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The definitions used in this document are set out in Part 5 of this document.

ABERDEEN EQUITY INCOME TRUST PLC

(Incorporated in England and Wales with registered number 02648152 and registered as an investment company under section 833 of the Companies Act 2006)

Recommended Proposals relating to: (i) the issue of New AEI Shares pursuant to a scheme of reconstruction and members’ voluntary winding-up of Shires Income PLC under section 110 of the Insolvency Act 1986; (ii) an amendment to the investment objective and investment policy; (iii) certain amendments to the Company’s Articles; (iv) a continuation vote; and (v) a cancellation of the share premium account

and

Notice of General Meeting

The Proposals described in this document are conditional, among other things, on Shareholder approval. Notice of the General Meeting, to be held at 11.30 a.m. on 9 March 2026, at the offices of Aberdeen Group plc, 18 Bishops Square, London, E1 6EG, is set out at the end 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 and returned in accordance with the instructions printed thereon to the receiving agent, Computershare Investor Services PLC (the “**Receiving Agent**”) at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible, but in any event by not later than 11.30 a.m. on 5 March 2026 (being 48 hours (excluding non-working days) before the time of the meeting). Alternatively, you may appoint a proxy or proxies electronically by visiting www.investorcentre.co.uk/eproxy and following the instructions. You will need your Control Number, Shareholder Reference Number and PIN which are set out on your Form of Proxy or the electronic broadcast you received from us. Proxies submitted via www.investorcentre.co.uk/eproxy must also be transmitted so as to be received by the Receiving Agent no later than 48 hours (excluding non-working days) before the time of the meeting.

Shareholders who hold their Shares in uncertificated form (i.e. in CREST) may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the notice of the General Meeting set out at the end of this document). In addition, institutional investors may be able to appoint a proxy electronically via the Proxymity platform. Proxies submitted via a designated voting platform (such as CREST or Proxymity) for the General Meeting must be transmitted so as to be received by the Receiving Agent as soon as possible and, in any event, no later than 48 hours (excluding non-working days) before the time of the meeting. The Company may treat as invalid a proxy appointment sent via a designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Dated: 11 February 2026

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EXPECTED TIMETABLE

General Meeting

Latest time and date for receipt of Forms of Proxy and CREST voting instructions for the General Meeting	11.30 a.m. on 5 March 2026
General Meeting	11.30 a.m. on 9 March 2026
Announcement of results of the General Meeting	9 March 2026

Scheme

First Shires General Meeting	10.30 a.m. on 9 March 2026
Shires Ordinary Shares Class Meeting	10.45 a.m. on 9 March 2026
Record Date	6.00 p.m. on 9 March 2026
Shires Shares disabled in CREST (for settlement)	close of business on 9 March 2026
Trading in Shires Shares on the London Stock Exchange suspended	7.30 a.m. on 10 March 2026
Calculation Date	close of business on 12 March 2026
Reclassification of Shires Shares	8.00 a.m. on 16 March 2026
Suspension of listing of Shires Shares	7.30 a.m. on 17 March 2026
Second Shires General Meeting	9.00 a.m. on 17 March 2026
Effective Date	17 March 2026
Announcement of results of elections under the Scheme, the SHRS Rollover FAV per Share, the SHRS Cash FAV per Share and the AEI FAV per Share	17 March 2026
CREST accounts credited with, and dealings commence in, New AEI Shares	As soon practicable on 18 March 2026
Certificates despatched by post in respect of New AEI Shares in certificated form	by 31 March 2026
Cancellation of listing of Reclassified Shires Shares	as soon as practicable after the Effective Date

Note: All references to time in this document are to UK time. Each of the times and dates in the above expected timetable (other than in relation to the general meetings) may be extended or brought forward. 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 CHAIR
ABERDEEN EQUITY INCOME TRUST PLC
(the “Company”)

(Incorporated in England and Wales with registered number 02648152 and registered as an investment company under section 833 of the Companies Act 2006)

Directors:

Sarika Patel (Chair)
Caroline Hitch
Mark Little
Alice Ryder
Nick Timberlake

Registered Office:

280 Bishopsgate
London
EC2M 4AG

11 February 2026

Dear Shareholders

Recommended Proposals relating to:

- (i) the issue of New AEI Shares pursuant to a scheme of reconstruction and members’ voluntary winding-up of Shires Income PLC under section 110 of the Insolvency Act 1986;**
- (ii) an amendment to the investment objective and investment policy;**
- (iii) certain amendments to the Company’s Articles;**
- (iv) a continuation vote; and**
- (v) a cancellation of the share premium account.**

1 Introduction

As announced on 8 January 2026, the Board has agreed heads of terms with the board of Shires Income PLC (“**Shires**”) for a combination of the Company and Shires (the “**Combination**”) bringing together two successful investment trusts to create a larger company for Shareholders (the “**enlarged Company**”).

The purpose of this document is to explain the Combination, the actions required to be taken in order for it to be implemented and the other proposals being put forward for approval by Shareholders (the “**Proposals**”). This document also convenes the General Meeting, notice of which is set out at the end of this document, to seek the required Shareholder approvals to implement the Combination and the Proposals. Further details of the Resolutions to be proposed at the General Meeting are set out below. The expected timetable associated with the Combination is provided on page 4 of this document.

2 Benefits of the Combination

The Combination is expected to result in the following substantial benefits for Shareholders:

- **Differentiated proposition:** Subject to the approval of changes to the Company’s investment objective and policy, the enlarged Company will include Shires’ distinctive portfolio features, including some exposure to investment-grade fixed income securities and preference shares, as well as selective exposure to overseas equities in developed markets. This investment approach will aim to provide Shareholders in the enlarged Company with greater diversification, continued progressive dividend growth and a differentiated option within the AIC’s UK Equity Income Sector.
- **Increased scale:** It is expected that the Combination will deliver a significant increase in the size of AEI to form an enlarged Company with NAV of between £300 and £331 million, depending on the take up of the Cash Option and based on the NAV of each company as at the Latest Practicable Date. With greater scale, the enlarged Company should appeal to a broader range of investors, including wealth managers, which in turn should result in higher trading volumes and improved market liquidity in the enlarged Company’s shares.

- **Reduced costs:** It is expected that the Combination will deliver a reduction in the ongoing charges ratio (“OCR”) for Shareholders in the enlarged Company through its increased scale and absorption of fixed costs over a larger asset base. The enlarged Company will retain AEI’s current management fee of 0.55 per cent. per annum of its net asset value, together with an additional fixed fee of £120,000 per annum (with an annual increase linked to CPI). The management fee will be scaled back, if required, so that the OCR of the enlarged Company does not exceed 0.78 per cent., compared to AEI’s current OCR of 0.84 per cent. and Shires’ OCR of 1.00 per cent..
- **Sustained and growing income:** Both companies pay dividends above the average yield of the AIC’s UK Equity Income sector. The Board believes there should be no reduction in dividend income for shareholders in either Shires or AEI. The enlarged Company will continue AEI’s commitment to a progressive dividend policy, aiming for a dividend increase each year. For the year ended 30 September 2025, the Company paid dividends quarterly totalling 23p per Share in aggregate and for the current year, ending 30 September 2026, the Company is expected to pay not less than 23.1p per share in aggregate, paid quarterly. The Board of the enlarged Company will look to maintain its AIC Dividend Hero status and extend its track record to 26 consecutive years of dividend growth. The Company has both revenue reserves and realised capital reserves to support the payment of dividends, if required.
- **Cost contributions:** To ensure maximum retention of value for Shareholders in the enlarged Company, Aberdeen has agreed to cover all costs of the Scheme (excluding any costs of Shires realising or aligning its portfolio or stamp duty payable by AEI on the acquisition of assets from Shires in connection with the Scheme), in excess of any contribution to Scheme costs arising from the Cash Option being at a discount of two per cent. to the SHRS Residual FAV. The Aberdeen Costs Contribution will be made through a combination of an offset against future management fees, to be paid by the enlarged Company and a waiver in relation to management fees payable by Shires to Aberdeen in the period up to the Effective Date, minimising the impact on NAV for Shareholders in the enlarged Company.

