

# Form of proxy for Aberdeen Asset Management PLC Court Meeting

PLEASE READ THE NOTICE CONVENING THE COURT MEETING TO BE HELD ON 19 JUNE 2017, THE EXPLANATORY NOTES SET OUT IN SUCH NOTICE AND THE SECTION ENTITLED "ACTION TO BE TAKEN" IN THE SCHEME CIRCULAR, WHICH HAS BEEN SENT TO SHAREHOLDERS, BEFORE COMPLETING THIS FORM OF PROXY.

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Voting ID

Task ID

Shareholder Reference Number.

You can submit your proxy instructions at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers

I/We hereby appoint .....

regarding .....ordinary shares or Simon Troughton or failing him the duly appointed Chairman of the meeting, as my/our proxy to vote on my/our behalf at the meeting of holders of the Scheme Shares (as defined in the Scheme Circular) to be held at 1.00 pm on 19 June 2017 at Bow Bells House, 1 Bread Street, London EC4M 9HH and at any adjournment thereof for the purposes of considering and if thought fit, approving (with or without modification) the proposed Scheme of Arrangement (the "Scheme") referred to in the Notice convening the Court Meeting and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme.

Note that if no number of shares is entered in the space above, the proxy will be authorised to act on your behalf in relation to your entire holding of Scheme Shares.

Please tick here if this proxy appointment is one of multiple proxies being made (see note 2).

**For the Scheme**

**Against the Scheme**

Date

**IMPORTANT:** If you wish your proxy to vote for the Scheme in accordance with the Notice of Court Meeting forming part of the Scheme Circular, please sign in the box marked "FOR the Scheme". If you wish your proxy to vote against the Scheme in accordance with the Notice of Court Meeting forming part of the Scheme Circular, please sign in the box marked "AGAINST the Scheme". If you sign in both boxes, or if you do not sign in either box, then this proxy form shall be invalid. Alternatively, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above.

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**Notes:**

1. Members are entitled to appoint a proxy of their choice to attend, speak and vote at the meeting. If any other proxy is preferred, strike out the name "Simon Troughton", add the name of the proxy you wish to appoint and initial the alteration. A proxy need not be a member of the company. Note that if no number of shares is entered in the space above, the proxy will be authorised to act on your behalf in relation to your entire holding of Scheme Shares.
2. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the space provided for your first named proxy and either obtain (an) additional proxy form(s) from Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the members, or if it is not specified to which share or shares the appointments relate, the directors of the company have absolute discretion to decide which of the proxies so appointed shall be entitled to attend and vote.
3. The proxy may vote (or abstain from voting) on any other matter which may properly come before the meeting.
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.
5. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or is an amendments to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID RA19), by no later than 1.00 pm on 16 June 2017 (or, if the meeting is adjourned, at least 24 hours (excluding non-working days) before the time of any adjourned meeting). Please refer to the notes to the Notice of Court Meeting for further information on proxy appointments through CREST.
6. If the appointer is a corporation this form must be signed as a deed or appropriately signed by a duly authorised officer or attorney, stating their capacity.
7. In the case of joint holders the signature of any one holder will be sufficient but the names of all joint holders should be stated. If more than one proxy is received from joint holders the proxy received from the holder of the most senior will be accepted. Seniority shall be determined by the order in which the names stand in the register of members.
8. To be valid, this form must be completed and deposited, together with any powers of attorney under which it is signed, at the offices of Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA at least 24 hours (excluding non-working days) before the time fixed for the holding of the meeting. Alternatively, Electronic Proxy Appointment ("EPA") is available for the Court Meeting whereby you can lodge your votes electronically. If you have not registered with the Equiniti online portfolio service, Shareview, and would prefer to use the EPA system, please visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Numbers shown overleaf will be required to complete the procedure. If you have already registered with Shareview, submit your vote or appoint a proxy via your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. Please note that, to be valid, the Registrars must receive the appointment of a proxy or proxies no later than 1.00 pm on 16 June 2017 (or, if the Court Meeting is adjourned, by at least 24 hours (excluding non-working days) prior to the time fixed for the adjourned Court Meeting) and will not be accepted if found to contain a computer virus. If this form is not so lodged or submitted then it may be handed to the Chairman of the Court Meeting, or Equiniti on behalf of the Chairman, at the start of the Court Meeting
9. Any alteration in this proxy must be initialled.
10. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
11. Terms defined in the scheme document dated 9 May 2017 (the "**Scheme Circular**") shall have the same meaning when used in this Form of Proxy, unless the context otherwise requires.