

## COMPANIES ACT 2006

### COMPANY LIMITED BY SHARES

**Standard Life Aberdeen plc ('the Company')  
Company Number (SC286832)**

At the Annual General Meeting of the Company, duly convened and held on Tuesday, 18<sup>th</sup> May 2021 at 2pm at the Edinburgh International Conference Centre, The Exchange, 150 Morrison Street, Edinburgh EH3 8EE, the following were duly passed as ordinary and special resolutions of the Company:

#### Ordinary Resolutions

9. To authorise the Directors (including a duly authorised committee thereof) generally and unconditionally pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £101,535,919 provided that this authority shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.
  
12. To authorise the Directors (including a duly authorised committee thereof) generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
  - i. up to a maximum aggregate nominal amount of £47,000,000 in relation to any issue by the Company of Convertible Bonds that automatically convert into or are exchanged for shares in the Company in prescribed circumstances where the Directors consider that such an issuance of Convertible Bonds would be desirable in connection with, or for the purposes of complying with or maintaining compliance with, the regulatory capital requirements and targets applicable to the Company and/or the Group from time to time; and
  - ii. subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion prices or using such allotment, subscription or conversion methodologies) as may be determined by the Directors from time to time.

This authority shall apply in addition to all other authorities granted pursuant to section 551 of the Act (including any authority granted pursuant to resolution 9, if passed) and shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such

expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

### **Special Resolutions**

10. To authorise the Directors (including a duly authorised committee thereof) to: (a) allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred by resolution 9; and/or (b) sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561(1) of the Act did not apply to any such allotment and/or sale, provided that this power shall be limited to:
  - i. the allotment of equity securities and/or sale of treasury shares in connection with a rights issue, open offer or any other pre-emptive offer:
    - a) to holders of ordinary shares (excluding any holder of shares held as treasury shares) in proportion (as nearly as may be practicable) to their existing holdings; and
    - b) to holders of other equity securities (excluding any holder of shares held as treasury shares), as required by the rights of those securities, or as the Directors otherwise consider necessary,
  - subject, in either case, to such exclusions or other arrangements as the Directors (including a duly authorised committee thereof) may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - ii. the allotment (otherwise than pursuant to sub-paragraph i.) of equity securities up to an aggregate nominal amount of £15,230,387provided that this authority shall expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry, and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.
11. To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make market purchases, within the meaning of section 693(4) of the Act, of its own ordinary shares of 1361/63 pence each, subject to the following conditions:
  - i. the maximum number of such ordinary shares hereby authorised to be purchased is 218,072,305;
  - ii. the maximum price, exclusive of expenses, which may be paid for any such ordinary share is the higher of:
    - a) 5% above the average of the middle market quotations for the ordinary shares in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such ordinary shares are contracted to be purchased; and

- b) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out;
- iii. the minimum price, exclusive of expenses, which may be paid for any such ordinary share is 13<sup>61/63</sup> pence; and
- iv. such authority shall (unless renewed prior to such time) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, enter into a contract or contracts to purchase its ordinary shares which would or might be completed wholly or partly after such expiry and may purchase its ordinary shares in pursuance of any such contract or contracts as if the authority conferred by this resolution had not expired.

13. To authorise the Directors (including a duly authorised committee thereof), subject to and conditional on the passing of resolution 12, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred by resolution 12 as if section 561(1) of the Act did not apply to any such allotment.

This authority shall apply in addition to any authority granted pursuant to resolution 10, if passed, and shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on the date falling 15 months after the date on which this resolution is passed), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

14. To authorise and approve that a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

15. To approve and adopt the draft articles of association in the form produced to the meeting and initialled by the chairman of the meeting for the purpose of identification as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.



Kenneth A Gilmour  
Group Company Secretary

