

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO ABRDN DIVERSIFIED INCOME AND GROWTH PLC (THE “COMPANY”) ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended from time to time (“FSMA”), if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you have sold, transferred or otherwise disposed of all of your Shares in abrdn Diversified Income and Growth plc you should forward this document (but not the accompanying personalised Form of Proxy) as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale, transfer or disposal was effected for onward transmission to the purchaser or transferee, except that this document should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of any legal or regulatory requirement. If you have sold, transferred or otherwise disposed of only part of your holding of Shares in the Company, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you effected the sale, transfer or disposal.

The definitions used in this document are set out on pages 7 to 8.

ABRDN DIVERSIFIED INCOME AND GROWTH PLC

*(Incorporated and registered in Scotland with registered number SC003721)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Recommended Proposals for the Capital Reduction to allow for the return of capital to Shareholders and amendment of the Company’s Articles of Association and Notice of a General Meeting

The Proposals described in this document are conditional on Shareholder approval. Your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this document which contains, amongst other things, the recommendation of the Board that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting referred to below. This document should be read in its entirety before deciding what action you should take.

Notice of the general meeting of the Company to be held at 10.30 a.m. on 23 December 2024 at Level 4, Dashwood House, 69 Old Broad Street, London EC2M 1QS (the “**General Meeting**”) is set out in Part 3 of this document.

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meeting and, if their Shares are not held directly, to arrange for their nominee to vote on their behalf. A Form of Proxy for use in connection with the General Meeting is enclosed. To be valid for use at the General Meeting, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, by no later than 10.30 a.m. on 19 December 2024.

Alternatively, you may appoint a proxy or proxies electronically by visiting www.investorcentre.co.uk/eproxy and following the instructions. Proxies submitted via www.investorcentre.co.uk/eproxy must be transmitted so as to be received by the Registrar by no later than 10.30 a.m. on 19 December 2024.

Shareholders who hold their Shares in uncertificated form (that is, in CREST) may vote using the CREST electronic voting service in accordance with the procedure set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this document). Proxies submitted via CREST for the General Meeting must be transmitted so as to be received by the Registrar as soon as possible and, in any event, by no later than 10.30 a.m. on 19 December 2024.

This document should be read as a whole and your attention is drawn, in particular, to the section titled “Action to be taken” on page 5 of this document.

CONTENTS

	Page
EXPECTED TIMETABLE	2
PART 1 – LETTER FROM THE CHAIRMAN	3
Introduction	3
Background to the Proposals	4
The General Meeting	5
Action to be taken	5
Recommendation	6
PART 2 – DEFINITIONS	7
PART 3 – NOTICE OF GENERAL MEETING	9

EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Proxy	10.30 a.m. on 19 December 2024
Record time and date for the General Meeting	6.30 p.m. on 19 December 2024
General Meeting	10.30 a.m. on 23 December 2024

Notes:

All references to time in this document are to UK time. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.

PART 1 – LETTER FROM THE CHAIRMAN

ABRDN DIVERSIFIED INCOME AND GROWTH PLC

*(Incorporated and registered in Scotland with registered number SC003721)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Directors

Davina Walter (*Chairman*)
Trevor Bradley
Tom Challenor
Alistair Mackintosh

Registered Office

1 George Street
Edinburgh
Scotland
EH2 2LL

5 December 2024

Dear Shareholder

Recommended Proposals for the Capital Reduction to allow for the return of capital to Shareholders and amendment of the Company's Articles

1. INTRODUCTION

On 27 February 2024, Shareholders approved a change to the Company's investment objective and policy to facilitate a managed wind-down of the Company and a realisation of its assets over time.

Since the Company commenced the orderly realisation of its investment portfolio, it has paid, in aggregate, 3.37 pence per Ordinary Share by way of dividends and has returned approximately £115 million, in the form of capital, to Shareholders by way of the issue and redemption of B Shares (such Initial B Share Issue represented approximately 38 pence per Ordinary Share).

The Board is keen to continue progressively returning cash, in the form of capital, to Shareholders as part of the Company's managed wind-down process. In order to do this your approval is sought to cancel the entire amount standing to the credit of the Company's capital redemption reserve (being approximately £114.8 million as at 3 December 2024, the Latest Practicable Date). The reserve arising as a result of the Capital Reduction will, subject to any arrangements required for the protection of creditors and any direction given by the Court, amount to distributable reserves which may be used for all purposes permitted under the Companies Act and will be available to the Company to distribute to Shareholders.

