

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 contents of this document or the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, solicitor, accountant 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. All Shareholders are advised to consult their professional advisers regarding their own tax position.

If you have sold, transferred or otherwise disposed of all of your Shares in the Company 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.

Defined terms used in this document are set out on pages 14 to 17.

ABRDN DIVERSIFIED INCOME AND GROWTH PLC

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

Recommended members’ voluntary liquidation of the Company and Notice of 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 Resolution 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 10.00 a.m. on 30 March 2026 at 18 Bishops Square, London E1 6EG (the “**General Meeting**”) is set out at the end of this document.

All Shareholders are encouraged to vote in favour of the Resolution 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 Computershare Investor Services PLC (the “**Registrar**”) at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, by no later than 10.00 a.m. on 26 March 2026 (or, in the case of any adjournment of the General Meeting, not less than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned General Meeting).

Alternatively, Shareholders may appoint a proxy or proxies electronically by visiting www.investorcentre.co.uk/eproxy and following the instructions. Shareholders will need their Control Number, Shareholder Reference Number and PIN which are set out on their personalised Form of Proxy or, if they have elected to receive documents from the Company by means of a website, the electronic broadcast received from the Registrar. Proxies submitted via www.investorcentre.co.uk/eproxy must also be transmitted so as to be received by the Registrar by no later than 10.00 a.m. on 26 March 2026 (or, in the case of any adjournment of the General Meeting, not less than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned General Meeting).

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 10.00 a.m. on 26 March 2026 (or, in the case of any adjournment of the General Meeting, not less than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned General Meeting).

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 13 of this document.

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EXPECTED TIMETABLE

2026

Ex-dividend date for the Interim Dividend	12 March
Last day of dealing in the Shares through CREST on a normal rolling two day settlement basis	25 March
Deadline for receipt of Forms of Proxy and electronic proxy appointment instructions	10.00 a.m. on 26 March
Payment date for the Interim Dividend	26 March
Close of Register of Members and record date for participation in the members' voluntary liquidation	6.00 p.m. on 27 March
Suspension of Shares from listing on the Official List and from trading on the London Stock Exchange	7.30 a.m. on 30 March
General Meeting	10.00 a.m. on 30 March
Appointment of Liquidators	30 March
Initial Distribution to Shareholders*	On or around 13 April

* Actual date to be determined by the Liquidators. The current expected timing of the Initial Distribution is conditional upon the proceeds from the Bonaccord Sale and the Andean SIF Sale being received by the Company seven days prior to 30 March 2026, being the date of the General Meeting. An announcement confirming the timing of the Initial Distribution will be released by the Company following the General Meeting.

All references to time in this document are to London (UK) time, unless otherwise stated. The times and/or dates set out in the expected timetable above and mentioned throughout this document may be subject to change and, in the event of such change, the revised times and/or dates 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 in Scotland with registered number SC003721 and 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

11 March 2026

Dear Shareholder

Recommended members' voluntary liquidation of the Company

1. INTRODUCTION

The Board of the Company announced on 1 October 2025 that it was exploring putting forward proposals in the first quarter of 2026 to place the Company into members' voluntary liquidation if substantially all of the Company's investments have been realised by such time pursuant to the Company's secondary sales process (the "**Secondary Sales Process**").

The Board has now determined that, following the significant progress made with the Secondary Sales Process, it is now the appropriate time to put proposals to Shareholders to undertake a members' voluntary liquidation of the Company ("**Liquidation**" or the "**Proposals**"). The Board believes that the Proposals are the most efficient way to return cash to Shareholders whilst limiting further costs for the Company.

In order to effect the Proposals, Shareholders are required to approve the Liquidation at a general meeting of the Company (the "**General Meeting**"). The General Meeting will be held at 18 Bishops Square, London E1 6EG on 30 March 2026 at 10.00 a.m.

The purpose of this document is to explain the Proposals and the actions required to be taken in order for them to be implemented and to convene the General Meeting, notice of which is set out at the end of this document. Further details of the Resolution that will be proposed at the General Meeting are set out below. The expected timetable associated with the Proposals is set out on page 4 of this document.

The Board considers the Proposals to be in the best interests of the Company and Shareholders as a whole and recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

2. BACKGROUND TO THE PROPOSALS

2.1. Commencement and initial stages of the Managed Wind-Down

On 20 June 2023, the Company commenced a strategic review process that sought to address the material discount to net asset value ("**NAV**") per Share at which its Shares were trading and consider how best to deliver value to Shareholders. At that time, the Company sought to provide income and capital appreciation over the long term through investment in a globally diversified, multi-asset portfolio. The Company received a number of proposals in response to the strategic review and, in particular, was engaged in discussions regarding potential combinations with other investment trusts. Whilst these discussions were encouraging, the Board ultimately concluded that none of the third party proposals put forward would optimise shareholder value at the time.

Following detailed discussions with Shareholders, and in the light of the feedback received during these conversations and the entrenched discount to NAV per Share at which the Company's Shares continued to trade (notwithstanding the introduction of an enhanced distribution programme in October 2023), the Board ultimately announced on 14 December 2023 that it had resolved to put forward proposals for a managed wind-down of the Company (the "**Managed Wind-Down**"). A resolution to adopt a managed wind-down policy was subsequently proposed, and ultimately passed by Shareholders, at the general meeting of the Company held on 27 February 2024.

