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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document and the accompanying Form of Proxy (but not, if relevant, the personalised Tender Form) to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, this document should not be mailed, distributed, sent, forwarded to or transmitted in or into any Restricted Jurisdiction. If you have sold only part of your holding of your Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Numis Securities Limited (“Numis”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom is acting exclusively for the Company and no-one else in connection with the Tender Offer and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Numis or for providing advice in relation to the Tender Offer. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Numis may have under FSMA or the regulatory regime established thereunder.

Apart from the responsibilities and liabilities, if any, which may be imposed on Numis by FSMA or the regulatory regime established thereunder, Numis accepts no responsibility whatsoever for the contents of this document or for any other statement made or purported to be made by it or on its behalf in connection with the Company or the Tender Offer. Numis accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement. Numis has given and not withdrawn its written consent to the inclusion of its letter set out in Part 2 of this document and to the references to its name in the form and context in which it is included in this document.

The Tender Offer is not being made, directly or indirectly, in any Restricted Jurisdiction and neither this document nor the accompanying documents may be distributed or sent in or into or from any Restricted Jurisdiction and doing so may render invalid any purported tender. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this document and/or the accompanying documents should read the paragraph headed “Overseas Shareholders” in Part 4 of this document before taking any action.

Before making any decision in connection with the Tender Offer you are strongly advised to read the whole of this document.

ABERDEEN FRONTIER MARKETS INVESTMENT COMPANY LIMITED

(a company incorporated under the Companies (Guernsey) Law 1994 to 1996, as amended and governed by the Companies (Guernsey) Law 2008, as amended with registered number 46809)

Tender Offer

**to purchase up to 15 per cent. of the Ordinary Shares in issue at the Tender Price
proposed adoption of a new discount control policy**

and

Notice of Extraordinary General Meeting

Notice of an Extraordinary General Meeting of the Company to be held at 11 New Street, St Peter Port, Guernsey GY1 2PF on 17 October 2018 at 2.30 p.m. is set out in this document. Shareholders are requested to complete and return the Form of Proxy and Savings Schemes Participants are requested to complete and return the Form of Direction in each case accompanying this document for use at the Extraordinary General Meeting.

To be valid, Forms of Proxy and Forms of Direction must be completed and returned in accordance with the instructions printed thereon to Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to arrive by no later than 2.30 p.m. on 15 October 2018 (in the case of Forms of Proxy) and by no later than 2.30 p.m. on 8 October 2018 (in the case of Forms of Direction).

The Tender Offer will close at 1.00 p.m. on 15 October 2018. The Tender Offer is only available to Shareholders on the Register at the close of business on 15 October 2018.

Shareholders holding Ordinary Shares in certificated form who wish to tender Ordinary Shares for purchase in the Tender Offer should ensure that their completed Tender Forms are returned by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by no later than 1.00 p.m. on 15 October 2018. Shareholders who hold Ordinary Shares in certificated form should also return their share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares tendered. Shareholders who hold Ordinary Shares in uncertificated form (that is, in CREST) should not return a Tender Form but should transmit the appropriate TTE Instruction in CREST as set out in sub-paragraph 3.2 of Part 4 of this document as soon as possible but in any event so as to be received by no later than 1.00 p.m. on 15 October 2018.

Savings Schemes Participants should ensure that their completed Savings Schemes Tender Forms are returned by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by no later than 1.00 p.m. on 8 October 2018.

IF YOU DO NOT WISH TO TENDER ANY OF YOUR ORDINARY SHARES PURSUANT TO THE TENDER OFFER, DO NOT COMPLETE OR RETURN A TENDER FORM AND DO NOT SUBMIT A TTE INSTRUCTION

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS*

Publication of this document and Tender Offer opens	19 September 2018
Latest time and date for receipt of Savings Schemes Tender Forms	1.00 p.m. on 8 October 2018
Latest time and date for receipt of Forms of Direction for the Extraordinary General Meeting	2.30 p.m. on 8 October 2018
Tender Closing Date: Latest time and date for receipt of Tender Forms and TTE Instructions	1.00 p.m. on 15 October 2018
Latest time and date for receipt of Forms of Proxy	2.30 p.m. on 15 October 2018
Record Date for participation in the Tender Offer	6.00 p.m. on 15 October 2018
Extraordinary General Meeting	2.30 p.m. on 17 October 2018
Announcement of result of Extraordinary General Meeting	17 October 2018
Calculation Date	Close of business on 17 October 2018
Announcement of result of Tender Offer and Tender Price	19 October 2018
Creation of assured payment obligations for Tender Offer proceeds for uncertificated Ordinary Shares by	26 October 2018
Dispatch of cheques for Tender Offer proceeds and balance share certificates for certificated Ordinary Shares	Week commencing 29 October 2018

*The dates and times specified are subject to change and will be notified by the Company through a Regulatory Information Service. All reference to time are to UK time.

If you have any enquiries in relation to the Tender Offer, please contact Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

RISK FACTORS

In considering the Tender Offer, Shareholders should have regard to and carefully consider the Risk Factors described below in addition to the other information set out in this document. The following are those Risk Factors which the Board considers to be material as at the date of this document (based on the assumption that the Tender Resolution is passed and the Tender Offer is implemented) in respect of the Tender Offer and, where relevant, the Company. If any of the adverse events described below actually occur, the Company's business, financial condition or results or prospects could be materially and adversely affected. Additional risks and uncertainties which were not known to the Board at the date of this document or that the Board considers at the date of this document to be immaterial (based on the assumption that the Tender Resolution is passed and the Tender Offer is implemented) may also materially and adversely affect the Company's business, financial condition or results or prospects.

- The proposed Tender Offer is subject to certain conditions (principally the passing of the Tender Resolution), the non-fulfilment of which would mean that the Tender Offer could not be implemented and that the Company would have to bear the abortive costs associated with the proposed Tender Offer.
- In order to pay the consideration to which Shareholders are entitled to receive pursuant to the terms of the Tender Offer, the Company may use a significant amount of its available cash and realise some of the more liquid elements of its Portfolio. As a result, the implementation of the Tender Offer may reduce the liquidity of the Portfolio.
- As a result of the Tender Offer, the number of Ordinary Shares in issue will be reduced and the Company will reduce in size. As a result, the Company's fixed costs will be spread over fewer Ordinary Shares. Certain of the Company's current investments may also represent a larger proportion of the Portfolio after the Tender Offer.
- The value of, and the income derived from, the Ordinary Shares can fluctuate and may go down as well as up and there is no guarantee that the market price of the Ordinary Shares will fully reflect their underlying Net Asset Value.
- The Tender Offer is not conditional on Ordinary Shares trading at a discount to NAV as at the Calculation Date (i.e. the share price per Ordinary Share being at a discount to the NAV per Ordinary Share on the Calculation Date). In the event that the Ordinary Shares are trading at a premium to NAV per Ordinary Share as at the Calculation Date (i.e. the share price per Ordinary Share being at a premium to NAV per Ordinary Share on the Calculation Date), Shareholders who tender Ordinary Shares may receive less than they may otherwise be able to realise by way of market sale.
- In addition to exposure to any movement in NAV Shareholders tendering Ordinary Shares will also be exposed to a foreign exchange risk by virtue of the fact that the functional and reporting currency of the Company is US Dollars with many of its investments being denominated in US Dollars or currencies other than Sterling. Accordingly, as the Tender Price is to be expressed and paid in Sterling the proceeds of the sale of investments will need to be converted into Sterling at the relevant time.
- Shareholders tendering Ordinary Shares for sale under the Tender Offer will receive the Tender Price, which may be less than the price at which they bought their Ordinary Shares.
- There can be no guarantee that the investment objective of the Company will be achieved or that any appreciation of the Company's assets will occur.
- The Company's past investment performance is not a reliable indicator of its future investment performance.
- Changes in economic conditions (including, for example, changes in interest rates, rates of inflation, industry conditions and competition), political, diplomatic, social and demographic events and trends, tax laws and other factors could substantially and adversely affect the value of the Portfolio and, as a consequence, the Company's investment performance, Ordinary Share price, and prospects.

