participant's cessation of employment.

Takeover, Reconstruction etc.

In the event of: (i.) a takeover of the Company by way of general offer; (ii.) a court-sanctioned scheme of arrangement (not being an internal corporate reorganisation); (iii.) a winding-up of the Company; or (iv.) at the discretion of the Remuneration Committee, a demerger, delisting, special dividend or other event which in the opinion of the Remuneration Committee, may affect the current or future value of Shares, then unvested Awards shall vest immediately subject to:

- the extent to which the performance conditions (if any) applicable to the Awards, in the opinion of the Remuneration Committee, have been met at the date of such corporate event (or are deemed by the Remuneration Committee to have been met on such date, taking into account such factors as the Remuneration Committee considers appropriate (including, but not limited to, having regard to forecasted performance));
- any discretionary adjustment referred to in '**Adjustment of vesting outcome of Awards**'; and
- a time pro-rata apportionment of the number of Award Shares by reference to the length of time between the grant date of the relevant Award and the date of the corporate event, relative to the full length of period over which the applicable performance conditions are to be tested.

Where there is a takeover or other corporate event, the Remuneration Committee will retain discretion to vary or waive the application of time pro-rating.

In the event of a takeover or scheme of arrangement, the Remuneration Committee includes discretion to require participants to 'roll-over' their Awards into equivalent new awards in respect of the successor entity where considered appropriate and such a 'roll-over' offer is made by the successor entity.

In the event of an internal re-organisation, the Remuneration Committee may require participants to exchange their Awards with equivalent new Awards over shares in a new holding company. Alternatively, the Remuneration Committee may decide that Awards should vest on the same basis that would apply in the event of a takeover.

Variations of Capital

If there is: (i.) any variation in the Company's share capital; (ii.) the implementation of a demerger, delisting or rights issue; (iii.) the payment of a special dividend; or (iv.) any other event that, in the opinion of the Remuneration

Committee, affects the current or future value of a Share, then the Remuneration Committee may adjust the number of shares subject to Awards in such manner as the Remuneration Committee considers appropriate. The Remuneration Committee may also adjust any performance conditions to reflect any adjustment which is made to the number of Shares subject to an Award.

Holding and retention requirements

Shares which vest in connection with Awards held by Executive Directors (and such other participants as the Remuneration Committee determines) will ordinarily not be released to (or be capable of exercise by) the relevant participant until the fifth anniversary of the grant date of the relevant Award.

Where required by the Remuneration Committee, participants will also be required to retain a number of the Shares that they have acquired in connection with any Award. The number of Shares that are required to be retained, and the period of time that such Shares must be retained, shall be determined by the Remuneration Committee at or prior to the transfer of Shares to a participant in connection with their Award.

Malus and Clawback

The Remuneration Committee may apply the malus and clawback provisions, at any point prior to the fifth anniversary of the grant date of an Award (or such other period as is specified in the Directors' Remuneration Policy when the Award is granted), in any circumstances where the Remuneration Committee considers it appropriate to do so, including but not limited to where:

- there has been a material misstatement of the Group's audited financial statements, or an error in the information used to determine the number of Shares over which an Award was granted or has vested;
- any failure of risk management, fraud or other material financial irregularity has occurred;
- the Group has suffered an instance of material corporate failure or a material downturn in financial performance;
- the participant has committed serious misconduct, misbehaviour or material error, or has failed to meet or maintain appropriate standards of fitness and propriety; or
- where a deliberate or severely negligent act or omission by a participant has resulted in significant losses or material reputational damage to the Group.

Any application of malus and clawback may be satisfied by way of a reduction (including to zero) in the number of Shares held under any subsisting Award or future Award, the imposition of further conditions on any such subsisting or future Award, the requirement to transfer for nil consideration any Shares previously delivered to them in connection with any Award and/or a requirement to make a cash payment.

Rights attaching to Shares

Awards will not confer any shareholder rights, such as the right to vote the shares or to receive any dividend, until a participant has received the Shares after vesting (or exercise, in the case of a Nil-Cost Option).