Since the commencement of the Managed Wind-Down, the Board and abrdn Fund Managers Limited (the "**Investment Manager**") have conducted an orderly realisation of the Company's assets in a manner that has sought to achieve a balance between optimising the value of the Company's investments whilst progressively returning cash to Shareholders. With that goal in mind, the Investment Manager realised substantially all of the Company's liquid, quoted assets in March 2024. The proceeds from such realisations were used to fund, amongst other things, the redemption and cancellation of all of the Company's outstanding Bonds (due in 2031) with a par value of approximately £16.1 million in April 2024 and the distribution of approximately £115 million to Shareholders on 10 July 2024 through the Shareholder-approved B Share Scheme.

Following the sale of the Company's liquid assets, the Board was particularly mindful of the expected timeline for the natural maturity of its remaining private markets portfolio (which was expected to occur between 2025 and 2033) and Shareholders' desire for liquidity from their investment. The Board and the Company's advisers therefore reviewed a number of options to accelerate returns to Shareholders, including during discussions with a third party regarding the potential sale of all or substantially all of the Company's remaining Portfolio (the "**Third Party Offer**").

As set out in the announcement made by the Company on 16 April 2025, the final terms of the Third Party Offer were not sufficiently attractive to merit a Board recommendation. Following careful consideration of the other strategic options available to the Company in respect of the Managed Wind-Down, the Company announced in April 2025 that it was appointing Campbell Lutyens & Co. Ltd as an independent broker to market the majority of the Company's remaining portfolio of private market assets pursuant to the Secondary Sales Process. The Secondary Sales Process sought to deliver enhanced returns to Shareholders (on a net present value basis) whilst progressively returning cash to shareholders in a timely manner, avoiding some of the risks and costs associated with a protracted Managed Wind-Down.

2.2. The Secondary Sales Process

The Company, through its advisers, undertook a thorough market testing of its remaining private market assets with over 85 potential investors approached, over 60 of which entered into confidentiality agreements and undertook initial due diligence on the Fund Interests that were marketed from July 2025. Given the Portfolio comprised a range of asset classes and geographies, the Company's investments were marketed as sub-portfolios (with flexibility to execute individual sales) in order to maximise the value of bids. During the course of two formal phases of detailed due diligence, the Company received indications of interest and indicative offers from 30 credible third parties for sub-portfolios (or individual assets) which, when aggregated, covered the entirety of the Fund Interests marketed in the Secondary Sales Process.

The Board, together with its advisers, assessed various overlapping proposals and negotiated the scope of the best offers in order to enhance value for Shareholders, seeking expedited sales to allow a timely return of capital. The indicative offers received were priced at material discounts to the reference date valuations of the relevant Fund Interests, reflected their highly illiquid nature and naturally varied by Fund Interest and underlying asset class. Following this market testing, the Board assessed the strategic options available to the Company on the basis of, amongst other things, the quantum expected to be delivered to Shareholders (on a net present value basis), timing and relative certainty of execution. In proceeding with the sales, the Board noted that the value that was expected to be achieved for Shareholders (on a net present value basis) through the Secondary Sales Process was greater than that which the Investment Manager expected to achieve through the continuation of its original 'base case' plan for the Managed Wind-Down (on a net present value basis) which envisaged holding certain Fund Interests to maturity and selling other Fund Interests (that would otherwise mature between 2029 and 2033) in 2028. In addition, the Board noted that by selling the marketed Fund Interests through the Secondary Sales Process the Company would significantly accelerate its returns to Shareholders.

Whilst the sales of one of the Fund Interests, Bonaccord Capital Partners I-A, L.P. (“**Bonaccord**”), and the remaining 50 per cent. of another Fund Interest, Andean Social Infrastructure Fund I LP (“**Andean SIF**”), remain outstanding as at 9 March 2026 (being the latest practicable date prior to the publication of this document) (the “**Latest Practicable Date**”), assuming the sales of the Company’s interests in Bonaccord (the “**Bonaccord Sale**”) and Andean SIF (the “**Andean SIF Sale**”) complete, as anticipated, at the contractually agreed pricing later this month, the Fund Interests that will have been sold by the Company in connection with the Secondary Sales Process will have been exited at a blended discount to the relevant transaction reference date valuations of 33.0 per cent. (before customary completion adjustments for distributions received, or capital commitments made, by the Company post-reference date and without adjustment for costs).¹

The final pricing of the sales was further impacted by the performance of the underlying assets held by certain of the Fund Interests following the commencement of the Secondary Sales Process. The blended pricing discount noted above includes the sales of two Fund Interests at material discounts to their transaction reference date valuations where, in one case, the valuation of the Fund Interest had already been materially written down by the underlying general partner of the fund between the transaction reference date and the date that the sale was agreed and, in the other case, the valuation of the Fund Interest was expected to be materially written down by the Company irrespective of the Secondary Sales Process due to information received by the Investment Manager following the transaction reference date. Excluding such sales, the Fund Interests that have been sold in connection with the Secondary Sales Process have been exited at a blended discount to the relevant transaction reference date valuation of 30.6 per cent. (before customary completion adjustments and without adjustment for costs).²

2.3. Redemptions

Separate to the Secondary Sales Process, the Company sought to optimise returns to Shareholders through exercising near-term redemption mechanics within the underlying fund documentation for certain of the Company’s private market assets where available. Accordingly, the Company has fully redeemed its interest in Aberdeen Global Private Markets Fund and has partially redeemed its interest in the PIMCO Private Income Offshore Fund Feeder I LP (“**PIMCO PIF**”).

