

**ABRDN PRIVATE EQUITY OPPORTUNITIES TRUST PLC**  
(Registered in Scotland No: SC216638)

**SPECIAL BUSINESS**  
(Passed on 27 March 2024)

At the Annual General Meeting held at the Wallacespace, Spitalfields, 15-25 Artillery Lane, London E1 7HA on Wednesday, 27 March 2024 at 12:30pm, the following Special Resolutions were passed: -

12. That, subject to the passing of resolution 11, and in substitution for any existing power but without prejudice to the exercise of any such power prior to the date of the passing of this resolution, the Directors of the Company be and they are hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of section 560(1) of the Act), for cash pursuant to the authority given by resolution 11, and to sell treasury shares for cash, as if Section 561(1) of the Act did not apply to any such allotment or sale provided that this power:

- a) expires at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the expiry of 15 months from the passing of this resolution, whichever is the earlier, unless previously revoked, varied, extended or renewed by the Company in a general meeting, save that the Company may, at any time prior to the expiry of this authority, make an offer or enter into an agreement which would or might require equity securities to be allotted or sold out of treasury after such expiry and the Directors may allot or sell out of treasury equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and
- b) shall be limited to the allotment, or sale out of treasury, of equity securities up to an aggregate nominal value of £30,749.25, being approximately 10% of the nominal value of the issued share capital of the Company (excluding treasury shares), as at the date of this notice.

13. That, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Company be and is hereby generally and, subject as hereinafter appears, unconditionally 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 0.2 pence each in the capital of the Company (the "Shares") either for retention as treasury shares for future reissue, resale or transfer, or for cancellation provided always that:

- a) the maximum number of Shares hereby authorised to be purchased shall be 23,046,569, or, if less, the number representing approximately 14.99% of the Company's issued share capital (excluding shares held in treasury) at the date of the passing of this resolution;
- b) the minimum price (exclusive of expenses) which may be paid for each Share shall be 0.2 pence;
- c) the maximum price (exclusive of expenses) which may be paid for a Share is the higher of (i) 105% of the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) for the Shares over the five business days immediately preceding the date of purchase and (ii) the higher of the last independent trade and the highest current independent bid on the trading venue which the purchase is carried out; and
- d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the expiry of 15 months from the passing of this resolution, whichever is earlier, unless previously revoked, varied, extended or renewed by the Company in a general meeting, save that the Company may, at any time prior to the expiry of this authority, enter into a contract to purchase shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract.

14. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

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COMPANIES HOUSE

**Special Business**

15. That the Articles of Association produced to the meeting and signed by the chairman of the meeting for the purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association with effect from the conclusion of the meeting.

*Paul C. Hitt*

**Certified a True Copy**

**For abrdn Private Equity Opportunities Trust plc  
abrdn Holdings Limited, SECRETARY**