- Any change in the Company's tax status, or in taxation legislation or in the interpretation or application of taxation legislation, could affect the value of investments held by the Company, the Company's ability to achieve its investment objective, the ability of the Company to provide returns to Shareholders and/or to alter the post-tax returns of Shareholders.
- Tender Forms, once submitted, are irrevocable.

The foregoing factors are not exhaustive and do not purport to be a complete explanation of all risks and significant considerations relating to the Tender Offer and the Company. Accordingly, additional risks and uncertainties not presently known to the Board may also have an adverse effect on the Tender Offer and/or the Company's business, financial condition or results or prospects.

PART 1

LETTER FROM THE CHAIRMAN

ABERDEEN FRONTIER MARKETS INVESTMENT COMPANY LIMITED

(a company incorporated under the Companies (Guernsey) Law 1994 to 1996, as amended and governed by the Companies (Guernsey) Law 2008, as amended with registered number 46809)

Directors:
John Whittle (*Chairman*)
Lynne Duquemin
David Warr

Registered Office:
11 New Street
St Peter Port
Guernsey
GY1 2PF

19 September 2018

To the holders of Ordinary Shares

Dear Shareholder,

Tender Offer to purchase up to 15 per cent. of the Ordinary Shares in issue at the Tender Price and proposed adoption of a new discount control policy

and

Notice of Extraordinary General Meeting

Dear Shareholder,

1 INTRODUCTION

On 2 July 2018, the Company announced its intention to implement a tender offer to purchase up to 15 per cent. of the Ordinary Shares currently in issue. The decision to implement the Tender Offer was made in the light of the Company's adoption, in March 2017, of a discount control policy whereby should the average Ordinary Share price discount to the underlying ex income NAV over the three month period immediately prior to the Company's year end (30 June) exceed ten per cent. then, at the discretion of the Board, the Company would, subject to any legal or regulatory requirements, implement a tender offer. Over the relevant period the average Ordinary Share price discount to the underlying ex income NAV was 10.47 per cent. and hence the Board's decision to implement the Tender Offer.

This document contains details of the Tender Offer together with a notice of an EGM at which the Tender Resolution necessary to implement the Tender Offer will be proposed. This document also contains details of the proposed adoption of a new discount control policy of the Company which will also be subject to Shareholder approval at the EGM.

2 BACKGROUND TO THE TENDER OFFER

Global equity market sentiment was constructive through most of our financial year to 30 June 2018, supported by firming global growth and hopes that the passage of US tax legislation would give a boost to the world's largest economy. Towards the end of the period, however, there was a marked return of volatility and renewed US dollar strength, stoked by raised expectations in respect of the US Federal Reserve's withdrawal of monetary stimulus, as well as heightened risk aversion over trade tensions between the US and China over tariffs. Risk assets saw a broad sell-off during the final quarter, which was compounded by weakness witnessed in many frontier market currencies.

During the twelve months to 30 June 2018 the Company's NAV per Ordinary Share and share price total returns were -10.3 per cent. and -12.0 per cent. respectively. As a point of reference, the MSCI Frontier Markets Index gained 1.7 per cent. over the same period. Clearly for Shareholders, the Board and the Manager this underperformance was very disappointing. However,

the Board and the Manager are aware that it was only in June 2017 that the Portfolio was transitioned away from the fund of funds investment mandate over to a direct equity investing mandate managed by the Manager's very well resourced emerging market equity team led by Devan Kaloo. Despite this underperformance over the year to 30 June 2018 the Board believes that the Manager should be given a reasonable investment period to prove its investment process in these markets.

Absolute and relative performance was hindered by four factors: the Portfolio's exposure to Pakistan, which left the benchmark last year and suffered equity declines for the reasons outlined above; the Company's overweight exposure to Sri Lanka, whose market declined as a result of a poor harvest, fiscal austerity, and a rise in the tax burden; the exposure to Vietnam via off-benchmark names, which lagged the liquidity-fuelled rally of the MSCI Vietnam index due to foreign-ownership restrictions; and the Company's underweight exposure to Kuwait, which made gains as a result of the stronger oil price and news that the market is under review by MSCI with a view to upgrading to emerging markets status.

The investment policy of the Company is benchmark aware but importantly not benchmark driven. In this respect the Manager looks across a wide array of countries with frontier market characteristics, including outside of the Index, seeking out quality companies to invest in. This diversified portfolio of companies is managed with a mind to delivering strong performance over the medium to longer term at a low level of volatility. That said, there will be divergences away from the Benchmark, at times quite marked, as well as in relative performance. The Manager remains committed to this investment approach, which entails rigorous interaction and engagement with investee companies. This allows the Manager to identify those with solid long-term prospects and progressive management teams that will negotiate cycles and safeguard Shareholder interests.

The Board recognised the importance to investors of the Ordinary Shares not trading at a significant discount to the prevailing NAV. Accordingly, in March 2017, the Board introduced a discount control policy whereby should the average Ordinary Share price discount to the underlying ex income NAV over the three month period immediately prior to the Company's year-end (30 June) exceed 10 per cent. then, at the discretion of the Board, the Company would, subject to any legal or regulatory requirements, implement a tender offer. Such tender offer would be for up to 15 per cent. of the issued share capital of the Company.

Unfortunately, despite the Ordinary Share price trading in a relatively tight discount band below 10 per cent. prior to the three month period to 30 June 2018, dislocation in markets and negative sentiment in emerging markets generally caused by US tariff threats led to share price weakness and the discount widening through the monitoring period. This meant that, despite the discount tightening below 10 per cent. at certain times, the average discount for the monitoring period was 10.47 per cent.

Having triggered the discount target set out above, the Board is also aware that there exists appetite for the liquidity that can be provided by a tender offer at a price close to NAV. Accordingly, and in line with the current discount control policy, Shareholders are being asked to approve the Tender Offer for up to 15 per cent. of the issued share capital of the Company (excluding Ordinary Shares held in treasury) at a Tender Price equal to 98 per cent. of the prevailing NAV (less the direct costs, including any realisation costs of underlying investments, of implementing the Tender Offer) on the Calculation Date.

The Board believes that the Tender Offer strikes a fair balance between those Shareholders who wish to realise part of their investment in the Company at a value close to the NAV per Ordinary Share and those who wish to maintain their investment in the Company. The fixed costs and expenses payable by the Company in respect of the Tender Offer, together with portfolio realisation costs, will be deducted from the NAV in terms of calculating the Tender Price on the Calculation Date.