As at the date of this document, the Company retains a partial interest in PIMCO PIF which is expected to be exited through the fund’s redemption mechanics on or around 31 December 2026 (that is, during the Liquidation). The Company is entitled to receive distributions of amounts allocated to a withdrawal capital account established in the books of PIMCO PIF for the Company. Such amounts will be determined by the manager of PIMCO PIF by reference to the net proceeds from the realisation of the underlying assets attributed to the Company’s interest in the fund at the time of its withdrawal. Those realisation proceeds are subject to reductions for accrued management and performance fees and other expenses or reserves allocated to the withdrawal capital account by the manager of PIMCO PIF. As at the Latest Practicable Date, having received a larger proportion of the withdrawal capital account than previously expected in February 2026, the Company’s remaining interest in PIMCO PIF was valued at approximately \$450,000 (approximately £340,000).

2.4. Returns to Shareholders

In the period from 27 February 2024, the commencement of the Managed Wind-Down, to the Latest Practicable Date, funds representing 76.47 pence per Share have been returned to Shareholders through the Company’s B Share Scheme and dividends to Shareholders. This includes the payment of 14.50 pence per Share to Shareholders made on 9 March 2026 pursuant to a return of capital through the Company’s B Share Scheme (the “**March Return of Capital**”).

In addition, it is expected that a further 0.5 pence per Share will be returned to Shareholders on 26 March 2026 pursuant to the Interim Dividend declared by the Company on 5 March 2026.

1. Calculated using applicable foreign exchange rates as at 4.00 p.m. on the Latest Practicable Date.

2. Calculated using applicable foreign exchange rates as at 4.00 p.m. on the Latest Practicable Date.

As set out in paragraph 5 below, if Shareholders approve of the Proposals at the General Meeting, an initial distribution during the Liquidation would then be made on or around 13 April 2026 (the “**Initial Distribution**”) from the Company’s free cash, including the net proceeds of the Bonaccord Sale and the Andean SIF Sale (together being the “**Remaining Sales**”). It is currently anticipated that the Initial Distribution will be equal to approximately 14.50 pence per Share (inclusive of the net proceeds of the Remaining Sales and the cash currently held by the Company in respect of its Undrawn Commitments to Bonaccord and Andean SIF). In the event that the Bonaccord Sale and/or the Andean SIF Sale do not complete on the current expected timetable, it is expected that the payment of the Initial Distribution would be deferred until such time as the sale proceeds have been duly received by the Company. Any change to the timing of the Initial Distribution will be notified to Shareholders by an announcement through a Regulatory Information Service. Any distribution during the Liquidation would be made solely at the discretion of the Liquidators and there can be no guarantee as to the value, if any, and/or timing of the Initial Distribution or any further distribution(s) that may result from the realisation of the Company’s remaining assets.

For illustrative purposes only, if, in addition to the Initial Distribution, the Company makes a further distribution, or further distributions, during the Liquidation equivalent to approximately 0.42 pence per Share in aggregate (based on the Company’s net assets as at the Latest Practicable Date and assuming (i) the Company’s remaining interest in PIMCO PIF and cash equivalent investments are realised at their current valuations; (ii) all receivables on the Company’s balance sheet are received by the Liquidators; and (iii) the Liquidators’ Retention (as defined below) is fully utilised and not returned to Shareholders), a total of 91.88 pence per Share would have been returned to Shareholders following the commencement of the Managed Wind-Down (assuming Shareholders held their Shares throughout the process).

For illustrative purposes only, aggregate gross returns to Shareholders of 91.88 pence per Share would represent:

- a discount of approximately 15.5 per cent. to the Company’s cum-income NAV per Share on 26 February 2024 (being the last Business Day prior to the commencement of the Managed Wind-Down) of 108.8 pence; and
- a premium of approximately 20.3 per cent. to the closing price of a Share on 26 February 2024 (being the last Business Day prior to the commencement of the Managed Wind-Down) of 76.40 pence.

By way of further comparison, the Company’s Shares had traded at an average daily discount to the NAV per Share of 27.7 per cent in the twelve months prior to the commencement of the Managed Wind-Down in February 2024.

With that said, the timing of the realisation of the Company’s holdings and prevailing market conditions may result in the Company’s investments being realised at amounts below the last reported values. Whilst the costs of the winding up of the Company have been estimated for these purposes, unforeseen actual costs may exceed the estimates. The estimated total gross returns to Shareholders from the Managed Wind-Down and the Liquidation are uncertain.

3. THE PROPOSALS

In the light of recent realisations from the Portfolio, the Board has been carefully considering the most efficient way to return further cash to Shareholders. Taking into account the size of the Company, the value of its remaining unlisted investments, the anticipated timeline for realising such investments and costs of remaining a publicly traded company, the Board has determined that it would be in the best interests of the Company and Shareholders as a whole to put forward proposals to Shareholders for a members’ voluntary liquidation of the Company.

The Proposals require the approval of Shareholders at a General Meeting. The General Meeting is being convened pursuant to the Notice of General Meeting set out at the end of this document. The Board believes that approval of the solvent Liquidation at the General Meeting is in the best interests of the Company and Shareholders as a whole. The Board unanimously recommends that Shareholders vote in favour of the Resolution at the General Meeting.

