

Company number: SC82015

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS**

**of
Aberdeen Asset Management PLC (the "Company")
Passed 16 January 2014**

WEDNESDAY



SCT "S33IP6BQ" #297
12/03/2014
COMPANIES HOUSE

At the Annual General Meeting of the Members of the above named Company held at The Marcliffe Hotel, North Deeside Road, Aberdeen AB15 9YA on 16 January 2014 at 12.00 noon, the following resolutions were duly passed as Ordinary and Special Resolutions:

ORDINARY RESOLUTION

- 1 That (in substitution for any existing authority under section 551 of the Companies Act 2006 but without prejudice to the exercise of any such authority prior to the date of this resolution) the directors be generally and unconditionally authorised pursuant to Article 11.2 of the Company's Articles of Association to allot shares and to grant rights to subscribe for or to convert any security into shares, and the section 551 amount for the purposes of that Article shall be £39,973,105 such authority to expire at the conclusion of the Company's next Annual General Meeting to be held in 2015 (the "prescribed period")

SPECIAL RESOLUTIONS

2. That the directors be empowered to allot equity securities pursuant to Article 11.3 of the Company's Articles of Association, and the section 561 amount for the purposes of that Article shall be £5,995,965 such power to expire at the conclusion of the Company's next Annual General Meeting to be held in 2014 (the "prescribed period").
- 3 That, as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than an Annual General Meeting of the Company) shall be called by notice of not less than 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this Resolution shall expire at the conclusion of the Company's next Annual General Meeting to be held in 2015.
4. That the Company is, pursuant to section 701 of the Companies Act 2006 ("Act"), hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:
 - (1) the maximum number of ordinary shares hereby authorised to be purchased is 119,919,315 representing 10% of the issued ordinary share capital of the Company;
 - (2) the minimum price which may be paid for ordinary shares is 10 pence per ordinary share;
 - (3) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of (i) 5% above the average of the middle market quotations for an ordinary share on the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which any such purchase is made and (ii) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange;
 - (4) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract to purchase will be executed wholly or partly after the expiry of such authority, and may make the purchase of the ordinary shares in pursuance of any such contract and;
 - (5) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2015.

ORDINARY RESOLUTION

5. That, in accordance with sections 366 to 367 of the Companies 2006 ("Act") the Company and all companies that are subsidiaries of the Company at any time during the period commencing on the date of this resolution and ending at the conclusion of the next Annual General Meeting of the Company in 2015 be and are hereby authorised:

- (1) to make political donations to political parties, and/or independent election candidates;
- (2) to make political donations to political organisations other than political parties; and
- (3) to incur political expenditure;

up to an aggregate amount of £100,000 and the amount authorised under each of paragraphs (1) to (3) shall also be limited to such amount. Words and expressions defined for the purposes of the Act shall have the same meaning in this resolution.



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Secretary