Set out below are:

- further details and the terms of the Tender Offer, including an explanation of how Shareholders may tender their Ordinary Shares should they wish to do so; and
- notice of the EGM at which the Company will seek Shareholders' approval of the Tender Resolution necessary to implement the Tender Offer.

3 DISCOUNT CONTROL POLICY

As part of its ongoing programme of Shareholder engagement the Board has received feedback suggesting that it would be appropriate to allow the revised direct equity investment policy, which was adopted in March 2017, a defined period of time to prove itself without being distracted by the potential for further annual tender offers or other discount control mechanisms. If, however, at the end of that defined period, the Company has failed to outperform its reference benchmark, the Board is mindful that Shareholders should be given the opportunity to fully exit their investment for cash. The Board is conscious that the revised investment policy saw the Portfolio only fully re-aligned in June 2017.

In the light of the above the Board is proposing to adopt a new discount control policy. Discount triggered tenders (other than that set out in this document) or other discount control mechanisms will no longer be proposed. Instead, Shareholders will be given the opportunity to fully exit their investment in the Company for cash at the then prevailing NAV less applicable direct costs, including any realisation costs of underlying investments, in the event that the Share Price Total Return for the two year period from 1 July 2018 to 30 June 2020 fails to exceed the Portfolio's reference benchmark, being the MSCI Frontier Markets Index (in Sterling terms).

The Board also intends to seek annual renewal of the usual authority to buyback Ordinary Shares in the market and will exercise such authority where it believes it is in the best interests of Shareholders to do so.

An ordinary resolution seeking Shareholder approval for this proposed new discount control policy is set out in the notice of EGM at the end of this document.

4 TENDER OFFER

4.1 General

The Board proposes to make available a Tender Offer for up to 15 per cent. of the Ordinary Shares in issue (excluding Treasury Shares) on the Record Date to enable those Shareholders (other than Restricted Shareholders) who wish to realise a portion of their holding of Ordinary Shares, to do so. The Tender Price will be equal to 98 per cent. of the prevailing NAV per Ordinary Share as at the Calculation Date (less the direct costs, including any realisation costs of underlying investments, of implementing the Tender Offer) and will be expressed and paid in Sterling. The Tender Price has been set at this level, as indicated in the circular published by the Company on 3 February 2017, to allow Shareholders who wish to realise a portion of their holding of Ordinary Shares to do so at a price close to NAV whilst providing for a small uplift to NAV per Ordinary Share for continuing Shareholders.

The Tender Offer is not conditional on Ordinary Shares trading at a discount to NAV as at the Calculation Date (i.e. the share price per Ordinary Share being at a discount to the NAV per Ordinary Share on the Calculation Date). In the event that the Ordinary Shares are trading at a premium to NAV per Ordinary Share as at the Calculation Date (i.e. the share price per Ordinary Share being at a premium to NAV per Ordinary Share on the Calculation Date), Shareholders who tender Ordinary Shares may receive less than they may otherwise be able to realise by way of market sale.

The Company intends to fund the Tender Offer through its available cash and through the realisation of a portion of its Portfolio.

The Record Date for the Tender Offer is 6.00 p.m. on 15 October 2018.

Under the terms of the Tender Offer, Shareholders (other than Restricted Shareholders) will be entitled to tender up to their Basic Entitlement, being 15 per cent. of the Ordinary Shares they held as at the Record Date rounded down to the nearest whole number of Ordinary Shares. Shareholders will also be able to tender additional Ordinary Shares, but any such excess tenders will only be satisfied on a *pro rata* basis, to the extent that other Shareholders tender less than their Basic Entitlement. Tender applications will be rounded down to the nearest whole number of Ordinary Shares.

The results of the Tender Offer and the Tender Price are expected to be announced on 19 October 2018.

4.2 *Conditions of the Tender Offer*

The Tender Offer is subject to, (i) the Tender Resolution being passed at the EGM, and (ii) certain other conditions set out in paragraph 1 of Part 4 of this document. In addition, the Tender Offer may be suspended or terminated in certain circumstances as set out in paragraph 2 of Part 4 of this document.

The Tender Offer is also conditional upon Numis having received payment from the Company in respect of the Tender Price for the Ordinary Shares tendered in accordance with the Repurchase Agreement.

4.3 *Further details of the Tender Offer*

Shareholders (other than Restricted Shareholders) on the Register on the Record Date are invited to tender for sale some or all of their Ordinary Shares (subject to the overall limits of the Tender Offer) to Numis who, as principal, will purchase at the Tender Price the Ordinary Shares validly tendered (subject to the overall limits of the Tender Offer) and, following the completion of all those purchases, sell the relevant Tendered Shares on to the Company at the Tender Price by way of an on-market transaction, in accordance with the terms of the Repurchase Agreement. All transactions will be carried out on the London Stock Exchange and Ordinary Shares bought by the Company will be cancelled.

Further details of the calculation of the Tender Price are set out in paragraph 1 of Part 4 of this document. Shareholders' attention is drawn to the letter from Numis set out in Part 2 of this document and, for Shareholders who hold their Ordinary Shares in certificated form, to the Tender Form or the Savings Schemes Tender Form, whichever is applicable, which together constitute the terms and conditions of the Tender Offer.

Details of how to tender Ordinary Shares can be found in paragraph 3 of Part 4 of this document. Shareholders should note that, once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.

4.4 *City Takeover Code*

Under Rule 9 of the City Code, any person who acquires an interest (as defined in the City Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares is acquired by any such person or any person acting in concert with him.

Under Rule 37.1 of the City Code, when a company redeems or purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or a group of persons acting in concert is interested will be treated as an acquisition for the purposes of Rule 9 of the City Code.

However, note 21 to Rule 37.1 of the City Code states that a person who comes to exceed the percentage limits set out in Rule 9 of the City Code in consequence of a company's redemption or purchase of own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or is presumed to be acting in concert with any of the directors.

The Takeover Panel must be consulted in advance of any case where Rule 9 of the City Code might be relevant. Under note 4 to Rule 37.1 of the City Code, the Company has consulted with the Panel in relation to the proposed Tender Offer. The Panel has confirmed on an ex parte basis to the Company that, provided City of London Investment Management Company Limited is not acting in concert with the Company or any of its directors such that they be treated as an "innocent bystander" in relation to any increase in its holding in the Company as a result of the proposed Tender Offer, the Panel will not require City of London Investment Management Company Limited nor any person deemed to be acting in concert

with it to make a mandatory offer under Rule 9 of the City Code on the grounds that its interest in the share capital of the Company has increased as a consequence of the proposed Tender Offer.

Shareholders are not obliged to tender their Ordinary Shares and, if they do not wish to participate in the Tender Offer, Shareholders should not complete or return their Tender Form or send a TTE Instruction.

This document does not constitute or contain a recommendation to Shareholders to tender their Ordinary Shares. Whether Shareholders choose to tender any Ordinary Shares will depend upon, amongst other things, their view of the Company's future prospects and their own individual circumstances, including their tax position. Shareholders who are in any doubt as to the contents of this document or as to the action to be taken should immediately consult their stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 or other appropriately qualified adviser.