The Board is also keen to continue to pay interim dividends principally for the purpose of maintaining the Company's investment trust status.

The Board believes that in the light of the clear mandate previously provided by Shareholders and in order to provide continuity and certainty during the managed wind-down process, the Company's Articles should be amended so as to remove the requirement to hold a continuation vote at each annual general meeting of the Company.

The cancellation of the Company's capital redemption reserve and the amendment of its Articles are conditional on the approval of Shareholders, by way of special resolutions, at the General Meeting, notice of which is set out at the end of this document (the "**Proposals**").

The purpose of this document is therefore to set out the Board's recommended Proposals and to convene the General Meeting at which Shareholders will be asked to vote in favour of the Proposals.

The General Meeting will be held at 10.30 a.m. on 23 December 2024 at Level 4, Dashwood House, 69 Old Broad Street, London EC2M 1QS.

2. BACKGROUND TO THE PROPOSALS

2.1. *Reasons for the Capital Reduction*

Following the Initial B Share Issue, the Company has a substantial capital redemption reserve, which as at 3 December 2024, stood at approximately £114.8 million. Under the Companies Act, the capital redemption reserve is a non-distributable reserve and can be applied only for limited purposes. However, the Company may, with the sanction of a special resolution of its Shareholders and the confirmation of the Court, cancel its existing capital redemption reserve and apply sums resulting from such cancellation to create a new distributable reserve for, amongst other things, funding the redemption of B Shares pursuant to a B Share Scheme, funding share buy-backs and paying dividends.

Accordingly, the Board proposes to cancel the entire amount standing to the credit of the Company's capital redemption reserve and to have the resulting credit arising in the Company's books of account credited to a new distributable reserve to be called the 'Distributable Capital Reserve' which, subject to any terms and conditions required by the Court, may be used by the Company to return value to Shareholders in the form of a cash distribution either pursuant to further B Share Schemes or otherwise.

2.2. *The Capital Reduction process*

The Capital Reduction is conditional upon, amongst other things, the special resolution in relation to it being passed at the General Meeting and the subsequent confirmation by the Court. The Company intends to make an application to the Court to confirm the Capital Reduction promptly following the General Meeting.

The Company expects that this process will be concluded during the first quarter of 2025.

On the assumption that Shareholders and the Court approve the Capital Reduction, the Board is anticipating that, subject to the ongoing realisation of assets, it will be able to make further returns of capital to Shareholders by way of further B Share Scheme(s) in 2025.

Further detailed information on the Company's remaining portfolio and the Board's expectations for the managed wind-down process will follow in the forthcoming annual report and accounts of the Company in respect of the period ended 30 September 2024.

The quantum and timing of any future returns of capital under further B Share Schemes (if any) will be at the discretion of the Board and will be dependent on the realisation of the Company's investments and its liabilities, general working capital requirements and the amount and nature (from a tax perspective) of its distributable reserves from time to time.

2.3. *Reasons for the amendment to the Articles*

In accordance with the requirements of article 175 of the Company's Articles, the Board must seek Shareholder approval for the continuation of the Company in its then form at each annual general meeting. The Board proposed this resolution at the Company's last annual general meeting held on 27 February 2024 and Shareholders voted overwhelmingly in favour. Shareholders also voted overwhelmingly in favour of the managed wind-down process at the general meeting that was also held on 27 February 2024. The Board therefore believes it has a clear mandate from Shareholders to realise the Company's assets in a manner that seeks to optimise their value and to return cash progressively to Shareholders in a timely manner. To date 41.37 pence per Share has been returned to Shareholders by way of dividend payments and the Initial B Share Issue.

The Board is therefore seeking to amend the Company's Articles to remove this requirement for an annual continuation vote in order that the Company can continue to pursue its objective of conducting an orderly realisation of its assets.

Whilst there can be no guarantee as to the value, if any, and/or timing of distributions that may result from the realisation of the Company's remaining assets (as both of these factors will depend, *inter alia*, on prevailing market conditions), the Board is of the view that the removal of the continuation vote requirement will be helpful in removing a layer of uncertainty within this asset management and realisation process.

For the avoidance of doubt, neither the Capital Reduction nor any B Share Scheme which may follow are conditional on Shareholders voting in favour of the special resolution to amend the Articles at the General Meeting.