3 Overview of the Scheme

The Combination, if approved by Shareholders and Shires Shareholders, will be effected by way of a scheme of reconstruction and members’ voluntary winding-up of Shires under section 110 of the Insolvency Act and the associated transfer of cash and other assets of Shires to the Company in exchange for the issue of New AEI Shares. The New AEI Shares will be issued on the basis of the ratio between the AEI FAV per Share and the SHRS Rollover FAV per Share. Implementation of the Scheme is conditional upon, amongst other things, approval by Shareholders of the Issue Resolution at the General Meeting and the approval of Shires Shareholders at the Shires Meetings.

Alternatively, Shires Shareholders will be offered a cash exit opportunity at a 2 per cent. discount to the SHRS Residual FAV, subject to an aggregate limit of 25 per cent. of Shires’ issued ordinary share capital (excluding any Shires Shares held in treasury) at the Calculation Date being tendered.

In addition, the Board is proposing, as part of the Proposals, to:

- make certain amendments to the Company’s current investment objective and investment policy;
- bring forward the Company’s continuation resolution which the Board would otherwise be proposing at the Company’s annual general meeting which is expected to take place in February 2027;
- amend the Company’s Articles to reset the timetable for future continuation resolutions; and
- cancel the amount which would be standing to the credit of the Company’s share premium account following the issuance of the New AEI Shares to be issued pursuant to the implementation of the Scheme.

Pursuant to the Scheme, Shires will be put into liquidation and its assets split notionally into three pools in respect of: (i) assets that are not suitable for either the Cash Pool or the Rollover Pool, including the right to receive any and all interest and assets representing withholding tax expected to be recoverable by Shires, and a provision sufficient to meet any current and future, actual and contingent liabilities of Shires (being the Liquidation Pool); (ii) the interests of Shires Shareholders who elect, (or are deemed to elect) for the Cash Option (being the Cash Pool); and (iii) the

interests of continuing Shires Shareholders who are deemed to elect to roll over into the enlarged Company (being the Rollover Pool).

The Scheme will be implemented on a formula asset value (“FAV”) to FAV basis. FAVs for the purposes of the Scheme will be calculated in accordance with Shires’ and AEI’s normal accounting policies and will take into account the adjustments outlined below. FAVs will be calculated based on the NAVs (cum income, debt at fair value, if applicable) of the respective companies, on the Calculation Date.

Under the Scheme, Shires Shareholders will be entitled to elect to receive cash in respect of part or all of their shareholding, subject to an aggregate limit of 25 per cent. of the Shires’ issued ordinary share capital (excluding any Shires Shares held in treasury) at the Calculation Date. Any Shires Shareholders who do not make a valid election for the Cash Option (including to the extent any elections for the Cash Option are scaled back on a *pari passu* and *pro rata* basis as a result of elections for the Cash Option exceeding the limit set out above) will be issued New AEI Shares, subject to the separate arrangements for Excluded Shareholders detailed in the section titled “*Overseas Shires Shareholders*” below.

The Cash Option will be offered at a discount of two per cent. to the SHRS Residual FAV. Subject to any scaling back referred to above, each Shires Shareholder who elects (or is deemed to elect) for the Cash Option will receive the net realisation proceeds of such portion of the Cash Pool to which they are entitled which is expected to be equal to the SHRS Cash FAV per Share multiplied by the total number of Shires Shares held by such Shires Shareholder that have been validly elected, or are deemed to have been elected, for the Cash Option.

The SHRS Residual FAV shall be equal to the net assets of Shires as at the Calculation Date (calculated in accordance with Shires’ normal accounting policies) less: (i) the value of Shires’ assets that are not suitable for either the Cash Pool or the Rollover Pool, including the right to receive any and all interest and assets representing withholding tax expected to be recoverable by Shires (estimated at approximately £170,000 as at the Latest Practicable Date), and which will be appropriated to the Liquidation Pool; and (ii) the value of the cash and other assets appropriated to the Liquidation Pool to meet all known and unknown liabilities of Shires and other contingencies.

The SHRS Cash Pool FAV (being the value of the Cash Pool on the Calculation Date) shall be equal to the SHRS Residual FAV multiplied by the proportion of the issued ordinary share capital of Shires electing for, or deemed to have elected for, the Cash Option to the Shires’ issued ordinary share capital (excluding any Shires Shares held by Dissenting Shires Shareholders and excluding any Shires Shares held in treasury) less a discount of 2 per cent. (the “**Cash Option Discount**”).

The SHRS Cash FAV per Share (expressed in pence) shall equal the SHRS Cash Pool FAV divided by the total number of Shires Shares in respect of which Shires Shareholders have elected, or are deemed to have elected, for the Cash Option, subject to an aggregate limit of 25 per cent. of the Shires’ issued ordinary share capital (excluding Shires Shares held in treasury) and rounded down to six decimal places.

The value of the balance of the undertaking, cash and assets of Shires not appropriated to the Liquidation Pool or the Cash Pool will be the value of the Rollover Pool on the Calculation Date. The SHRS Rollover Pool FAV shall be equal to the SHRS Residual FAV multiplied by the proportion of the issued ordinary share capital of Shires not electing, or deemed to be electing, for the Cash Option to the Shires’ issued ordinary share capital (excluding any Shires Shares held by Dissenting Shires Shareholders and excluding any Shires Shares held in treasury), plus an agreed amount reflecting the benefit of the relevant proportion of the Cost Contributions (as set out more fully under the section titled “*Costs of implementing the Proposals and the Aberdeen Cost Contribution*” in Part 1 of this document).

The SHRS Rollover FAV per Share (expressed in pence) shall equal the SHRS Rollover Pool FAV divided by the total number of Shires Shares in respect of which Shires Shareholders are deemed to have elected for the Rollover Option and rounded down to six decimal places.

The AEI FAV shall be equal to the AEI NAV (cum-income, debt at fair value) as at the Calculation Date: (i) less any AEI Implementation Costs yet to be paid or accrued in the AEI NAV as at the Calculation Date; (ii) less any dividend which has been declared but not accrued in the AEI NAV or paid as at the Calculation Date; and (iii) plus an agreed amount reflecting the benefit of the relevant

proportion of the Cost Contributions (as set out more fully under the section titled “Costs of implementing the Proposals and the Aberdeen Costs Contribution” in Part 1 of this document).

The AEI FAV per Share (expressed in pence) shall be equal to the AEI FAV divided by the number of Shares in issue (excluding Shares held in treasury) and rounded down to six decimal places.