It is proposed that Derek Hyslop and Richard Barker, both licensed insolvency practitioners of Ernst & Young LLP, be appointed as joint liquidators of the Company (the “**Liquidators**”) and their remuneration shall be determined by the Company.

The appointment of the Liquidators becomes effective immediately upon the passing of the Resolution at the General Meeting. At that point, the powers of the Directors would cease. The Liquidators would then assume responsibility for the winding up of the Company, including the realisation of the remaining assets of the Company, the payment of fees, costs and expenses, the discharging of the liabilities of the Company and the distribution of its surplus assets to Shareholders. The winding up of the Company will be a solvent winding up in which it is intended that all creditors will be paid in full. Once the Company’s remaining assets have been realised by the Liquidators (and after settling the Company’s liabilities and providing for the costs of the winding up), any remaining cash proceeds will be distributed to Shareholders as set out in the section titled “Further distributions to Shareholders” below.

To facilitate the implementation of the Proposals, the Shares will be suspended from listing on the Official List and from trading on the London Stock Exchange with effect from 7.30 a.m. on 30 March 2026, being the date of the General Meeting. It is expected that, following the payment of the Initial Distribution, the Liquidators will make applications to the FCA and the London Stock Exchange, respectively, for the cancellation of the admission of the Shares to listing on the closed-ended investment funds category of the Official List and to trading on the Main Market.

If the Resolution is passed, the Company’s Shares are expected to remain suspended from listing until, at least, after the payment of the Initial Distribution. As such, the Company’s Shares should continue to be “qualifying investments” for ISA purposes until their listing on the Official List is cancelled. Shareholders are strongly recommended to consult their professional advisers regarding their own tax position and their own ISA provider in advance of the General Meeting.

4. REMAINING PRIVATE MARKET INVESTMENTS AND UNDRAWN COMMITMENTS

As at the Latest Practicable Date, the Company currently has three private market investments of value. Further details of these investments are as follows:

- **Bonaccord** – Bonaccord targets investment in equity stakes in alternative asset management companies (for example, private equity and private credit managers). The Company has entered into binding conditional sale agreements with third party purchasers in respect of the Bonaccord Sale. The Bonaccord Sale is currently expected to complete during the week commencing 16 March 2026, prior to the General Meeting.
- **Andean SIF** – Andean SIF invests in social and economic infrastructure projects undertaken through the award of concessions by central or local government counterparties with strong credit quality. 50 per cent. of the Company’s interest in Andean SIF was sold by the Company on 31 December 2025. The Company has entered into binding conditional sale agreements with third party purchasers in respect of the sale of the Company’s remaining interest in Andean SIF (that is, the Andean SIF Sale). It is currently expected that the Andean SIF Sale will complete during the week commencing 16 March 2026, prior to the General Meeting.
- **PIMCO PIF** – PIMCO PIF, launched in April 2019, is primarily focused on income producing private assets. PIMCO PIF seeks to deploy capital fluidly, through an evergreen fund structure, across credit sectors and over economic cycles. In doing so, PIMCO PIF seeks to provide attractive income-driven returns. It is currently anticipated that, pursuant to a redemption request submitted in July 2024, the Company will exit its remaining investment in PIMCO PIF pursuant to the redemption mechanics contained in the fund’s constitutional documentation on or around 31 December 2026.

In addition to the foregoing Fund Interests, as at the date of this document the Company holds certain other residual interests that are valued at nil. This includes the Company’s interest in Aberdeen European Residential Opportunities Fund, the value of which was equivalent to approximately 2.78 pence per Share at the commencement of the Managed Wind-Down but was first written down by the Company on 7 May 2024 and subsequently written down to nil on 31 January 2025 as the underlying fund approached liquidation. The Company does not currently expect to realise any value from such holdings during the Liquidation (however the Liquidators will continue to monitor the position during the liquidation period).

As at the Latest Practicable Date, the Company had Undrawn Commitments of approximately \$3.76 million (approximately £2.8 million) to Bonaccord and approximately \$1.04 million (approximately £0.8 million) to Andean SIF which may be drawn by the manager of the relevant fund for certain purposes under such fund's constitutional documentation (including paying partnership expenses). The Company has no other Undrawn Commitments to any other of its current, or former, investments.

It is currently expected that the Remaining Sales will complete during the week commencing 16 March 2026. Accordingly, it is currently expected that, if the Resolution is passed at the General Meeting, the Company will continue to hold an interest in PIMCO PIF at the time it enters into Liquidation but will have no Undrawn Commitments.

To the extent that the Company's interests in Bonaccord and/or Andean SIF have not been sold prior to the General Meeting, the Company will be required to retain sufficient funds to meet its Undrawn Commitments to Bonaccord and/or Andean SIF during the liquidation period until such Fund Interests are realised. Therefore, if the Bonaccord Sale and/or the Andean SIF Sale does not complete prior to the General Meeting, up to approximately £3.6 million of cash and cash equivalents (subject to prevailing foreign exchange rates) will be retained by the Liquidators and added to the Liquidation Fund in respect of such Undrawn Commitments until such time as the Remaining Sales have completed. Further details of the Liquidation Fund are set out in paragraph 5 below.

