

THE COMPANIES ACT 2006
ABERDEEN DIVERSIFIED INCOME AND GROWTH TRUST PLC
(Registered in Scotland No. SC003721)

At the Annual General Meeting of Aberdeen Diversified Income and Growth Trust plc duly convened and held at Bow Bells House, 1 Bread Street, London EC4M 9HH at 12.30pm on 23 February 2021 the following Resolutions were passed, Resolutions 11, 12 and 13 as Ordinary Resolutions and Resolutions 14, 15, 16 and 17 as Special Resolutions:-

ORDINARY RESOLUTIONS

Continuation of the Company

11. To approve the continuation of the Company as an investment trust.

Amendment to Investment Objective and Investment Policy

12. That the Company's investment objective that "The Company seeks to provide income and capital appreciation over the long term through investment in a globally diversified multi-asset portfolio" be approved and adopted as the new investment objective of the Company in substitution for, and to the exclusion of, any existing investment objective with effect from the conclusion of the Annual General Meeting; and that the Company's investment policy be amended as set out under "Proposed Change to Investment Policy" on page 12 of the Annual Report for the year ended 30 September 2020.

Authority to Allot

13. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the 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 an aggregate nominal amount of £7,834,380 (representing 10% of the total Ordinary share capital of the Company in issue as at the date of notice, excluding treasury shares, or, if less, the number representing 10% of the issued Ordinary share capital of the Company, excluding treasury shares, as of the date of the passing of this resolution) during the period expiring on the date of the next annual general meeting of the Company or on 31 March 2022, whichever is the earlier, but so that this authority, unless previously revoked, varied or renewed, shall allow the Company to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares and grant rights in pursuance of such an offer or agreement as if such authority had not expired. To consider and, if thought fit, pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

Disapplication of Pre-emption Rights

14. That the Directors be and they are hereby empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given in accordance with section 551 of the Act by resolution number 13 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- during the period expiring on the date of the next annual general meeting of the Company or on 31 March 2022, whichever is earlier, but so that this power shall, unless previously revoked, varied or renewed, enable the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if such power had not expired;
- up to an aggregate nominal amount of £7,834,380 (representing 10% of the total Ordinary share capital of the Company in issue, excluding treasury shares, as at the date of this notice, or, if less, the number representing 10% of the issued Ordinary share capital of the Company, excluding treasury shares, as of the date of the passing of this resolution); and
- at a price greater than the net asset value per share from time to time (as determined by the Directors and calculated excluding treasury shares).

This power applies to a sale of treasury shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority given in accordance with section 551 of the Act by resolution number 13 above" were omitted.

Authority to Make Market Purchases of Shares

15. That the Company be generally and, subject as hereinafter appears, unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of fully paid Ordinary shares on such terms and in such manner as the Directors from time to time determine, and to cancel or hold in treasury such shares, provided always that:

- the maximum number of shares hereby authorised to be purchased shall be an aggregate of 46,974,948 Ordinary shares or, if less, the number representing 14.99% of the Ordinary shares in issue (excluding shares already held in treasury) as at the date of the passing of this resolution;
- the minimum price which may be paid for a share shall be 25 pence;
- the maximum price (exclusive of expenses) which may be paid for a share shall be the higher of (a) an amount equal to 105% of the average of the middle market quotations for a share taken from, and calculated by reference to, the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid at the time the purchase is carried out;
- the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 31 March 2022, whichever is earlier, unless such authority is previously revoked, varied or renewed prior to such time; and
- the Company may make a contract or contracts to purchase shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of shares pursuant to any such contract or contracts notwithstanding such expiry above.

Authority to Call General Meetings on not less than 14 Clear Days' Notice

16. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Adoption of New Articles of Association

17. That the Articles of Association contained in the document produced to the meeting and signed by the Chairman for the purposes of identification, be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the 2021 Annual General Meeting.

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