Shareholders' attention is also drawn to the Risk Factors set out on page 4 of this document.

5 ONGOING CHARGES RATIO

Following implementation of the Tender Offer the size of the Company, in terms of its net assets, will decrease. The Board is mindful of the costs incurred in managing an investment company and the fact that a fall in net assets will lead to a higher overall ongoing charges ratio ("OCR"). To that end, the Board is pleased to report that it has secured agreement from the Manager to seek to limit the Company's OCR to no more than 2 per cent. when calculated annually as at 30 June. Until further notice, to the extent that the OCR exceeds 2 per cent. in any annual period, the Manager will rebate an equal amount of its management fee to the Company with the objective of bringing the OCR down to 2 per cent. This rebate will, however, be capped such that the Manager, will not rebate more than an amount equal to one third of the Managers' management fee for the relevant year in question. There can therefore be no guarantee that the overall OCR of the Company will, even given any rebate by the Manager, be limited to 2 per cent. of net assets. However, the Board will continue to monitor all costs on a regular basis.

For the avoidance of doubt the OCR calculation will continue to be based on the guidance published by the Association of Investment Companies.

6 EXTRAORDINARY GENERAL MEETING

The Tender Offer is subject to Shareholders passing the Tender Resolution to be proposed at the EGM. The proposed new discount control mechanism outlined in this document is subject to Shareholders passing an ordinary resolution to be proposed at the EGM approving the new discount control policy. The Notice convening the EGM, to be held at 2.30 p.m. on 17 October 2018 at the registered office of the Company, is set out at the end of this document.

In order to become effective, the Tender Resolution and the ordinary resolution approving the new discount control policy must each be approved by a majority of not less than 50 per cent. of the votes cast by Shareholders present in person or by proxy at the EGM.

The quorum for the EGM shall be one or more Shareholders present in person or by proxy holding 5 per cent. or more of the voting rights capable of being voted at the EGM. If the EGM needs to be adjourned because it is not quorate, it will be adjourned to the same time and place on the fifteenth calendar day following the adjourned EGM (or, if that day is not a business day, to the next business day), whereupon those Shareholders then present, in person or by proxy, shall form the quorum. In the event of any such adjournment the Company will announce the adjournment via an RIS but no notification will be sent directly to Shareholders.

7 REPURCHASE AGREEMENT WITH NUMIS

On the date of this document, the Company and Numis will enter into the Repurchase Agreement, which imposes a binding obligation on Numis to sell the Tendered Shares to the Company and on the Company to buy-back such Tendered Shares at the Tender Price.

All Ordinary Shares purchased by the Company shall be effected on the London Stock Exchange in on-market transactions. Numis, on the Company's behalf, may settle acquisitions of Tendered Shares in such manner and in such order as it considers appropriate in its absolute discretion.

Numis warrants to the Company that it is a member of the London Stock Exchange and the Company shall be entitled to terminate the Repurchase Agreement if such membership expires, is suspended, revoked or withdrawn at any time prior to the completion of the Tender Offer.

8 COSTS AND EXPENSES ASSOCIATED WITH THE TENDER OFFER

The fixed costs and expenses payable by the Company are estimated to amount to approximately £132,000 excluding estimated realisation costs. These costs, together with portfolio realisation costs, will be deducted from the NAV in terms of calculating the Tender Price on the Calculation Date.

9 TAXATION

Shareholders who sell Ordinary Shares in the Tender Offer may, depending on their individual circumstances and subject to the availability of any exemption or relief, incur a liability to taxation. UK resident Shareholders should be aware that HMRC may seek to treat part of the disposal proceeds of their Tendered Shares as income. The attention of Shareholders is drawn to Part 5 of this document, which sets out a general guide and is not exhaustive. Shareholders should seek advice in relation to their own specific circumstances.

Shareholders who are in any doubt as to their tax position should seek advice from an appropriately qualified professional.

10 RESTRICTED SHAREHOLDERS AND OVERSEAS SHAREHOLDERS

The Tender Offer is not being made to Restricted Shareholders. Shareholders who are resident in, or citizens of, a Restricted Jurisdiction are excluded from the Tender Offer to avoid breaching local laws relating to the implementation of the Tender Offer. Accordingly, copies of this document, the Tender Form, the Savings Schemes Tender Form and any related documents are not being and must not be mailed or otherwise distributed in or into any of the Restricted Territories.

Shareholders who are not Restricted Shareholders but who have a registered or mailing addresses outside the United Kingdom or who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom should read paragraph 6 of Part 4 of this document and the relevant provisions of the Tender Form.

11 ACTION TO BE TAKEN BY SHAREHOLDERS

11.1 Forms of Proxy

Whether or not they wish to tender Ordinary Shares and regardless of whether they intend to be present at the EGM, Shareholders (other than Savings Schemes Participants) are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed thereon, so as to be received by Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible and in any event not later than 2.30 p.m. on 15 October 2018.

The completion of Forms of Proxy will not prevent a Shareholder from attending the EGM and voting in person should they wish to do so.

11.2 Forms of Direction

Whether or not they wish to tender Ordinary Shares and regardless of whether they intend to be present at the EGM, Savings Schemes Participants are requested to complete and return the accompanying Forms of Direction in accordance with the instructions printed thereon, so as to be received by Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible and in any event not later than 2.30 p.m. on 8 October 2018.

The completion of Forms of Direction will not prevent a Shareholder from attending the EGM and voting in person should they wish to do so.

11.3 Tender Offer

Shareholders and Savings Schemes Participants who wish to continue with their existing investment in the Company should not tender their Ordinary Shares through CREST or return a Tender Form or Savings Schemes Tender Form.

Ordinary Shares held in uncertificated form (i.e. in CREST)

Shareholders who hold their Ordinary Shares in uncertificated form (that is in CREST) and who wish to participate in the Tender Offer do not need to complete a Tender Form. Such Shareholders should take the appropriate action in CREST to tender their Ordinary Shares and should arrange for the relevant Ordinary Shares to be transferred to escrow by no later than 1.00 p.m. on 15 October 2018, as described in Part 4 of this document.

Ordinary Shares held in certificated form

Shareholders who hold their Ordinary Shares in certificated form (*other than Savings Schemes Participants*) and who wish to participate in the Tender Offer should complete the Tender Form in accordance with the instructions set out therein and return the completed Tender Form by post or by hand (during normal business hours only) to the Receiving Agent, Link Asset Services, Corporate Actions, 34 Beckenham Road, Beckenham, BR3 4TU, by no later than 1.00 p.m. on 15 October 2018. They should also return the valid share certificate(s) and/or other documents of title in respect of the Ordinary Shares tendered. A reply-paid envelope (for use within the United Kingdom only) is enclosed for your convenience.

Savings Schemes Participants

Savings Schemes Participants who wish to participate in the Tender Offer should complete the Savings Schemes Tender Form in accordance with the instructions set out therein and return it to Link Asset Services, Corporate Actions, 34 Beckenham Road, Beckenham, BR3 4TU, so as to be received as soon as possible and in any event by no later than 1.00 p.m. on 8 October 2018. A reply paid envelope (for use within the United Kingdom only) is enclosed with the Savings Schemes Tender Form for your convenience.