5. FURTHER DISTRIBUTIONS TO SHAREHOLDERS

In order to ensure that the Company meets the distribution requirements to maintain investment trust status in respect of the 18 month period to 31 March 2026, the Board declared an interim dividend of 0.5 pence per Share on 5 March 2026 (the "**Interim Dividend**"). The Interim Dividend will be paid on 26 March 2026 to Shareholders who are on the Register of Members as at 6.00 p.m. on 13 March 2026. The ex-dividend date for the Interim Dividend is 12 March 2026. It is not expected that any further interim dividends will be paid by the Company in advance of the Liquidation, assuming it is approved by Shareholders at the General Meeting.

As at the Latest Practicable Date, having paid the March Return of Capital, the Company had net assets of approximately £46.5 million, of which £30.0 million was represented by cash and cash equivalent assets (primarily invested in money market funds and UK government bonds). Of the Company's cash and cash equivalents on the Latest Practicable Date, approximately £1.5 million was earmarked for the payment of the Interim Dividend, £4.1 million was being held in respect of the accrued and unpaid or expected future costs and expenses associated with the Secondary Sales Process and the Liquidation (inclusive of VAT, if applicable) and £3.6 million was being held in respect of the Company's Undrawn Commitments.

There can be no guarantee as to the value, if any, and/or timing of distribution(s) that may result from the realisation of the Company's remaining assets. The Company's remaining private market investments are illiquid in nature. As noted above, it is currently anticipated that the Company's interests in Bonaccord and Andean SIF will be sold and transferred during the week commencing 16 March 2026, prior to the General Meeting, and the Company's remaining interest in PIMCO PIF will be exited by the Liquidators following their appointment pursuant to the redemption mechanics contained in that fund's constitutional documentation.

On the Company's entry into Liquidation, the Liquidators will retain sufficient funds to meet the current, future and contingent liabilities of the Company (including up to approximately £3.6 million of Undrawn Commitments if the Remaining Sales do not complete prior to the General Meeting), the costs and expenses (inclusive of VAT, if applicable) of the Proposals not already paid at the point of liquidation and an additional retention estimated to be £100,000 for unknown contingencies (the "**Liquidators' Retention**") (the "**Liquidation Fund**").

Assuming the Remaining Sales complete in line with the expected timetable and the Resolution is passed at the General Meeting, notwithstanding the retention of the Liquidation Fund, it is expected that the Liquidators will be able to make the Initial Distribution from the Company's free cash and the net proceeds of the Remaining Sales on or around 13 April 2026. It is currently expected that the Initial Distribution will be approximately 14.50 pence per Share (inclusive of the net proceeds of the Remaining Sales and the cash currently held by the Company in respect of its Undrawn Commitments to Bonaccord and Andean SIF). The current expected timing of the Initial Distribution is conditional

upon the proceeds from the Remaining Sales being received by the Company seven days prior to 30 March 2026, being the date of the General Meeting. In the event that the Bonaccord Sale and/or the Andean SIF Sale do not complete prior to such date, it is expected that the payment of the Initial Distribution would be deferred until such time as the sale proceeds have been duly received by the Company. Any change to the timing of the Initial Distribution will be notified to Shareholders by an announcement through a Regulatory Information Service.

Once the Liquidators have made the Initial Distribution, realised the Company's remaining investments (including in PIMCO PIF), satisfied the claims of creditors of the Company and paid the costs and expenses of the Proposals, it is expected that the Liquidators, via the Company's Registrar, will make a further distribution, or further distributions, to Shareholders. Any such further distribution will be made solely at the discretion of the Liquidators.

A final distribution in Liquidation, if any, will not be made until the Liquidators have completed their statutory duties to seek out, adjudicate and pay creditors' claims and HMRC has confirmed its agreement to the Company's tax returns and that it has no objection to the closure of the liquidation. Accordingly, there can be no certainty as to the timing of a final distribution, if any.

All Shareholders on the Register of Members at 6.00 p.m. on 27 March 2026 (who are not Sanctions Restricted Persons) will be entitled to the distribution(s) from the Liquidators, including the Initial Distribution.

Nothing in the Proposals set out in this document shall impose any personal liability on the Liquidators.

In order to comply with the Company's obligations under UK and international sanctions regimes, no distribution made pursuant to the implementation of the Proposals (including, for the avoidance of doubt, the Initial Distribution) will be paid to a Sanctions Restricted Person.

6. COSTS AND EXPENSES OF THE PROPOSALS

If appointed, the Liquidators will be entitled to receive remuneration for their services by reference to the time properly given by them and their staff, as well as raise and draw invoices in respect of disbursements and reasonable expenses, on the terms set out in the Liquidators' Engagement Letter and in the Resolution.

Assuming the Liquidation takes no more than one year to complete, the fixed costs of the Company entering into members' voluntary liquidation, including the preparation of this document, but excluding the costs of: (i) realising the remaining investments; and (ii) the making of the Initial Distribution and any final distribution (if any), are estimated to be approximately £375,000 inclusive of VAT.

As noted above, the timing of the realisation of the Company's holdings and prevailing market conditions may result in the Company's investments being realised at amounts below the last reported values. Whilst the costs of the winding up of the Company have been estimated for these purposes, unforeseen actual costs may exceed these estimates. The estimated total net return to Shareholders from the winding up is, therefore, uncertain.

7. SERVICE PROVIDERS

It is envisaged that the Company's existing Investment Management Agreement will, in accordance with its terms, be terminated shortly following the Company's entry into members' voluntary liquidation.