Shares allotted or transferred under the New LTIP will rank alongside shares of the same class then in issue.

Dividend equivalent payments

The Remuneration Committee may determine that a participant is entitled to receive additional Shares (or, alternatively, a cash sum) when they receive their vested Award Shares in an amount which are equivalent to the value of any dividends that would have been payable in relation to the vested Award Shares between the date of grant and the release date of the Award (or if later, and only whilst an Award which is structured as a Nil-Cost Option remains unexercised, the expiry of any applicable retention period).

Any dividend equivalent payment may exclude the amount of any special dividends and/or may assume re-investment of dividends in further Shares on the relevant dividend record date, in each case as determined by the Remuneration Committee.

Amendments

The Remuneration Committee may amend the New LTIP at any time at its discretion.

However, the provisions governing: (i.) eligibility requirements; (ii.) equity dilution; (iii.) individual Award levels; (iv.) the basis for determining participants' rights to acquire Shares; (v.) the adjustments that may be made following a variation of capital; and (vi.) the basis on which the New LTIP may be amended by the Remuneration Committee, cannot be altered to the advantage of current or future participants without the prior approval of the Company's shareholders in general meeting.

There is an exception for minor amendments to benefit the administration of the New LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the New LTIP or for any member of the Group.

The Remuneration Committee may also, without shareholder approval, establish further plans based on the New LTIP, but modified to take account of overseas securities laws, exchange controls or tax law. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation.

This summary does not form part of the rules of the New LTIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the 2024 Annual General Meeting to make such amendments and additions to the rules of the New LTIP as may be necessary or as they consider appropriate and provided that such amendments do not conflict in any material respect with this summary.

Voting information

Who can vote?

Only shareholders or abrdrn Share Account members who are on the Company's register or abrdrn Share Account register at 6pm (UK time) on Monday 22 April 2024 – 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, in person or electronically, and vote at the AGM in respect of the shares registered in their name at that time. Changes to the Company's register or abrdrn Share Account register after this deadline will be disregarded in determining the right to attend, in person or electronically, 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 or electronically.

Are your shares in the abrdrn Share Account?

Your shares in the abrdrn Share Account are held on your behalf in the name of Equiniti Corporate Nominees Limited, a wholly owned subsidiary of the administrators of the abrdrn 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 abrdrnshares.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'. A proxy does not need to be a shareholder in the Company. Find out more about this in the Special situations section on pages 28 to 29 and the AGM online user guide on page 3.

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 abrdrnshares.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 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; or
- 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 2pm (UK time) on Monday 22 April 2024, 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 abrdrn plc (Employee) Share Plan?

See information for shareholders in the abrdrn plc (Employee) Share Plan on page 30 of this AGM guide.

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

You can attend, speak and vote in person or electronically at the AGM, 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. 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 28 to 29 and the AGM online user guide on page 3.

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 is more information for CREST participants and Proxymity voting on page 29.

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 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; or
- 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 Limited receives it no later than 2pm (UK time) on Monday 22 April 2024, 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. You can also deliver your form 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 Limited receives it no later than 2pm (UK time) on Monday 22 April 2024, 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.

For all shareholders – if you return your completed voting form, other such instrument or any CREST or Proxymity Proxy Voting Instruction (as described on page 29) you can still come to the AGM, or attend electronically, and vote in person if you want to. If you attend the AGM and vote in person, or electronically, 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 attending the AGM in person. To do this, visit 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, or do not want to log on to vote, 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.

Please follow the on-screen instructions. Your online voting form must be submitted by 2pm (UK time) on Monday 22 April 2024. 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 attending 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 2pm (UK time) on Monday 22 April 2024, 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 or any adjournment and vote in person, or electronically, 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. Find out more about attending the meeting electronically and how to vote in the AGM online user guide on page 3.
- 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 2pm (UK time) on Monday 22 April 2024 – or, if the AGM is adjourned, by the time which is 48 hours before the time of the adjourned meeting.
- To appoint your proxy, or multiple proxies, online visit abrdnshares.com

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 Monday 22 April 2024 – 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 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 & International 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 2pm (UK time) on Monday 22 April 2024, 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 Equiniti. Please visit proxymity.io for further information regarding Proxymity. Your proxy must be lodged by 2pm (UK time) on Monday 22 April 2024 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. 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 Equiniti Share Plan Trustees Limited or Ocorian Corporate Trustees (Ireland) Limited.

