

ABRDN DIVERSIFIED INCOME AND GROWTH PLC

(Incorporated and registered in Scotland under the Companies Act 2006 with registered number SC003721)

(An investment company within the meaning of section 833 of the Companies Act 2006)

NOTICE OF PASSING OF RESOLUTIONS

NOTICE IS HEREBY GIVEN that at a general meeting of abrdn Diversified Income and Growth plc (the "**Company**") held at the offices of Dickon Minto LLP, Level 4, Dashwood House, 69 Old Broad Street, London, EC2M 1QS on 3 July 2024 at 4.00 p.m., the following resolutions of the Company were passed:

SPECIAL RESOLUTION

1. **THAT** the draft articles of association produced to the meeting and initialled by the chairman of the meeting be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company to take effect immediately.

ORDINARY RESOLUTIONS

2. **THAT**, conditional upon the passing of resolution 1 above, the directors of the Company be generally and unconditionally authorised pursuant to article 177 of the articles of association of the Company to capitalise from time to time any sum or sums standing to the credit of any reserve of the Company, whether or not the same is available for distribution, (including the Company's special reserve) and to apply such sum or sums in paying up in full up to 40,000,000,000 unlisted, redeemable, fixed rate preference shares of one penny each in the capital of the Company having the rights and restrictions set out in article 177 of the articles of association of the Company that may be allotted and issued from time to time to the holders of ordinary shares in the capital of the Company pursuant to the authority given by resolution 3 below.
3. **THAT**, conditional upon the passing of resolutions 1 and 2 above, pursuant to section 551 of the Companies Act 2006, the directors of the Company (the "Directors") be generally and unconditionally authorised to exercise all powers of the Company to allot and issue from time to time, credited as fully paid up, unlisted, redeemable, fixed rate preference shares of one penny each in the capital of the Company having the rights and restrictions set out in article 177 of the articles of association of the Company ("B Shares") up to an aggregate nominal amount of £400,000,000 to the holders of ordinary shares in the capital of the Company (excluding any ordinary shares held in treasury) on a pro rata basis, and by reference to such record time(s) and date(s), as determined by the Directors from time to time, in accordance with the terms of the circular sent by the Company to its shareholders dated 17 June 2024. Unless previously varied, revoked or renewed, this authority shall expire at 11.59 p.m. on 2 July 2029, save that the Company may, before such expiry, make an offer or agreement which would or might require B Shares to be allotted and/or issued after such expiry and the

Directors may allot and issue B Shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.