Shires Shareholders who are deemed to have elected for the Rollover Option shall have New AEI Shares issued to them based on the ratio of the SHRS Rollover FAV per Share to the AEI FAV per Share, multiplied by the number of Shires Shares in respect of which they are deemed to have elected for the Rollover Option. The SHRS Rollover FAV per Share, the SHRS Cash FAV per Share and the AEI FAV per Share, together with the total number of New AEI Shares to be issued under the Scheme is expected to be announced on 17 March 2026.

Overseas Shires Shareholders

An Overseas Shires Shareholder (being a Shires Shareholder who has a registered address outside, or who is resident in, or a citizen, resident or national of, a jurisdiction outside, the United Kingdom, the Channel Islands and the Isle of Man) will not be entitled to receive New AEI Shares under the Scheme unless they have satisfied Shires, AEI and the Liquidators (taking appropriate advice), that they are entitled to receive and hold New AEI Shares without breaching any relevant securities laws and without the need for compliance on the part of Shires and/or AEI with any overseas laws, regulations, filing requirements or the equivalent. If an Overseas Shires Shareholder does not satisfy Shires, AEI and the Liquidators as set out above, such Overseas Shires Shareholder will be an “**Excluded Shareholder**”.

Each Excluded Shareholder will be deemed to have elected for the Cash Option in respect of 100 per cent. of their holding of Shires Shares. To the extent that an Excluded Shareholder is entitled to and would otherwise receive New AEI Shares under the Scheme (i.e., to the extent that the Excluded Shareholder’s deemed election for the Cash Option is scaled back), then such New AEI Shares will be issued to the Liquidators as nominees on behalf of such Excluded Shareholder who will arrange for such shares to be sold promptly by a market maker (without regard to the personal circumstances of the relevant Excluded Shareholder and the value of the Shires Shares held by the relevant Excluded Shareholder).

4 Conditions of the Issue and the Scheme

The Issue and the Scheme are conditional upon the:

- passing of the Issue Resolution at the General Meeting and such resolution becoming unconditional in all respects;
- passing of the Continuation Vote;
- passing of the Shires Resolutions to approve the Scheme and the winding-up of Shires at the Shires Meetings and such resolutions becoming unconditional in all respects;
- the London Stock Exchange agreeing to admit the New AEI Shares to trading on its Main Market, subject only to allotment;
- Shires obtaining the requested tax clearance and confirmations relating to the Scheme from HMRC; and
- the recommendation of the boards of the Company and Shires to proceed with the Scheme which may be withdrawn by either board at any time.

Unless the conditions referred to above have been satisfied or, to the extent permitted, waived by both the Company and Shires on or before 30 June 2026, the Scheme will not become effective and the New AEI Shares will not be issued.

5 Costs of implementing the Scheme and the Aberdeen Costs Contribution

Costs of Shires

The costs directly incurred (or to be incurred) by Shires in connection with the implementation of the Scheme primarily comprise legal fees, financial advisory fees, the remuneration payable to the Liquidators and other professional advisory fees (the “**SHRS Implementation Costs**”).

Aberdeen has agreed to waive any termination fees payable under its investment management agreement with Shires which will terminate upon completion of the Scheme. The SHRS Implementation Costs are expected to be approximately £616,345, inclusive of VAT, where applicable. The estimate of the Shires' costs excludes the Liquidators' retention of £100,000 to cover unknown liabilities. The Liquidators' retention will be retained by the Liquidators to meet any unknown or unascertained liabilities of Shires. To the extent that some or all of the Liquidators' retention remains when the Liquidators decide to close the liquidation, this will be returned to Shires Shareholders that were on the register of members of Shires as at the Record Date.

Shires will also incur indirect costs when disposing of certain investments in the Shires Portfolio in order to raise portfolio liquidity, including to pay the cash entitlements of Shires Shareholders who elect (or are deemed to elect) for the Cash Option and when realising and aligning the undertaking and business carried on by Shires so that, so far as practicable, Shires will hold cash and investments suitable for transfer to AEI under the Transfer Agreement (the "**Portfolio Realisation Costs**").

Costs of AEI

The costs directly incurred (or to be incurred) by AEI in connection with the implementation of the Proposals primarily comprise legal fees, financial advisory fees and other professional advisory fees (the "**AEI Implementation Costs**"). The AEI Implementation Costs are expected to be approximately £726,263, inclusive of VAT, where applicable.

The enlarged Company (including those Shires Shareholders who are deemed to have elected for the Rollover Option and receive New AEI Shares pursuant to the Scheme) will also bear:

- any stamp duty, stamp duty reserve tax or other transaction tax, or investment costs incurred by AEI in relation to the acquisition of the Rollover Pool or the deployment of the cash in the Rollover Pool upon receipt; and
- any listing or admission fees payable in respect of the New AEI Shares (the "**AEI Admission Fees**"),

(together, the "**AEI Acquisition Costs**").

For the avoidance of doubt the AEI Acquisition Costs will not be reflected in the AEI FAV.

Aberdeen Costs Contribution

Subject to the Scheme becoming effective, Aberdeen has agreed to fund the SHRS Implementation Costs (other than a *pro rata* share of such costs that is attributable to those Shires Shareholders that elect or are deemed to have elected for the Cash Option after the application of any scale back), the AEI Implementation Costs and the AEI Admission Fees, to the extent not covered by the Cash Option Discount (the "**Aberdeen Costs Contribution**").

The benefit of the Cash Option Discount and the Aberdeen Costs Contribution shall be apportioned between the SHRS Rollover Pool FAV and the AEI FAV such that the impact of the SHRS Implementation Costs, the AEI Implementation Costs and the AEI Admission Fees, net of the Cost Contributions, on the value of the holdings of the Shires Shareholders that are deemed to elect for the Rollover Option and the AEI Shareholders shall be nil.

The Aberdeen Costs Contribution will be made through a combination of an offset against future management fees, paid by the enlarged Company, and a waiver in relation to management fees payable by Shires to Aberdeen in the period up to the Effective Date.

In recognition of the Aberdeen Costs Contribution, and conditional upon the implementation of the Scheme, the Investment Management Agreement will be amended to include an initial one-year fixed term for Aberdeen from the Effective Date, reverting to termination on a rolling six-months' notice thereafter.

In the event that the Scheme aborts, each of Shires, AEI and Aberdeen will pay one third of any abort costs which as at the Latest Practicable Date are estimated to be £645,000 plus VAT in aggregate.

6 Dividend policy

The Company's current dividend and dividend policy will be maintained by the enlarged Company. The anticipated annual dividend of the enlarged Company for the year to 30 September 2026 is not less than 23.1p per annum paid quarterly. It is intended that the dividend policy will be progressive with the enlarged Company aiming to increase its dividend each year and maintain AIC "Dividend Hero" status.

Following completion of the Combination, the enlarged Company will aim for the annual dividend to be covered largely by earned net income and, if necessary, revenue reserves and realised profits from capital may be used to cover any shortfall, at the discretion of the Directors.

7 Directors

Conditionally upon the Scheme becoming effective and with effect from Admission, Simon White will be appointed to the Board.

Simon White was appointed as a director of Shires in 2024. Simon has a background in UK equity fund management and significant experience in the investment trust sector. He was, until June 2022, Co-Head of Investment Trusts at BlackRock where he was responsible for overseeing the company secretarial, sales and marketing and third-party administration services. He was also involved in successful fundraisings and significant secondary issuance within the investment trust business. He is currently a Senior Adviser to Cadarn Capital, an independent distribution and investor relations company servicing London-listed investment companies.