12 RECOMMENDATION

The Board considers that the Tender Offer and the proposed adoption of a new discount control policy are in the best interests of the Company and of Shareholders. Accordingly, the Board recommends that Shareholders vote in favour of the Resolutions to be proposed at the EGM as the Directors intend to do in respect of their own beneficial holdings.

The Directors' beneficial holdings, in aggregate, amount to 18,350 Ordinary Shares, representing 0.02 per cent. of the issued Ordinary Shares as at the latest practicable date prior to the issue of this Circular.

The Board has received indications from Shareholders holding in aggregate Ordinary Shares representing 60 per cent. of the issued Ordinary Shares of their current intention to vote in favour of the Resolutions.

The Board makes no recommendation to Shareholders as to whether they should tender their Ordinary Shares in the Tender Offer. The Directors do not intend to tender any of their own Ordinary Shares. Whether Shareholders decide to tender any Ordinary Shares will depend on their view of the Company's future prospects and their own individual circumstances including their own tax position.

Yours faithfully

John Whittle
Chairman

PART 2

LETTER FROM NUMIS SECURITIES LIMITED

Numis Securities Limited

10 Paternoster Square London EC4M 7LT
T.+44(0)20 7260 1000 F.+44(0)20 7260 1010
mail@numiscorp.com www.numiscorp.com

19 September 2018

Dear Shareholder

TENDER OFFER TO SHAREHOLDERS OF ABERDEEN FRONTIER MARKETS INVESTMENT COMPANY LIMITED

1 INTRODUCTION

As explained in the letter from your Chairman in Part 1 of this document, Shareholders (other than Excluded Shareholders) are being given the opportunity to tender their Ordinary Shares for purchase in the Tender Offer on the basis set out below and in Part 4 of this document. The purpose of this letter is to set out the principal terms and conditions of the Tender Offer. This letter is not, however, a recommendation to Shareholders to sell their Ordinary Shares.

Numis hereby invites Shareholders (other than Excluded Shareholders) on the Register on the Record Date to tender Ordinary Shares for purchase by Numis for cash at the Tender Price. The Tender Offer is made on the terms and is subject to the conditions set out in Part 4 of this document and (in the case of Ordinary Shares held in certificated form) the Tender Form, such terms and conditions being deemed to be incorporated herein and forming part of the Tender Offer.

Numis will determine the number of Ordinary Shares it will purchase on the basis of valid tenders received, as determined following 1.00 p.m. on 15 October 2018. All Ordinary Shares repurchased will be repurchased at the Tender Price. That price is set at 98 per cent. of NAV (less the direct costs, including any realisation costs of underlying investments, of implementing the Tender Offer) per Ordinary Share calculated as at 17 October 2018 being the Calculation Date and will be expressed and paid in Sterling. Numis will purchase Ordinary Shares for the aggregate Tender Price.

Shareholders are not obliged to tender any Ordinary Shares. Shareholders who do not wish to tender any Ordinary Shares should not return their Tender Form or send a TTE Instruction. Shareholders who are in any doubt as to the consequences, including the taxation consequences, of returning or failing to return their Tender Forms or of submitting or failing to submit a TTE Instruction, are recommended to consult an appropriate professional adviser.

All references to Shareholders in this document are to the holders of legal title to Ordinary Shares whose names are shown on the Register. All calculations will be done by reference to the Register only. The Company shall not be responsible for any calculations in respect of the entitlements of the holders of beneficial title to Ordinary Shares.

2 PROCEDURE FOR TENDERING ORDINARY SHARES

2.1 *Certificated Ordinary Shares: Tender Form*

Shareholders will find a Tender Form enclosed with this document. Shareholders who hold their Ordinary Shares in certificated form who wish to tender some or all of their Ordinary Shares for purchase should complete the Tender Form in accordance with the instructions printed thereon and set out in Part 4 of this document, and return it by post or by hand (during normal business hours only) to the Receiving Agent, Link Asset Services Corporate Actions, at 34 Beckenham Road, Beckenham, Kent BR3 4TU, along with share certificates (and/or other documents of title) representing the Ordinary Shares they wish to tender for purchase so as to arrive by no later than 1.00 p.m. on 15 October 2018. Shareholders who do not wish to tender any of their shareholding need take no action.

2.2 *Uncertificated Ordinary Shares: CREST arrangements*

Shareholders who hold their Ordinary Shares in uncertificated form (i.e. through CREST) who wish to tender some or all of their Ordinary Shares for purchase should send or procure the sending of a TTE Instruction (as set out in Part 4 of this document) ensuring that the instruction is received by Link Asset Services Corporate Actions by no later than 1.00 p.m. on 15 October 2018. Full details of the procedure for tendering Ordinary Shares are set out in Part 4 of this document.

3 VALIDITY OF TENDER FORMS

Tender Forms and TTE Instructions which are received after 1.00 p.m. on 15 October 2018 or which at that time are incorrectly completed or not accompanied by all relevant documents or instructions may be rejected and returned to Shareholders or their appointed agents, together with any accompanying share certificate(s) and/or other documents of title. However, Numis reserves the right to treat as valid Tender Forms or TTE Instructions which are not entirely in order and which are not accompanied by the relevant Ordinary Share certificate and/or other document(s) of title or a satisfactory indemnity in lieu thereof and shall be entitled (in its sole discretion) to accept late Tender Forms and TTE Instructions.

4 OVERSEAS SHAREHOLDERS

Numis is not making the Tender Offer to Restricted Shareholders. Numis may be prohibited from making the Tender Offer to persons outside the United Kingdom, or the Tender Offer may be affected by the relevant laws of the overseas jurisdiction. Shareholders with registered or mailing addresses outside the UK, or who are citizens or nationals of, or resident in, a jurisdiction other than the UK, should read paragraph 6 of Part 4 of this document and (in the case of Ordinary Shares held in certificated form) the relevant provisions of the Tender Form.

5 CONDITIONS AND TERMINATION

The Tender Offer is conditional upon the satisfaction of the conditions specified in paragraph 1 of Part 4 of this document. The Tender Offer may be terminated in the circumstances described in paragraph 2 of Part 4 of this document.

6 SETTLEMENT

Subject to the Tender Offer becoming unconditional, payment of the Tender Price due to Shareholders under the Tender Offer whose tenders have been accepted (rounded down to the nearest whole penny) are expected to be effected by the dispatch of cheque(s) during the week commencing 29 October 2018 (or as soon as practicable thereafter).

7 THE CITY CODE ON TAKEOVERS AND MERGERS

Shareholders should note the important information in paragraph 4.4 of Part I of this document relating to certain provisions of the City Code.

8 FURTHER INFORMATION

Your attention is drawn to the information contained in the rest of this document, including, in particular, the terms and conditions of the Tender Offer in Part 4 of this document.

9 GENERAL

This letter is not a recommendation to Shareholders to sell or not sell Ordinary Shares in the Tender Offer.

