

21 MAR 2019

FRONT DESK

No: SC126524

## Notice of the Annual General Meeting

Notice is hereby given that the twenty-eighth Annual General Meeting of Aberforth Smaller Companies Trust plc will be held at 14 Melville Street, Edinburgh on 28 February 2019 at 6.00 p.m. for the following purposes:

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

1. That the Report and Financial Statements for the year ended 31 December 2018 be adopted.
2. That the Directors' Remuneration Report for the year ended 31 December 2018 be approved.
3. That a special dividend of 7.75p per share and a final dividend of 20.75p per share be approved.
4. That Mr R G Davidson be elected as a Director.
5. That Mr R A Rae be re-elected as a Director.
6. That Mrs J Le Blan be re-elected as a Director.
7. That Mrs P M Hay-Plumb be re-elected as a Director.
8. That Mr M R Warner be elected as a Director.
9. To re-appoint Deloitte LLP as Independent Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which the Financial Statements are laid before the Company.
10. That the Audit Committee be authorised to determine the remuneration of the Independent Auditor for the year to 31 December 2019.

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

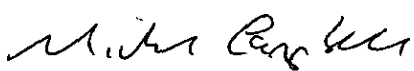
11. That pursuant to and in accordance with its Articles of Association and in substitution for any existing authority, the Company be and is hereby authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) 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 13,577,988 (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; and
  - (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire on 31 July 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020, 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

for   
Aberforth Partners LLP, Secretaries

25 January 2019

WE HEREBY CONFIRM THAT THE  
ABOVE RESOLUTIONS WERE ALL  
PASSED ON 28 FEBRUARY 2019  
ON A SHOW OF HANDS

  
FOR ABERFORTH PARTNERS LLP, SECRETARIES  
28 FEBRUARY 2019

THURSDAY



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21/03/2019  
COMPANIES HOUSE