The Board of the enlarged Company will therefore consist of the Company's four continuing Directors, as Caroline Hitch is retiring from the Board at the completion of the Annual General Meeting of the Company which is scheduled to take place on 17 February 2026, and Simon White.

8 Management fee arrangements

The existing annual management fee payable by the Company to the Manager, which is calculated at a rate of 0.55 per cent. of Net Asset Value, will be retained by the enlarged Company. The Manager will also be paid a fixed annual management fee of £120,000 per annum (linked to CPI). The aggregate fees payable to the Manager will be subject to scaling back so that the OCR of the enlarged Company will not exceed 0.78 per cent..

As set out in paragraph 5 above, the Manager has agreed to make the Aberdeen Costs Contribution to the costs of the Scheme. The Aberdeen Costs Contribution will be made through a combination of an offset against future management fees, paid by the enlarged Company with effect from Admission, and a waiver in relation to management fees payable by Shires to Aberdeen in the period up to the Effective Date.

9. Amendments to Investment Objective and Investment Policy

Upon the Scheme becoming unconditional, it is proposed that the Company will make certain amendments to its investment objective and investment policy as set out below.

The full text of the proposed amended investment objective and investment policy is set out in Part 4 of this document.

Resolution 2 will be proposed at the General Meeting (the "**Investment Objective and Investment Policy Change Resolution**") to seek shareholder approval to the adoption of the amended investment objective and investment policy.

Aside from these proposed changes, the investment strategy of the enlarged Company will remain largely unchanged and would, on the assumption that the Scheme is implemented, incorporate the preference share portfolio and non-UK listed holdings of Shires. The enlarged Company will remain benchmark agnostic and its performance will continue to consider the FTSE All-Share Index as its Reference Index, recognising the Company's primary exposure being to UK listed equities.

10 Loan Novation

Shires is the borrower under a Term Loan with The Royal Bank of Scotland International Limited (London Branch) as lender, under which, as at the date of this document, £10 million has been drawn down and is outstanding. The Term Loan has a fixed interest rate of 3.903 per cent., is

repayable on 3 May 2027 and is unsecured. Due to the attractive interest rate on the Term Loan, rather than the Term Loan being repaid by Shires prior to entering liquidation, the Company, in conjunction with the implementation of the Scheme, has agreed to take over responsibility as borrower under the Term Loan, conditional upon the Scheme becoming unconditional in all respects. The Company, Shires and The Royal Bank of Scotland International Limited (London Branch) are intending to enter into a loan novation agreement in order to novate the benefit of, and liability for, the Term Loan over to the Company with effect from the Effective Date. The Company's existing revolving credit facility with Royal Bank of Scotland International Limited (London Branch) is intended to be amended and restated in order to incorporate the terms of the Term Loan. Shires will be responsible for the payment of any interest in relation to the Term Loan up to the Effective Date.

11 Continuation Vote

Under the Company's current Articles, the Company is required to propose a continuation resolution (that the Company continue as an investment trust) at the Company's annual general meeting in February 2027. As part of the Proposals, the Company is proposing to bring forward this continuation resolution (the "**Continuation Vote**") to be considered as part of the business of the General Meeting at Resolution 3.

12 Amendments to Articles

Due to the proposal to bring forward the Continuation Vote, as summarised in paragraph 11 above, it is necessary for the Company to amend the current Articles which, as currently drafted, would commit the Company to proposing a further continuation vote at its annual general meeting in February 2027. The proposed amendments will have the effect of resetting the timetable for future continuation votes with the next continuation vote being required to be proposed at the Company's annual general meeting in February 2031 and at every fifth annual general meeting thereafter.

In order to implement this change, Resolution 4 to be proposed at the General Meeting seeks approval to amend the Articles to delete the current Article 151.2 and replace it with the amended Article 151.2 as set out in Part 3 of this document. The Scheme is not conditional on the passing of this resolution.

13 Cancellation of Share Premium Account

The issue of New AEI Shares under the Scheme will, under accounting rules, create a new share premium account for the Company which if left is typically undistributable for the purposes of paying dividends and buying back shares. The Board is therefore including, as part of the Proposals, to seek shareholder approval to cancel that share premium account.

Accordingly, Resolution 5 to be proposed at the General Meeting seeks approval to cancel the amount which would be standing to the credit of the Company's share premium account following the issuance of the New AEI Shares pursuant to the implementation of the Scheme. Subject to the approval of the Court, the amount cancelled would be credited to a special distributable reserve in the accounts of the Company which would be available to the Company for the purposes of making distributions and/or funding share buybacks by the Company.

14 Considerations associated with the Scheme

Shareholders should have regard to the following when deciding how to cast their votes at the General Meeting:

- Implementation of the Scheme is conditional, amongst other things, upon:
 - (i) the passing of the Issue Resolution;
 - (ii) the passing of the Continuation Vote; and
 - (iii) Shires Shareholders approving the Scheme.

If any condition of the Scheme is not met or, where applicable, waived, the Scheme will not be implemented and certain abort costs and expenses incurred in connection with the Scheme will be borne by the Company.

- If the Scheme does not proceed, the Company and Shires would remain as separate investment trusts and Shareholders would not therefore realise any of the benefits associated with the Scheme set out in this document.

15 General Meeting

The implementation of the Proposals requires a general meeting of the Company to be held. The notice convening the General Meeting (to be held at 11.30 a.m. on 9 March 2026) is set out at the end of this document.

The Resolutions to be proposed at the General Meeting, on which all Shareholders may vote, are as follows:

- Resolution 1 – to approve the allotment of the New AEI Shares pursuant to the Issue, which will be proposed as an ordinary resolution;
- Resolution 2 – to approve the adoption of the amended investment objective and investment policy as set out in Part 4 of this document, which will be proposed as an ordinary resolution;
- Resolution 3 – to approve the Continuation Vote, which will be proposed as an ordinary resolution;
- Resolution 4 – to approve the amendments to the Articles to replace the current Article 151.2 with the new Article 151.2 as set out in Part 3 of this document, which will be proposed as a special resolution; and
- Resolution 5 – to approve the cancellation of the amount standing to the credit of the Company's share premium account following the issuance of the New AEI Shares, which resolution will be proposed as a special resolution.

An ordinary resolution requires a majority of the votes cast in respect of it, whether in person or by proxy, to be voted in favour in order for it to be passed. A special resolution requires at least 75 per cent. of the votes cast in respect of it, whether in person or by proxy, to be voted in favour in order for it to be passed.

The number of New AEI Shares to be issued under the Scheme is not known at the date of this document as it will be calculated in accordance with the formula stated in paragraph 3 above as at the Calculation Date and will depend on the elections and deemed elections made under the Scheme. The number of New AEI Shares to be issued will be announced through a RIS announcement as soon as practicable following the Calculation Date. Pursuant to the Issue Resolution, the maximum number of Ordinary Shares that the Directors will be authorised to allot in connection with the Issue is 40 million Ordinary Shares (representing approximately 79 per cent. of the issued share capital of the Company (excluding Shares held in treasury) at the Latest Practicable Date). The authority granted by the Issue Resolution shall (unless previously revoked) expire on 1 July 2026.

16 Action to be taken by Shareholders

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meeting as the Directors intend to do in respect of their own beneficial holdings and, if their Shares are not held directly, to arrange for their nominee to vote on their behalf.