In addition, it is expected that the Registrar, Computershare Investor Services PLC, will be retained by the Liquidators during the liquidation period.

Otherwise, the Company is taking steps to ensure that the appointment of its service providers will terminate following the passing of the Resolution.

8. TAXATION

A Shareholder who receives a distribution of cash in the course of the liquidation of the Company should be treated as making a disposal or part disposal of their Shares for the purposes of UK taxation of chargeable gains which may, depending on such Shareholder's individual circumstances (including the availability of exemptions, reliefs and allowable losses), give rise to a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains.

Shareholders who are not resident in the UK (excluding, in the case of an individual Shareholder, Shareholders who are only temporarily non-resident in the UK) for UK tax purposes should not be subject to UK tax on chargeable gains on a disposal, or part disposal, of Shares unless such Shares are used, held or acquired for the purposes of a trade, profession or vocation carried on in the UK through a branch or agency or, in the case of a corporate Shareholder, through a permanent establishment. Such Shareholders may be subject to foreign tax on any gain under local law.

The UK tax code contains provisions that permit HMRC to counteract tax advantages arising from certain transactions in securities by (among other things) treating some or all of the proceeds of capital disposals as distributions of income. Generally speaking, these provisions should not apply where it can be shown that the main purpose, or one of the main purposes, of the arrangements is not to reduce or avoid liability to capital gains tax or corporation tax. Shareholders are advised to take independent advice as to the potential application of these and other anti-avoidance provisions in the light of their own particular circumstances. Application has not been made to HMRC for clearance as to these matters.

The information in this document relates to UK taxation applicable to the Company and its Shareholders and is based on current legislation and what is understood to be current HMRC practice. The statements above relate to persons who are absolute beneficial owners of the Shares and may not apply to certain classes of persons, such as dealers in securities. Such statements are given by way of general summary only and do not constitute legal or tax advice to any Shareholder. Shareholders who are in any doubt as to any applicable taxation consequences to them of the Proposals should seek advice from a qualified independent financial adviser or tax specialist.

9. EXCHANGE DEALINGS

The expected last day for dealings in the Shares on the London Stock Exchange through CREST on a normal rolling two day settlement basis is expected to be 25 March 2026. After that date, dealings should be for cash settlement only and will be registered in the normal way if the transfer, accompanied by the documents of title, is received by the Registrar by 6.00 p.m. on 27 March 2026. Transfers received by the Registrar after that time will be returned to the person lodging them and, if the Resolution is passed, the original holder will receive any proceeds from distributions made by the Liquidators. After the liquidation of the Company and the making of the final distribution to Shareholders (if any), existing certificates in respect of the Shares will cease to be of value and any existing credit of the Shares in any stock account in CREST will be redundant.

Following the suspension of the listing of the Shares on the Official List and the Shares ceasing to trade on the London Stock Exchange, there will be no liquidity in the Shares and it will, therefore, be difficult for Shareholders to realise value from the Shares other than through the liquidation process over time.

10. THE GENERAL MEETING

The implementation of the Proposals will require Shareholders to vote in favour of the Resolution to be proposed at the General Meeting. The Resolution will be proposed as a special resolution and, accordingly, will be passed if at least 75 per cent. of the votes are cast in favour.

The Resolution relates to the approval of the Company being wound up voluntarily and the appointment of the Liquidators for the purpose of the winding up. It grants the Liquidators authority to make distributions in cash to the Shareholders (after payment of the Company's liabilities and after deducting the costs of implementation of the Company's winding up), in proportion to their holdings of Shares in accordance with the provisions of the Articles. It also grants the Liquidators authority to exercise certain powers laid down in the Insolvency Act 1986 and determines the remuneration of the Liquidators by reference to the time spent attending to matters.

11. ACTION TO BE TAKEN

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and, if their Shares are not held directly and are instead held through an investor platform or wealth manager, to arrange for their nominee to vote on their behalf.

Notwithstanding the fact that Shareholders have the opportunity to attend the General Meeting at the address set out in the Notice of General Meeting, Shareholders are requested to complete and return proxy appointments to the Registrar by one of the following means:

- (i) by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
- (ii) by completing and signing the Form of Proxy for use in relation to the General Meeting in accordance with the instructions printed thereon and returning it by post, by courier or (during normal business hours only) by hand; or
- (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of General Meeting set out at the end of this document.

In each case, the proxy appointments must be completed in accordance with the relevant instructions and transmitted so as to be received by the Registrar as soon as possible and, in any event, by no later than 10.00 a.m. on 26 March 2026 (or, in the event that the General Meeting is adjourned, 48 hours (excluding non-Business Days) before the time of the adjourned General Meeting).

The appointment of one or more proxies will not prevent you from attending and voting in person at the General Meeting, should you wish to do so and are so entitled.

To ensure voting accurately reflects the views of Shareholders, it will be proposed that at the General Meeting voting on the Resolution will be conducted by way of a poll vote rather than by a show of hands. The relevant procedures will be explained at the General Meeting.

12. RECOMMENDATION

The Board considers that the Resolution to be proposed at the General Meeting is 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 Resolution, as the Directors intend to do in respect of their own beneficial shareholdings which represent, in aggregate, 0.11 per cent. of the Company's issued Share capital (excluding Shares held in treasury) as at the Latest Practicable Date.