3. THE GENERAL MEETING

Part 3 of this document contains a notice convening the General Meeting at which Shareholders will be asked to consider and, if thought fit, approve the Proposals. The General Meeting is to be held at 10.30 a.m. on 23 December 2024. The Resolutions being proposed at the General Meeting are being proposed as special resolutions and will therefore require that not less than 75 per cent. of the votes cast in person or by proxy are voted in favour of them in order to be passed.

All Shareholders are entitled to attend and vote at the General Meeting. The vote shall be taken on a poll. In accordance with the Articles, all Shareholders entitled to vote and present in person, by proxy or by corporate representative at the General Meeting upon a poll shall have one vote in respect of every Share held or represented by them.

The New Articles of Association and the Articles marked to show the changes will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays are excepted) from the date of this Notice of General Meeting and at the location of the General Meeting for at least 15 minutes prior to the General Meeting and during the General Meeting. A copy of the New Articles of Association will also be available for review on the Company's website at <https://www.abrdndiversified.co.uk/en-gb> and submitted to the National Storage Mechanism which is available for inspection at <https://data.fca.org.uk/a/nsm/nationalstoragemechanism>.

4. ACTION TO BE TAKEN

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meeting and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf.

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to attend the General Meeting in person, you are requested to appoint a proxy electronically via the Registrar's online proxy voting service at www.investorcentre.co.uk/eproxy (see Note 4 to the Notice of General Meeting for instructions) or by completing, signing and returning the enclosed Form of Proxy, in each case as soon as possible but, in any event, so as to be received by the Registrar by not later than 10.30 a.m. on 19 December 2024 (or, if the General Meeting is adjourned, 48 hours (excluding non-business days) prior to the adjourned General Meeting). Completed Forms of Proxy should be returned by post to the Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If an electronic proxy appointment or Form of Proxy, as the case may be, is not received by the aforementioned date and time it will be invalid.

If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrar (CREST Participant ID 3RA50) so that it is received by not later than 10.30 a.m. on 19 December 2024 (or, if the General Meeting is adjourned, 48 hours (excluding non-business days) prior to the adjourned General Meeting). The time of receipt will be taken to be the time from which the Company's Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If a CREST Proxy Instruction is not received by the aforementioned date and time it will be invalid.

Appointing a proxy online, completing, signing and returning a hard copy Form of Proxy or completing and transmitting a CREST Proxy Instruction will not preclude Shareholders from attending and voting at the General Meeting in person, should they so wish.

In accordance with current best practice and to ensure voting accurately reflects the views of Shareholders, it will be proposed at the General Meeting that voting on each Resolution will be conducted by way of a poll vote rather than by a show of hands and the relevant procedures will be explained at the General Meeting.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial and/or legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

5. RECOMMENDATION

The Board considers that the Proposals as set out in this document and the Resolutions to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

The Directors intend to vote in favour, or procure votes in favour, of the Resolutions at the General Meeting in respect of their own beneficial holdings of Ordinary Shares, which in aggregate amount to 318,885 Ordinary Shares (representing approximately 0.11 per cent. of the issued Ordinary Share capital (excluding Ordinary Shares held in treasury) of the Company as at the Latest Practicable Date).

Yours faithfully

Davina Walter
Chairman

PART 2 – DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise.

Articles	the articles of association of the Company, as amended from time to time
Board	the board of Directors, from time to time
B Shares	unlisted, redeemable, fixed rate preference shares of one penny each in the capital of the Company
B Share Scheme	means the mechanism by which the Company has been returning capital through the issue and redemption of B Shares
Capital Reduction	the cancellation of the entire amount standing to credit of the Company's capital redemption reserve and the creation of a distributable reserve to be called the 'Distributable Capital Reserve' of an amount equivalent to that reduction
Companies Act	the UK Companies Act 2006, as amended from time to time
Company	abrdn Diversified Income and Growth plc, a public limited company incorporated in Scotland with registered number SC003721 and having its registered office at 1 George Street, Edinburgh EH2 2LL
Court	the Court of Session
CREST	the Relevant System as defined in the Uncertificated Securities Regulations in respect of which Euroclear is operator (as defined in the Uncertificated Securities Regulations), in accordance with which securities may be held in uncertificated form
CREST Manual	the document titled "CREST Reference Manual" issued by Euroclear, as amended from time to time
Directors	the directors of the Company, from time to time
Euroclear	Euroclear UK & International Limited, a private limited company incorporated in England and Wales with registered number 02878738 and having its registered office is at 33 Cannon Street, London EC4M 5SB, the operator of CREST
Form(s) of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting, which accompanies this document
FSMA	the Financial Services and Markets Act 2000, as amended from time to time
General Meeting	the general meeting of the Company to be held at 10.30 a.m. on 23 December 2024 at Level 4, Dashwood House, 69 Old Broad Street, London EC2M 1QS (or any adjournment thereof), notice of which is set out in the Notice of General Meeting