Shareholders are requested to complete and return proxy appointments to the Receiving Agent by one of the following means:

- (a) by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
- (b) 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 by post, by courier or by hand; or
- (c) 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; or
- (d) institutional investors may also be able to appoint a proxy electronically via the Proximity platform.

In each case, the proxy appointments must be received by the Receiving Agent as soon as possible and, in any event, no later than 11.30 a.m. on 5 March 2026. Completion and return of a proxy appointment will not prevent you from attending and voting in person at the General Meeting should you wish to do so.

Investors who hold their Shares through an investment platform or other nominee service are encouraged to contact their investment platform provider or nominee as soon as possible to arrange for votes to be lodged on their behalf. Further information on how to vote across the most common investment platforms is available at the following link: <https://www.theaic.co.uk/how-to-vote-your-shares>.

If the Issue Resolution and/or the Continuation Resolution is not passed, the Scheme will not become effective and no New AEI Shares will be issued.

17 Recommendation

The Board, which has been advised by J.P. Morgan Cazenove, considers the Proposals and the Resolutions to be proposed at the General Meeting to be in the best interests of Shareholders as a whole. In providing its advice, J.P. Morgan Cazenove has taken into account the Board's commercial assessment of the Proposals.

Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings, which total 56,523 Shares (representing 0.11 per cent. of the Company's total voting rights) as at the Latest Practicable Date.

Yours faithfully

Sarika Patel
Chair

PART 2

ADDITIONAL INFORMATION RELATING TO THE SCHEME AND THE ISSUE

1 Introduction

The Issue is being undertaken pursuant to the proposed scheme of reconstruction and members' voluntary winding-up of Shires under section 110 of the Insolvency Act. The Scheme involves Shires being placed into members' voluntary liquidation and Shires Shareholders receiving New AEI Shares issued by the Company in exchange for the transfer to the Company of the Rollover Pool. Shires Shareholders may elect to receive cash, in respect of some or all of their holdings of Shires Shares under the terms of the Scheme up to a maximum of 25 per cent. of Shires' issued ordinary share capital (excluding any Shires Shares held in treasury) as at the Calculation Date.

The New AEI Shares are only available to eligible Shires Shareholders who are deemed to elect for the Rollover Option under the Scheme. The New AEI Shares are not being offered to existing Shareholders (save to the extent an existing Shareholder is also a Shires Shareholder) or otherwise to the public.

2 Further details of the Scheme

Subject to the passing of the Issue Resolution and the Continuation Resolution, and subject to the satisfaction of the other conditions of the Scheme (details of which are set out in paragraph 4 of Part 1 of this document), the Scheme will take effect on the Effective Date.

The Scheme will be implemented in accordance with the terms of the Transfer Agreement that will be entered into by the Company, Shires and the Liquidators, which provides for the Rollover Pool to be transferred to the Company in consideration for the issue of New AEI Shares to Shires Shareholders who are deemed to elect for the Rollover Option under the Scheme. Any cash that is transferred in accordance with the terms of the Transfer Agreement as part of the Rollover Pool will be invested by the Company in accordance with its investment objective and policy. The Company is intending to make the changes to its investment objective and investment policy set out in Part 4 of this document in connection with the Scheme.

Under the Scheme:

- (a) Shires Shareholders will be entitled to elect to receive cash in respect of part or all of their Shires Shares, subject to an aggregate limit of 25 per cent. of the Shires' issued ordinary share capital (excluding any Shires Shares held in treasury) at the Calculation Date. The Cash Option will be offered at a discount of 2 per cent. to the SHRS Residual FAV; and
- (b) eligible Shires Shareholders will by default receive New AEI Shares to the extent that they do not make a valid election for the Cash Option in respect of some or all of their Shires Shares or to the extent that their elections for the Cash Option are scaled back in accordance with the Scheme.

For illustrative purposes only

Had the Calculation Date been close of business on the Latest Practicable Date and assuming that no Shires Shareholders exercise their right to dissent from participation in the Scheme and 10 per cent. of the issued Shires Shares (excluding Shires Shares held in treasury) is elected for the Cash Option and after taking into account both the Shires Pre-liquidation Dividend (of 10 pence per Shires Share) and the AEI First Interim Dividend (of 5.7 pence per Share), then the results would have been as shown in the table below:

Metric	Pence per share
SHRS NAV per Share*	312.46
SHRS Cash FAV per Share	304.01
SHRS Rollover FAV per Share**	311.78
AEI NAV per Share*	412.87
AEI FAV per Share	412.87
Resulting in:	
Conversion ratio	0.755152
New AEI Shares to be issued	26,785,640

* Adjusted for the Shires Pre-liquidation Dividend and the AEI First Interim Dividend, respectively.

** The difference between the illustrative SHRS NAV per Share and the illustrative SHRS Rollover FAV per Share is attributable to the establishment of the Liquidation Pool.

The above figures are for illustrative purposes only and do not represent forecasts. The SHRS Rollover FAV per Share, AEI FAV per Share and SHRS Cash FAV per Share and Shareholders' entitlements under the Scheme may materially change up to the Effective Date as a result of, *inter alia*, changes in the value of investments. For the avoidance of doubt, the illustrative SHRS Rollover FAV per Share and the illustrative SHRS Cash FAV per Share do not take into account any Portfolio Realisation Costs as they are unquantifiable as at the Latest Practicable Date.

The Company will notify Shareholders of the results of the Scheme and the Issue, including the calculations of the SHRS Rollover FAV per Share, the AEI FAV per Share, and the number of New AEI Shares to be issued under the Scheme, through a RIS as soon as reasonably practicable following the Calculation Date and prior to the Issue.

3 Further details of the Issue

The number of New AEI Shares to be issued under the Scheme is not known at the date of this document as it will be calculated in accordance with the formula stated in paragraph 3 of Part 1 of this document as at the Calculation Date and will depend on the elections and deemed elections made under the Scheme. The number of New AEI Shares to be issued will be announced through a RIS announcement as soon as practicable following the Calculation Date.

The New AEI Shares will be issued on a non-pre-emptive basis and will rank equally in all respects with the existing issued Shares other than in respect of any dividends which have a record date prior to the Effective Date.

4 Dilution

Existing Shareholders are not able to participate in the Issue (unless they also hold Shires Shares at the Record Date) and will suffer a dilution to their voting rights based on the actual number of New AEI Shares issued under the Scheme.

For illustrative purposes only

If 26,785,640 New AEI Shares were to be issued under the Scheme (being the estimated number of New AEI Shares that will be issued pursuant to the Issue, assuming that:

- (i) no Shires Shareholders exercise their right to dissent from participation in the Scheme;
- (ii) 10 per cent. of the total Shires Shares are elected for the Cash Option; and
- (iii) the ratio between the AEI FAV per Share and the SHRS Rollover FAV per Share is 0.755152 as outlined in paragraph 2 of this Part 2) then, based on the issued share capital of the Company as at the Latest Practicable Date, and assuming that:
 - (a) an existing Shareholder is not a Shires Shareholder at the Record Date and is therefore not able to participate in the Issue; and
 - (b) there had been no change to the Company's issued share capital prior to Admission,

an existing Shareholder holding 1 per cent. of the Company's issued share capital (excluding Shares held in treasury) as at the Latest Practicable Date would then hold 0.65 per cent. of the Company's issued share capital (excluding Shares held in treasury) following the Issue.

