SC108419

COURT OF SESSION
01 FEB 2012

IN THE COURT OF SESSION, SCOTLAND

The Petition of

ABERDEEN ASSET MANAGERS LIMITED

and

ABERDEEN PRIVATE INVESTORS LIMITED

WEDNESDAY

S11QRWIW
SCT 01/02/2012 #270
COMPANIES HOUSE

for

An Order approving the completion of a cross-border merger (within the meaning of Regulation 2(1) of The Companies (Cross-Border Mergers) Regulations 2007) into ABERDEEN ASSET MANAGERS LIMITED of (1) ABERDEEN ASSET MANAGEMENT A.B., a company registered in Sweden, under registered number 556599-8035, and with its registered office at P.O. Box 3348, SF-103 67, Stockholm; (2) ABERDEEN PRIVATE INVESTORS LIMITED; (3) ABERDEEN ASSET MANAGEMENT INVESTMENT SERVICES LIMITED, a company registered in England and Wales with registration number 1069282, and with its registered office at Bow Bells House, 1 Bread Street, London EC4M 9HH; (4) ABERDEEN FUND MANAGEMENT LIMITED, a company registered in England and Wales with registration number 01942566, and with its registered office at Bow Bells House, 1 Bread Street, London EC4M 9HH; (5) ABERDEEN PROPERTY INVESTORS UK LIMITED, a company registered in England and Wales with registration number 01024227, and with its registered office at Bow Bells House, 1 Bread Street, London EC4M 9HH; and (6) ABERDEEN REAL ESTATE (UK) LIMITED, a company registered in England and Wales with registration number 05084259, and with its registered office at Bow Bells House, 1 Bread Street, London EC4M 9HH.

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P1081/11 Pet; Aberdeen Asset Managers Limited & re cross border

CMS Cameron McKenna (Scotland) LLP

26 January 2012 Lord Malcolm

Act: Sellar, Q.C.

The Lord Ordinary, having resumed consideration of the Petition, no Answers having been lodged, having considered the second Report of J.C.A. Voge, W.S. (no.9 of Process) and having heard Counsel,

1. approves the second report of the Reporter;

2. makes an order (the "Approval Order") approving the completion of a Cross Border Merger (within the meaning of Regulation 2(1) of the Companies (Cross Border Mergers) Regulations 2007) into the first Petitioner, Aberdeen Asset Managers Limited ("AAML"), (the "Merger") for the purposes of Article 11 of Directive 2005/56/EC of the European Parliament and the Council of the European Union;

3. fixes 00.01 hrs (GMT) on 1 March 2012 as the time and date on which the consequences of the Merger are to have effect;

4. orders AAML and the second Petitioner, Aberdeen Private Investors Limited, to deliver to the Registrar of Companies in Scotland for registration within 7 days of the making of the Approval Order (a) a copy of the Approval Order, and (b) in respect of Aberdeen Asset Management AB, particulars of the register on which, and the EEA state in which, the file is kept for that company together with its registration number;

5. orders Aberdeen Asset Management Investment Services Limited, Aberdeen Fund Management Limited, Aberdeen Property Investors UK Limited, and Aberdeen Real Estate (UK) Limited to deliver to the Registrar of Companies in England for registration within 7 days of the making of the Approval Order (a) a copy of the Approval Order, and (b) in respect of Aberdeen Asset Management AB, particulars of the register on which, and the EEA state in which, the file is kept for that company together with its registration number;

6. directs that notice of the Approval Order be given once in each of the Edinburgh Gazette and The Times and The Scotsman newspapers; and decerns.

"COLIN M CAMPBELL"

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