

All of the undernoted resolutions were passed on 27 February 2015

## Notice of the Annual General Meeting

*[Signature]*  
For Aberforth Partners LLP  
Secretaries

Notice is hereby given that the twenty-fourth Annual General Meeting of Aberforth Smaller Companies Trust plc will be held at 14 Melville Street, Edinburgh on 27 February 2015 at 9.00 a.m. for the following purposes:

To consider and, if thought fit, pass the following Ordinary Resolutions:

1. That the Report and Accounts for the year ended 31 December 2014 be adopted.
2. That the Directors' Remuneration Report for the year ended 31 December 2014 be approved.
3. To declare a final dividend of 17.0p per share.
4. That Mr S P Trickett be re-elected as a Director.
5. That Mr D J Jeffcoat be re-elected as a Director.
6. That Mr R A Rae be re-elected as a Director.
7. That Mrs J Le Blan be re-elected as a Director.
8. That Mrs P M Hay-Plumb be re-elected as a Director.
9. That Deloitte LLP be re-appointed as Auditor.
10. That the Directors be authorised to fix the remuneration of the Auditor for the year to 31 December 2015.

To consider and, if thought fit, pass the following Special Resolution:

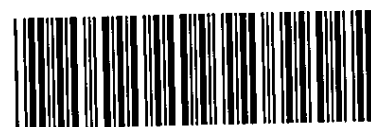
11. That pursuant to and in accordance with its Articles of Association, the Company be and it is hereby authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 1p each in the capital of the Company ("Shares"), provided that:
  - (a) the maximum number of Shares hereby authorised to be purchased shall be 14,292,184 (or if less, 14.99% of the issued share capital of the Company on the date on which this resolution is passed);
  - (b) the minimum price which may be paid for a Share shall be 1p being the nominal value of a Share;
  - (c) the maximum price (exclusive of expenses) which may be paid for a Share shall be the higher of (i) 5% above the average of the middle market quotations (as derived from the London Stock Exchange Daily Official List) for the Shares for the five business days immediately preceding the date of purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;
  - (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire on 31 July 2016 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2016, save that the Company may, prior to such expiry, enter into a contract to purchase Shares under such authority which will or might be executed wholly or partly after the expiry of such authority and may make a purchase of Shares pursuant to any such contract.

By Order of the Board

*[Signature]*  
Aberforth Partners LLP, Secretaries

29 January 2015

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