5 Admission and dealings

Applications will be made by the Company to the FCA and to the London Stock Exchange for the New AEI Shares to be admitted to listing in the closed-ended investment funds category of the Official List and to trading on the Main Market, respectively. If the Scheme becomes effective, it is expected that the New AEI Shares will be admitted to the Official List, and dealings on the Main Market will commence, on 18 March 2026. The results of the Issue will be announced on or around 17 March 2026 via a RIS announcement.

Fractional entitlements to New AEI Shares will not be issued under the Scheme and entitlements will be rounded down to the nearest whole number of New AEI Shares. No cash payments will be made or returned in respect of any fractional entitlements which will be retained for the benefit of the Company.

The New AEI Shares will be in registered form and may be held in either certificated or uncertificated form. Shires Shareholders who are deemed to have elected for the Rollover Option and who hold their relevant Shires Shares in certificated form at the Record Date will receive their New AEI Shares in certificated form and at their own risk. Shires Shareholders who are deemed to have elected for the Rollover Option and who hold their relevant Shires Shares in uncertificated form as at the Record Date will receive their New AEI Shares in uncertificated form on 18 March 2026, although the Company reserves the right to issue such securities in certificated form. In normal circumstances, this right is only likely to be exercised by the Company in the event of an interruption, failure or breakdown of CREST or the facilities or system operated by the Registrar in connection with CREST.

6 Miscellaneous

- 6.1 J.P. Morgan Cazenove has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which it appears.
- 6.2 As at the date of this document, the Company held no Shares in treasury.
- 6.3 A copy of the Articles (containing the full terms of the amendments proposed to be made at the General Meeting) will be available for inspection on the National Storage Mechanism and at the place of the General Meeting for at least 15 minutes prior to and during that meeting.

PART 3

AMENDMENT TO ARTICLES

The current Article 151.2 shall be replaced with a new Article 151.2:

“At the annual general meeting to be held in February 2031 and at every fifth subsequent annual general meeting, the Directors shall cause an ordinary resolution to be proposed to the effect that the Company continues as an investment trust.”

PART 4

PROPOSED AMENDED INVESTMENT OBJECTIVE AND INVESTMENT POLICY

Investment Objective

The Company's objective is to provide shareholders with a progressive dividend and long-term capital growth from a portfolio invested predominantly in UK listed equities.

Investment Policy

The Company's investment policy, which has been set by the Directors, is as follows:

- to invest in a diversified portfolio predominantly invested in UK-listed equities;
- the Company's portfolio will normally comprise between 50 and 70 individual equity holdings; and
- the Company may invest in preference shares (including convertibles), convertible loan stock, gilts and corporate bonds, and may invest in derivatives for efficient portfolio management and income generation.

Investment Limits

In order to reduce risk in the Company without compromising flexibility, the following limits have been set:

- no holding within the portfolio should exceed 10 per cent. of total assets at the time of acquisition;
- the top ten holdings within the portfolio will not exceed 50 per cent. of net assets;
- no holding in any one issuer, including all equity and debt positions, should exceed 10 per cent. of total assets at the time of acquisition;
- a maximum of 20 per cent. of total assets may be invested in the equity securities of overseas companies in developed markets at the time of acquisition; and
- a maximum of 20 per cent. of total assets may be invested in investment grade fixed income bearing securities at the time of acquisition.

Limits in relation to preference shares

- A maximum of 7.5 per cent. of total assets may be invested in the preference shares of any one company at the time of acquisition; and
- the Company may not hold more than 10 per cent. of any investee company's preference shares at the time of acquisition.

Limits in relation to traded option contracts

- Call options written are to be covered by stock;
- put options written are to be covered by net current assets/borrowing facilities;
- call options are not to be written on more than 10 per cent. of the equity portfolio; and
- put options are not to be written on more than 10 per cent. of the equity portfolio.

Gearing policy

The Directors set the gearing policy within which the portfolio is managed. The parameters are that the portfolio should operate between holding 5 per cent. net cash and up to 25 per cent. net gearing at the time of drawdown. The Directors have delegated responsibility to the Manager for the operation of the gearing level within the above parameters.

The Company may only make material changes to its investment policy with the approval of Shareholders in the form of an ordinary resolution. In addition, any material changes to the Company's investment policy will require the prior approval of the Financial Conduct Authority.

PART 5

DEFINITIONS

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

Aberdeen or Manager	abrdn Fund Managers Limited
Aberdeen Costs Contribution	has the meaning set out in the section titled “ <i>Costs of Implementing the Scheme and the Aberdeen Costs Contribution</i> ” in Part 1 of this document
Admission	the admission of the New AEI Shares to be issued pursuant to the Scheme to listing in the closed-ended investment funds category of the Official List and to trading on the Main Market becoming effective
AEI Acquisition Costs	has the meaning set out in the section titled “ <i>Costs of Implementing the Scheme and the Aberdeen Costs Contribution</i> ” in Part 1 of this document
AEI Admission Fees	has the meaning set out in the section titled “ <i>Costs of Implementing the Scheme and the Aberdeen Costs Contribution</i> ” in Part 1 of this document
AEI FAV	shall be equal to the AEI NAV (cum-income, debt at par value) as at the Calculation Date: (i) less any AEI Implementation Costs yet to be paid or accrued in the AEI NAV as at the Calculation Date; (ii) less any dividend which has been declared but not accrued in the AEI NAV or paid as at the Calculation Date; and (iii) plus an agreed amount reflecting the benefit of the relevant proportion of the Cost Contributions
AEI FAV per Share	the AEI FAV divided by the number of Shares in issue (excluding Shares held in treasury) as at the Calculation Date (expressed in pence) and rounded down to six decimal places
AEI First Interim Dividend	the first interim dividend announced by AEI in respect of the financial year ended 30 September 2026 payable on 27 March 2026
AEI Implementation Costs	has the meaning set out in the section titled “ <i>Costs of Implementing the Scheme and the Aberdeen Costs Contribution</i> ” in Part 1 of this document;
Articles	the articles of association of the Company, as amended from time to time
Board	the board of Directors of the Company from time to time, including any duly constituted committee thereof
Calculation Date	the time and date to be determined by the Board and the Shires Board (but expected to be close of business on 12 March 2026), at which the value of Shires’ assets and liabilities will be determined for the creation of the Liquidation Pool, the Cash Pool and the Rollover Pool, and at which the SHRS Residual FAV, the SHRS Rollover FAV per Share, the SHRS Cash FAV per Share and the AEI FAV per Share will be calculated for the purposes of the Scheme
Cash Option	the option for Shires Shareholders to receive cash under the terms of the Scheme
Cash Option Discount	has the meaning as set out in the section titled “ <i>Overview of the Scheme</i> ” in Part 1 of this document