Initial B Share Issue	the return of, in aggregate, approximately £115 million by way of the B Share Scheme
Latest Practicable Date	3 December 2024, being the latest practicable date prior to the publication of this document
London Stock Exchange	London Stock Exchange plc, a public limited company registered and incorporated in England and Wales with registered number 02075721 and having its registered office at 10 Paternoster Square, London EC4M 7LS
Net Asset Value	the net asset value of the Company, being the value of the Company's assets less its liabilities, determined in accordance with the accounting policies adopted by the Company from time to time
Notice of General Meeting	the notice of the General Meeting, as set out in Part 3 of this document
Ordinary Shares or Shares	ordinary shares with a nominal value of 1 pence each in the capital of the Company
Computershare or Registrar	Computershare Investor Services PLC, a public limited company incorporated in England and Wales with registered number 03498808 and having its registered office at The Pavilions, Bridgwater Road, Bristol BS13 8AE
Regulatory Information Service	the regulatory information service provided by the London Stock Exchange
Resolution(s)	the resolutions to be proposed at the General Meeting relating to the Capital Reduction and amendment to the Company's Articles of Association, as set out in the Notice of General Meeting
Shareholders	holders of Ordinary Shares
Uncertificated Securities Regulations	any provision of the Companies Act relating to uncertificated shares (including the holding, evidencing of title to, or transfer of uncertificated shares) and any legislation, rules or other arrangements made under or by virtue of such provision, including without limitation the Uncertificated Securities Regulations 2001, as amended from time to time

PART 3 – NOTICE OF GENERAL MEETING

ABRDN DIVERSIFIED INCOME AND GROWTH PLC

*(Incorporated and registered in Scotland under the Companies Act 2006 with registered number SC003721)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of abrdn Diversified Income and Growth plc (the “**Company**”) will be held at 10.30 a.m. on 23 December 2024 at Level 4, Dashwood House, 69 Old Broad Street, London EC2M 1QS to consider and, if thought fit, pass the following special resolutions.

SPECIAL RESOLUTIONS

1. **THAT**, subject to the confirmation of the Court of Session (the “**Court**”) and subject also to any undertaking required by the Court: (i) the capital redemption reserve of the Company be reduced by cancelling the entire amount standing to the credit of the Company’s capital redemption reserve as at the date of the final hearing before the Court at which confirmation of the said cancellation is sought; and (ii) the credit thereby arising in the Company’s books of account from the cancellation of the Company’s capital redemption reserve be applied in crediting a distributable reserve (to be designated the “Distributable Capital Reserve”) to be established in the Company’s books of account which shall be able to be applied in any manner in which the Company’s profits available for distribution (as determined in accordance with the Companies Act 2006) are able to be applied.
2. **THAT**, with effect from the conclusion of the general meeting of the Company at which this Resolution is proposed, the Articles of Association of the Company be amended by deleting article 175.

By order of the Board

abrdn Holdings Limited
Secretary

Registered office
1 George Street
Edinburgh
Scotland
EH2 2LL

Dated: 5 December 2024

Notes:

1. Entitlements to attend and vote

This Notice of General Meeting is sent to holders of Ordinary Shares entitled to attend, speak and vote at the General Meeting (referred to as members in these Notes).

To be entitled to attend and vote at the General Meeting (and for the purposes of determining the votes that may be cast on a poll), members must be registered in the Company's register of members by close of business on 19 December 2024 (or, if the General Meeting is adjourned, 48 hours (excluding non-business days) prior to the adjourned General Meeting). Changes to entries in the register of members after that time shall be disregarded in determining the rights of any members to attend and vote at such General Meeting.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company, but must attend the General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these Notes and the notes to the accompanying Form of Proxy.