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

Important:

If you participate in the UK Plan and do not complete and submit your voting instruction so that it is received no later than 2pm (UK time) on Friday 19 April 2024 then 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.

If you participate in the Irish Plan and do not complete and submit your voting instruction so that it is received no later than 2pm (UK time) on Monday 15 April 2024, then 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.

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 pages 28 to 29). 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.

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. Contact details are on the back page of this AGM guide.

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.

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 abrdn.com/agm

Copies of the rules of the abrdn Sharesave Plan and the abrdn plc (Employee) Share Plan and the draft rules of the abrdn plc Executive Long Term Incentive Plan will be available for inspection on the Financial Conduct Authority's National Storage Mechanism (accessible at data.fca.org.uk/#/nsm/nationalstoragemechanism) from the date of publication of this AGM guide and at the place of the AGM for at least 15 minutes before and throughout the meeting.

About the meeting

Agenda

12.30pm	Doors to registration area open Light refreshments will be available on arrival
1.00pm	Access to the AGM online platform opens for those joining electronically
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 to the meeting in person may be admitted at abrdn's discretion but will not be entitled to speak or vote.

Admission to the venue

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.

Security

To help keep everyone safe, there will be security guards at the venue who 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. abrdn will not permit behaviour which may interfere with anyone's security, safety or comfort, or the good order of the meeting, and anyone who does not comply with may be removed from the meeting.

Cloakrooms

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.

Attending the meeting electronically

Shareholders can participate in the meeting electronically, via web.lumiagm.com/134-578-512 More information can be found in the AGM online user guide on page 3.

Questions

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

Recording

The AGM will be recorded, and will be made available following the conclusion of the meeting on the abrdn website at abrdn.com/agm

How to get there

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

By train

There are two railway stations in Edinburgh – Haymarket and Waverley. From Haymarket railway station it is about 20 minutes' walk and from Waverley railway station it is about 10 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 **nationalrail.co.uk** or **scotrail.co.uk**

By bus

The main bus station is in St. Andrew Square. It is about 10 minutes' walk to the Assembly Rooms. 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 tram

The Princes Street and St Andrew Square tram stops are about 10 minutes' walk from the venue. Full details regarding trams are available at **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. There is also a bus and tram service to the city centre. Trams are about every 10 minutes with a journey time of around 30 minutes.

By car

The Assembly Rooms is on George Street (sat nav postcode: EH2 2LR). Follow signs for the city centre.

Some on-street parking is available near the Assembly Rooms, along George Street and in the surrounding streets; all of which is controlled by parking meters during the day.

Alternatively, the nearest car parks are situated on Castle Terrace or at the Omni Centre.

These directions are accurate at the time of printing.


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**

UK and overseas (excluding Germany or Austria)

 +44 (0)371 384 2464 ¹

 **questions@abrdnshares.com**

Germany and Austria

 +44 (0)371 384 2493 ¹

 **fragen@abrdnshares.com**

¹ 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.

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

Secretary and registered office:

Julian Baddeley
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 2023, annual report and accounts 2023, your voting form and the letter or email from the Chairman about the 2024 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 29 February 2024 (unless otherwise indicated).

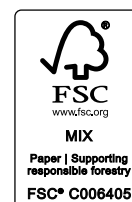
For more information visit **abrdn.com**

This document has been issued to you by abrdn plc. abrdn plc may process the personal data of participants at the AGM. Personal data may include webcasts, photos, recordings and audio and video links, as well as details relating to you as a shareholder, such as your name, address, contact information, shareholding information and voting information. To read the latest version of our Privacy Notice and understand more about how abrdn plc processes your data, please visit **abrdn.com/en-gb/corporate/privacy**

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