Cash Pool	the pool of cash and other assets attributable to the interests of Shires Shareholders who elect for the Cash Option
certificated or in certificated form	a share that is not in uncertificated form
Combination	the proposed combination of the Company with Shires by means of a member' voluntary liquidation of Shires
Company or AEI	Aberdeen Equity Income Trust plc, a public limited company incorporated in England and Wales with registered number 02648152 and having its registered office at 280 Bishopsgate, London EC2M 4AG
Continuation Vote	the continuation vote relating to the Company as set out in Resolution 3 to be proposed at the General Meeting
Cost Contributions	the Cash Option Discount and the Aberdeen Costs Contribution
CREST	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
CREST Manual	the compendium of documents entitled "CREST Manual" issued by Euroclear from time to time
CREST member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
CREST Regulations	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
CREST sponsored member	a CREST member admitted to CREST as a sponsored member
Directors	the directors of the Company, from time to time
Dissenting Shires Shareholder	a Shires Shareholder who validly dissents from the Scheme pursuant to section 111(2) of the Insolvency Act
Effective Date	the date on which the Scheme becomes effective, which is expected to be 17 March 2026
Euroclear	Euroclear UK & International Limited, the operator of CREST
Excluded Shareholders	(i) Overseas Shires Shareholders unless they have satisfied Shires, the Company and the Liquidators (taking appropriate advice) that they are entitled to receive and hold New AEI Shares without breaching any relevant securities laws or regulations and without the need for compliance on the part of Shires or the Company with any additional regulatory requirements; and (ii) Sanctions Restricted Persons
FAV	formula asset value
FCA	the Financial Conduct Authority of the United Kingdom, including any replacement or substitute therefor, and any regulatory body or person succeeding, in whole or in part, to the functions thereof
First Shires General Meeting	the general meeting of Shires in relation to the Scheme convened for 10.30 a.m. on 9 March 2026 or any adjournment of that meeting
Form of Proxy	the personalised form of proxy for use by Shareholders in connection with the General Meeting
FSMA	the UK Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of the Company convened for 11.30 a.m. on 9 March 2026 or any adjournment of that meeting
Insolvency Act	the UK Insolvency Act 1986, as amended

Investment Management Agreement	the investment management agreement dated 4 July 2014, between the Company and the Manager, as amended and novated
Investment Objective and Investment Policy Change Resolution	Resolution 2 to be proposed at the General Meeting relating to the amendment of the Company's investment objective and investment policy
Issue	the issue of New AEI Shares to Shires Shareholders who are deemed to have elected for the Rollover Option pursuant to the Scheme
Issue Resolution	Resolution 1 to be proposed at the General Meeting relating to the allotment of New AEI Shares pursuant to the Issue
J.P. Morgan Cazenove	J.P. Morgan Cazenove Bank PLC
Latest Practicable Date	close of business on 5 February 2026, being the latest practicable date prior to publication of this document
Liquidation Pool	the pool of assets of Shires to be retained by the Liquidators to meet all known and unknown liabilities of Shires and other contingencies
Liquidators	the liquidators of Shires
London Stock Exchange	London Stock Exchange plc
Main Market	the main market for listed securities of the London Stock Exchange
NAV or Net Asset Value	the gross assets of the Company or Shires, as appropriate, less its liabilities (including provisions for such liabilities) determined in accordance with the accounting principles adopted by that company
New AEI Shares	the new Shares to be issued to Shires Shareholders who are deemed to have elected for the Rollover Option pursuant to the Scheme
OCR	ongoing charges ratio
Official List	the official list maintained by the Financial Conduct Authority
Overseas Shires Shareholder	a Shires Shareholder who has a registered address outside of, or who is a resident in, or citizen, resident or national of, any jurisdiction outside the United Kingdom, the Channel Islands or the Isle of Man
Portfolio	the portfolio of investments in which the funds of the Company are invested from time to time
Portfolio Realisation Costs	has the meaning set out in the section titled " <i>Costs of Implementing the Scheme and the Aberdeen Costs Contribution</i> " in Part 1 of this document
PRA	the Prudential Regulation Authority of the United Kingdom and any organisation which may replace it or take over the conduct of its affairs
Proposals	the proposals for the Company's participation in the Scheme and the Issue, as set out in further detail in this document, and, where the context so requires, the proposed adoption of the amended investment objective and investment policy set out in Part 4 of this document, the Continuation Vote, the proposed amendments to the Articles set out in Part 3 of this document, and the proposed cancellation of the share premium account of the Company following the issuance of the New AEI Shares

Receiving Agent or Registrar	Computershare Investor Services PLC
Reclassified Shires Shares	the Shires Shares reclassified for the purposes of the Scheme as Shires Shares with “A” rights or “B” rights
Record Date	6.00 p.m. on 9 March 2026 (or such other date as determined at the sole discretion of the Shires Directors) being the date for determining Shires Shareholders’ entitlements under the Scheme
Register	the register of members of the Company
Regulatory Information Service or RIS	a service authorised by the FCA to release regulatory announcements to the London Stock Exchange
Resolutions	the resolutions to be proposed at the General Meeting relating to: (i) the allotment of New AEI Shares pursuant to the Issue; (ii) the Investment Objective and Investment Policy Change Resolution, (iii) the Continuation Vote, (iv) the amendments to the Articles set out in Part 3 of this document, and (v) the cancellation of the share premium account of the Company following the issuance of the New AEI Shares
Rollover Option	the option for Shires Shareholders under the Scheme to receive New AEI Shares in respect of some or all of their holding of Shires Shares on the winding-up of the Company
Rollover Pool	the pool of cash, undertaking and other assets (including, subject to the Term Loan being novated to the Company pursuant to the Scheme, assets with a value equal to the fair value of the Term Loan) to be established under the Scheme to be transferred to AEI pursuant to the Transfer Agreement
Sanctions Authority	each of: <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"> (a) 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; (b) that is, or is directly or indirectly owned or controlled by a person that is, described, or designated in (i) the current “Specially Designated Nationals” list (which as of the date hereof can be found at: https://sanctionslist.ofac.treas.gov/Home/SdnList); and/or (ii) the current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: https://data.europa.eu/data/datasets/consolidated-list-ofpersons-groups-and-entities-subject-to-eu-

[financialsanctions?locale=en](https://search-uk-sanctions-list.service.gov.uk/)); or (iii) the current “UK Sanctions List” (which as at the date hereof can be found at: [https:// search-uk-sanctions-list.service.gov.uk/](https://search-uk-sanctions-list.service.gov.uk/)); or;

- (c) 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 hereof can be found at: <https://ofac.treasury.gov/other-ofacsanctions-lists>) (the “**SSI List**”), (b) Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014 (the “**EU Annexes**”), or (c) any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes;

Scheme	the proposed scheme of reconstruction and members’ voluntary winding-up of Shires under section 110 of the Insolvency Act, pursuant to which the Issue shall be undertaken
SDRT	stamp duty reserve tax imposed under Part IV of the UK Finance Act 1986, as amended
Second Shires General Meeting	the general meeting of Shires in relation to the Scheme convened for 9.00 a.m. on 17 March 2026 (or any adjournment of that meeting)
Shareholders	holders of Shares
Shares	ordinary shares with a nominal value of 25 pence each in the capital of the Company, including the New AEI Shares following their issue if the context so requires
Shires	Shires Income PLC, a public limited company incorporated in England and Wales with registered number 00386561 and having its registered office at 280 Bishopsgate, London EC2M 4AG
Shires Directors	the directors of Shires, from time to time
Shires General Meeting	the First Shires General Meeting and/or the Second Shires General Meeting, as the context requires
Shires Meetings	together, the Shires General Meetings and the Shires Ordinary Shares Class Meeting
Shires Ordinary Shares Class Meeting	the separate class meeting of the holders of Shires Shares in relation to the Scheme convened for 10.45 a.m. on 9 March 2026 (or any adjournment of that meeting)
Shires Portfolio	Shires’ portfolio of investments prior to the Effective Date
Shires Pre-liquidation Dividend	a pre-liquidation dividend of 10 pence per Shires Share which, subject to the passing of relevant resolutions in relation to the Scheme, will be paid on 13 March 2026 to Shires Shareholders on the Shires Register as at 20 February 2026, having an ex-dividend date of 19 February 2026
Shires Register	the register of members of Shires
Shires Resolutions	the resolutions to be proposed at the Shires Ordinary Shares Class Meeting and/or the First Shires General Meeting and/or the Second Shires General Meeting, or any of them as the context may require
Shires Shareholders	holders of Shires Shares whose names are entered on the Shires Register as at the Record Date
Shires Shares	ordinary shares of 50 pence each in the capital of Shires