Yours faithfully

Davina Walter
Chairman

PART 2

DEFINITIONS

In this document, the words and expressions listed below have the meanings set out opposite them:

Andean SIF	Andean Social Infrastructure Fund I LP
Andean SIF Sale	the proposed the sale of the Company's limited partnership interest in Andean SIF
Articles	the articles of association of the Company, as amended 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
Board	the board of Directors of the Company from time to time, including any duly constituted committee thereof
Bonaccord	Bonaccord Capital Partners I-A, L.P.
Bonaccord Sale	the proposed the sale of the Company's limited partnership interest in Bonaccord
Bonds	secured 6.25 per cent. bonds issued by the Company and due in 2031 (which were redeemed and cancelled on 9 April 2024)
Business Day	any day which is not a weekend, Christmas Day, Good Friday or any other bank holiday in Scotland
certificated or in certificated form	a Share which is not in uncertificated form
Companies Act	the UK Companies Act 2006, as amended from time to time
Company	abrdrn 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
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 manual published by Euroclear describing the CREST system, as amended from time to time
Directors	the directors of the Company from time to time
Disclosure Guidance and Transparency Rules	the UK disclosure guidance and transparency rules made by the FCA under Part VI of FSMA
Euroclear	Euroclear UK & International Limited, a private limited company incorporated in England and Wales with registered number 02878738 and having its registered office at 33 Cannon Street, London EC4M 5SB, the operator of CREST
FCA	the UK Financial Conduct Authority whose place of business is at 12 Endeavour Square, London E20 1JN, including any replacement or substitute therefor, and any regulatory body or person succeeding, in whole or in part, to the functions thereof

Form of Proxy	the form of proxy for use in connection with the General Meeting
FSMA	the UK Financial Services and Markets Act 2000, as amended from time to time
Fund Interests	the limited partnership and other investor interests in certain private funds held by the Company from time to time, each a “ Fund Interest ”
General Meeting	the general meeting of the Company convened for 10.00 a.m. on 30 March 2026 at 18 Bishops Square, London E1 6EG or any adjournment of that meeting, notice of which is set out in the Notice of General Meeting
HMRC	His Majesty’s Revenue & Customs
Initial Distribution	has the meaning given to it in paragraph 2.4 of Part 1 of this document
Interim Dividend	the interim dividend of 0.5 pence per Share declared in respect of the 18 month period to 31 March 2026, which will be paid on 26 March 2026 to Shareholders who are on the Register of Members as at 6.00 p.m. on 13 March 2026
Investment Management Agreement	the investment management agreement between the Company and the Investment Manager dated 10 February 2017, as amended
Investment Manager	abrdn Fund Managers Limited, a private limited company incorporated in England and Wales with registered number 00740118 and having its registered office at 280 Bishopsgate, London EC2M 4AG
ISA	individual savings account
Latest Practicable Date	9 March 2026
Liquidation	the proposed members’ voluntary liquidation of the Company, as described in more detail in this document
Liquidation Fund	has the meaning given to it in paragraph 5 of Part 1 of this document
Liquidators	the proposed joint liquidators of the Company, being Derek Hyslop and Richard Barker of Ernst & Young LLP
Liquidators’ Engagement Letter	the engagement letter between the Company and the Liquidators dated 4 March 2026
Liquidators’ Retention	an amount to be retained by the Liquidators to meet any unknown or unascertained liabilities of the Company, which is currently estimated to be £100,000
London Stock Exchange	London Stock Exchange plc, a public limited company incorporated in England and Wales with registered number 02075721 and having its registered office at 10 Paternoster Square, London EC4M 7LS
Main Market	the main market for listed securities operated by the London Stock Exchange
Managed Wind-Down	the managed wind-down of the Company, as described in paragraph 2 of Part 1 this document, pursuant to the revised investment objective and investment policy approved by Shareholders at a general meeting of the Company held on 27 February 2024

March Return of Capital	the return of capital pursuant to the allotment, issue and redemption of B Shares made on 27 February 2026, payment of which was made by the Company on 9 March 2026
NAV	the value of the net assets attributable to the Shares in issue, calculated in accordance with the Company's usual accounting policies
Notice of General Meeting	the notice of the General Meeting set out at the end of this document
Official List	the official list maintained by the FCA
PIMCO PIF	PIMCO Private Income Fund Offshore Feeder I LP, a feeder fund of PIMCO Private Income Fund LP
Portfolio	the portfolio of investments in which the Company is invested from time to time
Proposals	the proposals for the members' voluntary liquidation of the Company, as described in more detail in this document
Register of Members	the register of members of the Company
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	a service authorised by the FCA to release regulatory announcements to the London Stock Exchange
Remaining Sales	the Andean SIF Sale and the Bonaccord Sale
Resolution	the special resolution set out in the Notice of General Meeting at the end of this document required to approve the Proposals
Sanctions Authority	each of the following: <ul style="list-style-type: none"> (i) the United States government; (ii) the United Nations; (iii) the United Kingdom; (iv) the European Union (or any of its member states); (v) any other relevant governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; or (vi) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty's Treasury
Sanctions Restricted Person	each person or entity: <ul style="list-style-type: none"> (i) that is organised or resident in a country or territory which is the target of comprehensive country sanctions administered or enforced by any Sanctions Authority; or (ii) that is, or is directly or indirectly owned or controlled by a person or entity that is, described or designated in (a) the current "Specially Designated Nationals

and Blocked Persons” list (which as of the date of this document can be found at: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>); and/or (b) the current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date of this document can be found at: <https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions/quality?locale=en>); or the current “Consolidated list of financial sanctions targets in the UK” (which as of the date of this document can be found at: <https://ofsistorage.blob.core.windows.net/publishlive/2022format/ConList.html>); or