Yours faithfully

David Benda

Managing Director, Corporate Broking and Advisory
For and on behalf of Numis Securities Limited

PART 3

ACTION TO BE TAKEN BY SAVINGS SCHEMES PARTICIPANTS

1. YOUR ENTITLEMENT

- 1.1 If you are a UK participant in either the Aberdeen Standard Investment Trusts ISA, the Savings Plan or the Children's Plan you will have the opportunity to participate in the Tender Offer on the same basis as Shareholders. The purpose of this Part 3 is to provide you with information that is specific to Savings Schemes Participants.
- 1.2 **You only need to complete the Savings Schemes Tender Form if you wish to participate in the Tender Offer.** The Savings Schemes Tender Form contains instructions as to how to complete and return it by the latest time of 1.00 p.m. on 8 October 2018.
- 1.3 Savings Schemes Participants should note that, once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.

2. OPTIONS

- 2.1 Where a Savings Schemes Participant tenders Ordinary Shares in the Tender Offer, the proceeds of the Tender Offer due to that participant will be paid to their nominee on their behalf in accordance with the terms and conditions of the applicable Savings Scheme. As a result, the accounts of Savings Schemes Participants may be credited later than any times and dates specified in this document for Shareholders generally.
- 2.2 The nominee will then follow your instructions as to what you wish to do with the proceeds. Your options, which depend on the terms and conditions of the particular Savings Schemes in which you are a participant, are set out below. You should note that some of these options may have taxation consequences. Savings Schemes Participants can either:
 - receive a cheque for their tender proceeds; or
 - elect to place their tender proceeds in a cash holding facility pending further instruction (it should be noted that this cash holding facility does not pay interest).
- 2.3 Regular savers who elect to tender all or part of their holding may stop future regular investments in the Company within their ISA or Savings Plan by ticking Box 2 on the Savings Schemes Tender Form. Participants who tick Box 2 will have their direct debits to acquire Ordinary Shares cancelled. If their direct debit contributions are made into more than one investment trust, the contributions into the other investment trusts will continue as normal.
- 2.4 Unless you wish to receive a cheque, you must instruct the nominee on your Savings Schemes Tender Form how you wish the cash to be reinvested. As far as the ISA is concerned, none of the above options would incur a charge to tax but any cash paid out of the ISA would lose its tax efficient wrapper. If you have already invested up to your ISA limit for the relevant tax year (2018/2019), you will not be able to re-invest the proceeds in another ISA. For Savings Schemes Participants who hold their Ordinary Shares through the Savings Plan, the disposal may give rise to a tax liability depending on the holder's specific circumstances.

3. OVERSEAS PARTICIPANTS

- 3.1 Savings Schemes Participants who are resident in, or citizens of, a jurisdiction outside the United Kingdom but not a Restricted Jurisdiction who wish to accept the Tender Offer should read paragraph 6 of Part 4 of this document and satisfy themselves that they have fully observed any applicable legal requirements under the laws of the relevant jurisdiction.

4. OTHER FEES

- 4.1 You should note that, notwithstanding the terms and conditions for each Savings Scheme, no fees or charges will be payable by Savings Schemes Participants in respect of the investment of any realisation proceeds from their Ordinary Shares tendered in the Tender Offer.

PART 4

TERMS AND CONDITIONS OF THE TENDER OFFER

1 Terms and Conditions

1.1 The Tender Offer is conditional on the following (together the “**Conditions**”):

- (a) the Tender Resolution being duly passed at the EGM;
- (b) the Directors and Numis being satisfied, in the light of the number of Ordinary Shares tendered pursuant to the Tender Offer, that immediately following the payment of the Tender Price in respect thereof the Company will be able to pass the Guernsey statutory solvency test pursuant to the Companies Law, being that the Company is able to pay its debts as they become due, the value of the Company’s assets is greater than the value of its liabilities and the Company satisfies any applicable solvency requirements imposed pursuant to the Protection of Investors (Bailiwick of Guernsey) Law;
- (c) Numis being satisfied, acting in good faith, that at all times up to and immediately prior to the announcement of the results of the Tender Offer that the Company has complied with its obligations, and is not in breach of any of its representations and warranties given by it, in the Repurchase Agreement; and
- (d) the Tender Offer not being terminated in accordance with paragraph 2 of this Part 4.

Numis will not purchase any Ordinary Shares pursuant to the Tender Offer unless the Conditions have been satisfied or, where appropriate, waived by Numis.

- 1.2 Each Shareholder is entitled, subject to the terms and conditions set out in this Part 4, to tender up to 15 per cent. of the Ordinary Shares held by the Shareholder on the Record Date (the “**Basic Entitlement**”) Shareholders are permitted to submit Tender Forms or Savings Schemes Tender Forms or TTE Instructions in respect of Ordinary Shares that are in excess of their Basic Entitlement (“**Excess Tenders**”). To the extent that other Shareholders have not taken up their Basic Entitlement (thereby creating “**Excess Capacity**”) Shareholders will have their Excess Tenders satisfied in full to the extent that the Excess Capacity exceeds the aggregate Excess Tenders. To the extent that the aggregate Excess Tenders exceeds Excess Capacity, Excess Tenders shall be satisfied *pro rata* (by value) to the amount of the Shareholders Basic Entitlement.
- 1.3 The Tender Offer is being made at the Tender Price. The Tender Price will be equal to 98 per cent. of the prevailing NAV per Ordinary Share as at the Calculation Date (less the direct costs, including any realisation costs of underlying investments, of implementing the Tender Offer) and will be expressed and paid in Sterling. To the extent that the total aggregate consideration payable to a Shareholder under the Tender Offer would require that Shareholder to be paid a fraction of a penny, the amount of that consideration shall be rounded down to the nearest whole penny.
- 1.4 Tender Forms or Savings Schemes Tender Forms which have been, or are deemed to be, validly and properly completed and received by the Receiving Agent prior to 1.00 p.m. on 8 October (in respect of Saving Schemes Tender Forms) 2018 or 1.00 p.m. on 15 October (in respect of Tender Forms) will become irrevocable at such time as they are received.
- 1.5 The Tender Offer will close at 1.00 p.m. on 15 October 2018 and no Tender Forms or TTE instructions received after that time will be accepted in whole or in part.
- 1.6 Ordinary Shares successfully tendered will be purchased by Numis fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same and will not rank for any future dividends or other distributions. Numis will not be liable to pay the Tender Price unless and until the Company has paid the amount necessary for it to purchase from Numis all the Tendered Shares pursuant to the terms of the Repurchase Agreement.
- 1.7 All tenders in respect of Ordinary Shares held in certificated form must be made on the accompanying Tender Form duly completed in accordance with the instructions set out below and in the Tender Form. Share certificate(s) and/or other document(s) of title must be submitted with the Tender Form. If applicable, a balance certificate in respect of the remaining unsold Ordinary Shares will be sent to the Shareholder after completion of the Tender Offer.