SHRS Cash FAV per Share	the SHRS Cash Pool FAV divided by the total number of Reclassified Shires Shares with “B” rights (excluding any Shires Shares held by Dissenting Shires Shareholders and any Shires Shares held in treasury), subject to an aggregate limit of 25 per cent. of Shires’ issued ordinary share capital (excluding Shires Shares held in treasury), (expressed in pence) and rounded down to six decimal places
SHRS Cash Pool FAV	the SHRS Residual FAV multiplied by the proportion of Reclassified Shires Shares with “B” rights to the total number of Reclassified Shires Shares (excluding any Shires Shares held by Dissenting Shires Shareholders and any Shires Shares held in treasury) less a discount of 2 per cent
SHRS Implementation Costs	has the meaning set out in the section titled “ <i>Costs of Implementing the Scheme and the Aberdeen Costs Contribution</i> ” in Part 1 of this document;
SHRS Residual FAV	shall be equal to the net assets of Shires as at the Calculation Date (calculated in accordance with Shires’ normal accounting policies), less the value of the cash and other assets appropriated to the Liquidation Pool in accordance with the Scheme
SHRS Rollover Pool FAV	shall be equal to the SHRS Residual FAV multiplied by the proportion of Reclassified Shires Shares with “A” rights to the total number of Reclassified Shires Shares (excluding any Shires Shares held by Dissenting Shires Shareholders and excluding any Shires Shares held in treasury) plus an agreed amount reflecting the benefit of the relevant proportion of the Cost Contributions
SHRS Rollover FAV per Share	the SHRS Rollover Pool FAV divided by the total number of Reclassified Shires Shares with “A” rights (expressed in pence) and rounded down to six decimal places
Term Loan	the term loan (Facility A) contained in the facilities agreement dated 2 May 2022 entered into between Shires and The Royal Bank of Scotland International Limited (London Branch)
Transfer Agreement	the agreement for the transfer of assets and liabilities from Shires to the Company pursuant to the Scheme to be dated on the Effective Date between the Company, Shires (acting by the Liquidators) and the Liquidators
uncertificated or in uncertificated form	means recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST
VAT	UK value added tax

NOTICE OF GENERAL MEETING
ABERDEEN EQUITY INCOME TRUST PLC
(the “Company”)

(Incorporated in England and Wales with registered number 02648152 and registered as an investment company under section 833 of the Companies Act 2006)

NOTICE IS HEREBY GIVEN THAT a general meeting of the Company will be held at Aberdeen Group plc, 18 Bishops Square, London, E1 6EG at 11.30 a.m. on 9 March 2026 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 3 will be proposed as ordinary resolutions and resolutions 4 and 5 will be proposed as a special resolutions:

Ordinary Resolutions

- 1 THAT, in addition to any existing authorities and conditional upon the scheme of reconstruction and members’ voluntary winding-up of Shires Income PLC (as described in the circular to the shareholders of the Company dated 11 February 2026 of which this notice of general meeting forms part (the “**Circular**”)) (the “**Scheme**”) becoming unconditional in all respects, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot ordinary shares of 25 pence each in the capital of the Company up to an aggregate nominal value of £10,000,000 in connection with the Issue (as defined in the Circular), provided that this authority shall (unless previously revoked) expire on 1 July 2026.
- 2 THAT, conditional on the Scheme becoming unconditional in all respects, the investment objective and investment policy set out in Part 4 of the Circular be and is hereby adopted as the Company’s investment objective and investment policy.
- 3 THAT, the Company continue as an investment trust.

Special Resolutions

- 4 THAT, the Articles of Association of the Company be and are hereby amended by the deletion of the current Article 151.2 and its replacement with the new Article 151.2 as set out in Part 3 of the Circular.
- 5 THAT, conditional on the Scheme becoming unconditional in all respects and subject to the confirmation and approval of the Court, the amount standing to the credit of the share premium account of the Company immediately following completion of the issue of the New AEI Shares (as such term is defined in the Circular) be cancelled, and the amount of the share premium account so cancelled be credited to a reserve.

Registered office:

280 Bishopsgate
London EC2M 4AG

Dated: 11 February 2026

By Order of the Board

abrdn Holdings Limited
Corporate Secretary

Notes:

These notes should be read in conjunction with the notes on the Form of Proxy.

- 1 A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her at the General Meeting. A proxy need not be a shareholder. A shareholder may appoint more than one proxy, provided that each proxy is appointed to attend, speak and vote in respect of a different share or shares. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chair of the meeting) and give instructions directly to them. Appointing a proxy will not prevent a shareholder from attending in person and voting at the meeting. A proxy form which may be used to make such an appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should, or if you would like to appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services PLC on 0370 707 1150. In the case of joint holders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
- 2 To be valid, the appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority, if any, under which it is signed or authenticated should be sent to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Alternatively, a proxy instruction may be submitted electronically using the following link:www.investorcentre.co.uk/eproxy In either case, to arrive not less than 48 hours (excluding non-working days) before the time of the General Meeting or any adjourned General Meeting.
- 3 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company at close of business on 5 March 2026 (or, if the meeting is adjourned, 48 hours by close of business on the day which is two working days prior to the date of the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that time. In each case, changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Any shareholder holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chair of the meeting as his/her proxy(ies) will need to ensure that both he/she and his/her proxy(ies) comply with their respective disclosure obligations under the FCA Disclosure Guidance and Transparency Rules.
- 5 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual and/ or by logging in to the website: www.euroclear.com/CREST. 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 made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**EUI**") specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.30 am on 5 March 2026 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that EUI 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 his/her 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 service 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. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.30 a.m. on 5 March 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
10. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in Notes (i) and (ii) above do not apply to Nominated Person. The rights described in those Notes can only be exercised by registered members of the Company.
11. Shareholders are advised that, unless otherwise stated, any telephone number, website or email address which may be set out in this notice of General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
12. Following the meeting, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and placed on the Company's website: aberdeenequityincome.com.
13. If you wish to attend the meeting in person, there will be a members' register for you to sign on arrival. 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:
 - a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
 - b) the answer has already been given on a website in the form of an answer to a question; or
 - c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. Information regarding the General Meeting, including information required by section 311A of the Companies Act 2006, is available from the Company's website: aberdeenequityincome.com.
15. In order to be able to exercise the members' right to require: (i) circulation of a resolution to be proposed at the meeting; or (ii) a matter of business to be dealt with at the meeting (see note 16), the relevant request must be made by: (a) a member or members having a right to vote and holding at least 5 per cent. of the total voting rights of the Company; or (b) at least 100 members who have a relevant right to vote and hold shares in the Company on which there has been paid up an average sum per member of at least £100.

- 16 As at 9 February 2026 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consisted of 50,521,522 Shares, carrying one vote each, and no Shares were held in treasury. Therefore, the total voting rights in the Company as at 9 February 2026 were 50,521,522 votes.