(iii) that is otherwise the subject of or in violation of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of their inclusion in: (a) the current “Sectoral Sanctions Identifications” list (which as of the date of this document can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the “**SSI List**”), (b) Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “**EU Annexes**”), or (c) any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes

Secondary Sales Process

the Company’s secondary sales process in respect of certain of its Fund Interests, as described in more detail in paragraph 2.2 of Part 1 this document

Shareholder

a holder of Shares

Shares

ordinary shares of one penny each in the capital of the Company

Third Party Offer

the proposal made by a third party for potential sale of all or substantially all of the Company’s Portfolio, as referenced in the announcements made by the Company on 26 February 2025 and 16 April 2025

UK or United Kingdom

the United Kingdom of Great Britain and Northern Ireland

uncertificated or in uncertificated form

a Share recorded on the Register of Members as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations, may be transferred by means of CREST

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

Undrawn Commitments

with respect to each Fund Interest, any capital commitments of the Company that remain available for drawdown in accordance with the constitutional documentation relative to such Fund Interest

VAT

value added tax

ABRDN DIVERSIFIED INCOME AND GROWTH PLC

(Incorporated in Scotland with registered number SC003721 and registered as an investment company under 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 18 Bishops Square, London E1 6EG on 30 March 2026 at 10.00 a.m. for the purpose of considering the following business.

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

THAT:

- (a) the Company be and is hereby wound up voluntarily pursuant to section 84(1)(b) of the Insolvency Act 1986 and Derek Hyslop and Richard Barker, both licensed insolvency practitioners of Ernst & Young LLP, be and are hereby appointed as joint liquidators (the “**Liquidators**”) of the Company for the purposes of such winding up and distributing the Company’s assets and any power conferred on them by law, the articles of association of the Company or by this resolution and any act required or authorised under any enactment to be done by them may be exercised by them jointly or by each of them alone;
- (b) the Liquidators be and are hereby authorised to make distributions in cash to the shareholders of the Company in accordance with its articles of association and that the amount to be received by each shareholder will be weighted proportionately to the number of shares held;
- (c) the Liquidators be and are hereby authorised under the provisions of section 165(2) of the Insolvency Act 1986 to exercise the powers set out in Part I of Schedule 4 of the Insolvency Act 1986;
- (d) the Liquidators be and are hereby entitled to receive remuneration for their services by reference to the time properly given by them and their staff, as well as raise and draw invoices in respect of disbursements, in respect of assisting the directors and members of the Company in placing the Company into liquidation and attending to matters arising on the winding up; and
- (e) the Company’s books and records be held by its company secretary to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office.

By Order of the Board

abrdn Holdings Limited
Company Secretary

11 March 2026

Registered Office

1 George Street
Edinburgh
Scotland
EH2 2LL

Notes:

1. An ordinary shareholder of the Company is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote on their behalf. A proxy need not be a member of the Company. Completion and return of a proxy appointment will not preclude a shareholder from attending the meeting and voting in person.
2. To be valid, ordinary shareholders must complete and return proxy appointments to the Registrar by one of the following means:
 - by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
 - by completing and signing the form of proxy for use in connection with the general meeting ("**Form of Proxy**") in accordance with the instructions printed thereon and returning it by post, by courier or (during normal business hours only) by hand; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 5 to 8 below,

and in each case to be received by the Company no later than 48 hours (excluding non-working days) before the time of the meeting or any adjourned meeting.

3. An ordinary shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Ordinary shareholders may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services PLC, on +44 (0)330 3031184.
4. Only those ordinary shareholders having their names entered on the Company's share register not later than 6.00 p.m. on 26 March 2026 or, if the meeting is adjourned, 6.00 p.m. on the day which is two days (excluding non-working days) prior to the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the Company's share register after that time shall be disregarded in determining the rights of any shareholder to attend, speak and vote at the meeting, notwithstanding any provision in any enactment, the articles of association of the Company or other instrument to the contrary.
5. 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.
6. 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) no later than 10.00 a.m. on 26 March 2026 (or in the event the meeting is adjourned no later than 48 hours (excluding non-working 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.
7. 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.
8. 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.

9. The right to appoint a proxy does not apply to persons whose 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 member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1, 2, 3 and 5 above does not apply to Nominated Persons; the rights described in those notes can only be exercised by members of the Company. Nominated Persons should contact the registered shareholder by whom they were nominated in respect of these arrangements.
10. A member may instruct their proxy to abstain from voting on the resolution to be considered at the general meeting by marking the "vote withheld" option when appointing their proxy. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
11. As at close of business on 9 March 2026 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 323,751,806 ordinary shares of one penny each, of which 22,485,854 ordinary shares were held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at close of business on 9 March 2026 was 301,265,952.
12. Any person holding 3 per cent. or more of the total voting rights in the Company who appoints a person other than the chair of the meeting as his/her proxy will need to ensure that both he/she and such third party comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
14. 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 in the Company's register of members is considered the most senior for this purpose.
15. Under section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
17. A copy of this notice, and other information required by section 311A of the Companies Act 2006, is available at www.aberdeeninvestments.com/en-gb/adig/literature.