- 1.8 All tenders in respect of Ordinary Shares held in uncertificated form (that is, in CREST) must be made by the input and settlement of a TTE instruction in CREST.
- 1.9 The Tender Offer and all tenders and Tender Forms or Savings Schemes Tender Forms will be governed by and construed in accordance with Guernsey law. Delivery of a Tender Form or the input of a TTE instruction in CREST, as applicable, will constitute submission to the exclusive jurisdiction of the courts of Guernsey.
- 1.10 It is expected that the results of the Tender Offer and the Tender Price will be announced on 19 October 2018.
- 1.11 The decision of the Directors as to the calculation of the Tender Price and the results of the Tender Offer shall be final and binding on all Shareholders.
- 1.12 All questions as to the number of Ordinary Shares tendered, and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares will be determined by the Company, in its sole and absolute discretion, which determination shall be final and binding on all of the parties (except as otherwise required under applicable law).
- 1.13 The Company reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of payment for which may, in the opinion of the Company, be unlawful. The Company also reserves the absolute right to waive any of the terms or conditions of the Tender Offer and any defect or irregularity in the tender of any particular Ordinary Shares. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities (if any) have been cured or waived. In the event of a waiver, the consideration under the Tender Offer will not be despatched until after the Tender Form is complete in all respects and the share certificates and/or other document(s) of title satisfactory to the Company have been received or until after the relevant TTE instruction has settled (as the case may be).
- 1.14 Ordinary Shares will be purchased by Numis under the Tender Offer free of commissions and dealing charges.
- 1.15 The failure of any Shareholder to receive a copy of this document or, for a person who holds his Ordinary Shares in certificated form, the Tender Form shall not invalidate any aspect of the Tender Offer. None of the Company, Numis, the Receiving Agent or any other person will incur any liability in respect of any person failing to receive this document and/or the Tender Form.

2 Termination of the Tender Offer

- 2.1 If the Company (acting by the Directors) shall at anytime prior to Numis effecting the purchase as principal of the Tendered Shares notify Numis in writing that in its opinion the completion of the purchase of Ordinary Shares in the Tender Offer is no longer in the best interests of the Company and/or the Shareholders as a whole or that there would or may be unexpected adverse financial consequences (whether by reason of a change in legislation or practice or otherwise) for the Company or its Shareholders if the Tender Offer were to proceed.
- 2.2 At any time after 19 October 2018, any of the Conditions have not been satisfied, then Numis shall be entitled as its complete discretion to:
 - (a) postpone the Tender Offer until such time as:
 - (aa) the Company notifies Numis that no such circumstances exist as set out in paragraph 2.1 above; or
 - (bb) the Conditions have been satisfied; or
 - (cc) the Tender Offer is withdrawn in accordance with sub-paragraph (b) below; or
 - (b) withdraw the Tender Offer by a public announcement (and in such event the Tender Officer shall cease and determine without any liability on the part of the Company or Numis).

3 Tender Procedure

3.1 *Ordinary Shares held in certificated form (that is, not in CREST)*

To tender your Ordinary Shares held in certificated form you must complete the Tender Form. The completed Tender Form should either be sent by post or delivered by hand (during normal business hours only) to Link Asset Services, Corporate Actions, 34 Beckenham Road, Beckenham, Kent BR3 4TU the Receiving Agent, as soon as possible and, in any event, so as to be received not later than 1.00 p.m. on 15 October 2018. No tenders received after that time will be accepted subject to the absolute discretion of the Company. No acknowledgement of receipt of documents will be given. The completed and signed Tender Form should be accompanied, where possible, by the relevant share certificate(s) and/or other document(s) of title.

If your share certificate(s) and/or other document(s) of title is/are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by the Receiving Agent, Link Asset Services, not later than 1.00 p.m. on 15 October 2018, together with any share certificate(s) and/or documents(s) of title that you may have available with a note of explanation stating that you have lost one or more of your share certificate(s) and/or other document(s) of title.

In respect of those Ordinary Shares for which your share certificate(s) is/are lost, you should complete a letter of indemnity, which can be obtained by contacting the Receiving Agent by telephone on the helpline number below. This indemnity should be returned as described above so as to be received not later than 1.00 p.m. on 15 October 2018.

Where you have returned a letter of indemnity in respect of unavailable share certificate(s) and you subsequently find or obtain the relevant share certificate(s), you should immediately send the share certificate(s) by post or (during normal business hours only) by hand to the Receiving Agent, as described above.

If a Shareholder does not deliver his share certificate(s) by 1.00 p.m. on 15 October 2018, the Company may deem (in its absolute discretion) that such Shareholder has only tendered the number of Ordinary Shares in respect of which share certificate(s) have been received.

After the completion of the Tender Offer, new share certificates will be issued to each Shareholder who, following their participation, in the Tender Offer, continues to hold Ordinary Shares to reflect their reduced holding of Ordinary Shares. If the Tender Offer does not become unconditional and lapses, Tender Forms or Savings Schemes Tender Forms, share certificate(s) and other document(s) of title will be returned to Shareholders by post not later than 14 days after the date of such lapse.

If you hold Ordinary Shares in certificated form but under different designations, you should complete a separate Tender Form, as appropriate, in respect of each designation. If you require additional Tender Forms or Savings Schemes Tender Forms please contact the Receiving Agent by telephone on the helpline number below.

The Receiving Agent, acting as your agent, will effect such procedures as one required to transfer your Ordinary Shares to Numis under the Tender Offer.

If you are in any doubt as to the procedure for tendering Ordinary Shares please contact the Receiving Agent, Link Asset Services on 0371 664 0321. Lines are open from 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday excluding public holidays.

Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice.

3.2 *Ordinary Shares held in uncertificated form (that is, in CREST)*

If you hold Ordinary Shares in uncertificated form (that is, in CREST) you may tender such Ordinary Shares by submitting a TTE instruction in accordance with the procedure set out in sub-paragraph 3.3 below and, if those Ordinary Shares are held under different member account IDs, you should send a separate TTE instruction and Tender Form for each member account ID.

To tender Ordinary Shares in uncertificated form you should not submit a Tender Form but you should take (or procure the taking of) the action set out below to transfer (by means of a TTE instruction) the number of Ordinary Shares which you wish to tender under the Tender Offer to the appropriate escrow account, specifying the Receiving Agent (in its capacity as a CREST participant under the relevant participant ID(s) and member account ID(s) referred to below) as the Escrow Agent, as soon as possible and in any event so that the TTE instruction settles by no later than 1.00 p.m. on 15 October 2018. Please note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) and you should therefore ensure you time the input of any TTE instructions accordingly.

An Electronic Tender shall constitute an offer to sell the number of Ordinary Shares at the Tender Price on the terms of the Tender Offer, by transferring such Ordinary Shares to the escrow account detailed at sub-paragraph 3.3 below.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST sponsor will be able to send the TTE instruction to Euroclear in relation to the Ordinary Shares which you wish to tender.

After settlement of a TTE instruction, you will not be able to access in CREST for any transaction or charging purposes the Ordinary Shares the subject of such TTE instruction, notwithstanding that they will be held by Receiving Agent as the Escrow Agent until completion or lapsing of the Tender Offer. If the Tender Offer becomes unconditional and the relevant tender is accepted, the Escrow Agent will transfer the Ordinary Shares to Numis.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined below. This can be found on the Euroclear website at www.euroclear.com.