If members wish their proxy to speak on their behalf at the General Meeting, members will need to appoint their own choice of proxy (not the Chairman of the General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different Ordinary Shares. Members cannot appoint more than one proxy to exercise the rights attached to the same Ordinary Share(s). Members must state clearly on each Form of Proxy the number of Ordinary Shares in relation to which the proxy is appointed. You can only appoint a proxy using the procedures set out in these Notes and the notes to the Form of Proxy.

A member may instruct their proxy to abstain from voting on the resolutions to be considered at the General Meeting by marking the 'vote withheld' option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' the relevant resolution.

The appointment of a proxy will not prevent a member from attending the General Meeting and voting if they wish.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have the right to appoint any proxies under the procedures set out in these Notes and should read Note 8 below.

3. Appointment of proxy using the Form of Proxy

A Form of Proxy for use in connection with the General Meeting is enclosed. To be valid any completed and signed Form of Proxy or other instrument appointing a proxy, together with any Power of Attorney or other authority under which it is signed or a certified copy thereof, must be received by post (or during normal business hours only) by hand by the Registrar, Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 10.30 a.m. on 19 December 2024 (or, in the event the meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time of the adjourned meeting).

If you require additional Forms of Proxy, please contact the Registrar on +44 (0)330 303 1184. Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

4. Appointment of proxy electronically

As an alternative to completing a hard copy Form of Proxy, you may submit your proxy electronically by using the following link: www.investorcentre.co.uk/eproxy. To be valid, your proxy appointment(s) and instructions must reach the Registrar so as to be received by not later than 10.30 a.m. on 19 December 2024 (or, in the event the meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time of the adjourned meeting).

5. Appointment of proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, 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. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company’s Registrar (ID 3RA50) by not later than 10.30 a.m. on 19 December 2024 (or, in the event the meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Company’s Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal System timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

6. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. The first-named holder is considered the most senior for this purpose.

7. Corporate representatives

Any corporation that is a member can, by a resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative(s) at the General Meeting.

8. Nominated persons

The right to appoint a proxy through the procedures set out in these Notes does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (“**Nominated Persons**”). Nominated Persons may have a right under an agreement with the registered member who holds Ordinary Shares on their behalf to be appointed (or have someone else appointed) as a proxy to vote at the General Meeting. Alternatively, if a Nominated Person does not have such a right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the registered member as to the exercise of voting rights. Any queries with respect to your rights as a Nominated Person should be directed to the registered member by whom you were nominated in respect of these arrangements.

9. Voting rights

As at 3 December 2024 (being the latest practicable date prior to the publication of this Notice of General Meeting) the Company’s issued share capital consisted of 323,751,806 Ordinary Shares of 1 pence each (of which 22,485,854 are held in treasury). Each Ordinary Share held outside of treasury carries a right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 3 December 2024 was 301,265,952 votes.

10. Notification of shareholders

Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person as their proxy will need to ensure that both they and their proxy complies with their respective disclosure obligations under the FCA's Disclosure Guidance and Transparency Rules. Should the members grant the Chairman of the General Meeting or any Director voting authority representing 3 per cent. or more of the total voting rights of the Company, an appropriate disclosure will be released to the London Stock Exchange in accordance with the FCA's Disclosure Guidance and Transparency Rules.

11. Questions at the General Meeting

Any member attending the General Meeting has the right to ask questions that relate to the business of the General Meeting, although no answer need be given if: (i) to do so would interfere unduly with the preparation for the General Meeting or involve disclosure of confidential information; (ii) the answer has already been given on the Company's website; or (iii) it is undesirable in the best interest of the Company or the good order of the General Meeting that the question be answered.

12. Communication

A copy of the Notice of General Meeting, including these explanatory notes and other information required by section 311A of the Companies Act 2006, is included on the Company's website at <https://www.abrdndiversified.co.uk/en-gb>. Shareholders are advised that, unless otherwise stated, any telephone number or email address which may be set out in this Notice of General Meeting or in any related documents (including the Form of Proxy) is not to be used for any purposes other than those expressly stated.

13. Documents on display

No Director has a service contract with the Company but copies of the Directors' letters of appointment and the New Articles of Association and the Articles marked to show the changes will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays are excepted) from the date of this Notice of General Meeting and at the location of the General Meeting for at least 15 minutes prior to the General Meeting and during the General Meeting. A copy of the New Articles of Association will also be available for review on the Company's website at <https://www.abrdndiversified.co.uk/en-gb> and submitted to the National Storage Mechanism which is available for inspection at <https://data.fca.org.uk/a/nsm/nationalstoragemechanism>.