You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE instruction relating to your Ordinary Shares to settle prior to 1.00 p.m. on 15 October 2018. In this connection you are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

3.3 ***Electronic Tenders***

To tender Ordinary Shares in uncertificated form you should send (or if you are a CREST sponsored member, procure your sponsor sends) to Euroclear a TTE instruction in relation to such Ordinary Shares. A **TTE instruction** to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain the following additional details:

- (a) the number of Ordinary Shares in respect of which you wish to tender and which are to be transferred to an escrow account;
- (b) your member account ID;
- (c) your participant ID;
- (d) the participant ID of the Escrow Agent, Link Asset Services, in its capacity as a CREST receiving agent. This is RA10;
- (e) the member account ID of the Escrow Agent, Link Asset Services. For the purposes of the Tender this is 29838ABE;
- (f) the corporate action ISIN, which is GG00B1W59J17;
- (g) the intended settlement date. This should be as soon as possible and, in any event, not later than 1.00 p.m. on 15 October 2018;
- (h) input with standard delivery instruction of priority 80;
- (i) the corporate action number for the Tender Offer. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST; and
- (j) the contact name and telephone number inserted in the shared note field.

You are recommended to refer to the CREST Manual for further information on the CREST procedures outlined above.

An appropriate announcement through a Regulatory Information Service will be made if any of the details contained in this paragraph are altered.

3.4 *Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST*

Normal CREST procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Ordinary Shares or otherwise). Shareholders who are proposing to convert any such Ordinary Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Ordinary Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 15 October 2018.

If you are in any doubt as to how to complete the Tender Form or as to the procedure for making an Electronic Tender, please contact Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

Shareholders should note that once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of.

3.5 *Savings Schemes Participants*

Enclosed with this document is a Savings Schemes Tender Form for use by Savings Schemes Participants. The completed and signed Savings Schemes Tender Forms should be delivered either by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, 34 Beckenham Road, Beckenham, BR3 4TU, so as to arrive by no later than 1.00 p.m. on 8 October 2018. No acknowledgement of receipt will be given. Reply-paid envelopes are enclosed with the Savings Schemes Tender Forms.

4 *Effect of Tender*

4.1 Each Shareholder by whom, or on whose behalf, a Tender Form or TTE instruction is executed irrevocably undertakes, represents, warrants and agrees to and with the Company, Numis and the Receiving Agent (so as to bind him, his personal or legal representatives, heirs, successors and assigns) that:

(a) in respect of a Shareholder:

- (i) by whom, or on whose behalf, a Tender Form is executed, the execution of the Tender Form and submission of valid share certificate(s) or document(s) that shall constitute an offer to sell to Numis at the Tender Price, the number of Ordinary Shares specified on the Tender Form (or deemed to be inserted) in each case on and subject to the terms and conditions set out and referred to in this document and that, once lodged, such offer shall be irrevocable;
- (ii) by whom, or on whose behalf, a Tender Form is executed, the execution of the Tender Form shall constitute an offer to sell to the Company at the Tender Price, the number of Ordinary Shares specified on the Tender Form (or deemed to be inserted) in each case on and subject to the terms and conditions set out and referred to in this document and that, once lodged, such offer shall be irrevocable notwithstanding that valid share certificate(s) or documents have not been submitted; and an appropriate indemnity in favour of Numis shall be completed and executed by or on behalf of the Shareholder (or by an attorney pursuant to subparagraph 4(c));

- (iii) by whom, or on whose behalf an Electronic Tender is made, the input of the TTE instruction shall constitute an offer to sell to the Company at the Tender Price, the number of Ordinary Shares specified on the TTE instruction (or deemed to be inserted) in each case on and subject to the terms and conditions set out and referred to in this document and that once the TTE instruction has been received and the TTE instruction has settled, such tender shall be irrevocable;
- (b) such Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and when the same are purchased under the Tender Offer Numis will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of preemption or other third party rights of any nature together with all rights attaching thereto;
- (c) the execution of the Tender Form or the input of the TTE instruction (as appropriate) will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Numis, or other person(s) nominated by Numis, as such Shareholder's attorney and/or agent ("attorney") and an irrevocable instruction and authorisation for the attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the Ordinary Shares being tendered by that Shareholder (including any indemnity for share certificate(s) which should have been submitted with the Tender Form) and to deliver such instrument(s) of transfer and/or other documents at the discretion of the attorney, together with the share certificate(s) and/or any other document(s) relating to such Ordinary Shares, for registration on the Tender Offer becoming unconditional and to do all such other acts and things as may, in the opinion of such attorney, be necessary or expedient for the purpose of, or in connection with, the Tender Offer;
- (d) such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by such attorney and/or by Numis or any of its directors in the proper exercise of its or his or her powers and/or authorities hereunder;
- (e) such Shareholder shall do all such things and acts as shall be necessary or expedient and execute any additional documents deemed by Numis to be desirable to complete the purchase by Numis of Ordinary Shares pursuant to the Tender Offer and/or to perfect any of the authorities expressly given hereunder;
- (f) the creation of an assured payment obligation in favour of a Shareholder's payment bank in accordance with the CREST assured payment arrangements as referred to in paragraph 5 (headed "Purchase of Ordinary Shares and settlement") in this Part 4 will, to the extent of the obligations so created, discharge fully any obligation of Numis to pay to such Shareholder the cash consideration to which he is entitled pursuant to the Tender Offer;
- (g) on execution each Tender Form takes effect as a deed;
- (h) in respect of Ordinary Shares held in uncertificated form, the input of a TTE instruction constitutes the irrevocable appointment of Link Asset Services as the Shareholder's attorney and/or agent (with power to delegate to any director of Receiving Agent) and an irrevocable instruction and authority to the attorney and/or agent: (i) subject to the Tender Offer becoming unconditional, to transfer to itself by means of CREST the Ordinary Shares in respect of which the Tender Offer has been accepted (but not exceeding the number of Ordinary Shares which have been tendered pursuant to the Tender Offer) to Numis; and (ii) if the Tender Offer does not become unconditional and lapses or has been terminated, or there are Ordinary Shares which have not been accepted under the Tender Offer, to give instructions to Euroclear, as promptly as practicable after the lapsing of the Tender Offer, to transfer all such Ordinary Shares to the original available balances from which those Ordinary Shares came;
- (i) that, subject to the Tender Offer becoming unconditional, the execution of a Tender Form or the inputting of a TTE instruction (as appropriate), constitutes an irrevocable authorisation and request:

- (i) if the Ordinary Shares concerned are in certificated form, to Numis to procure the dispatch by post of a cheque drawn in Sterling at a branch of a UK clearing bank for the aggregate Tender Price to which a tendering Shareholder is entitled, at the risk of such Shareholder, to the registered holder(s); and
- (ii) if the Ordinary Shares are in uncertificated form, to Numis to procure the creation of an assured payment obligation in favour of the payment bank of the tendering Shareholder in accordance with the CREST assured payment arrangements in respect of the aggregate Tender Price to which such Shareholder is entitled;
- (j) such Shareholder, if an Overseas Shareholder, has fully observed and complied with any applicable legal requirements so that the invitation under the Tender Offer may be lawfully made to him under the laws of the relevant jurisdiction;
- (k) such Shareholder is not a Restricted Shareholder, does not hold any Ordinary Shares which he has tendered on behalf of a resident of any Restricted Jurisdiction and has not received or sent copies or originals of this document, the Tender Form or any related document in, into or from any Restricted Jurisdiction and has not otherwise utilised in connection with the Tender Offer directly or indirectly, the mails of or any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and Internet) of interstate or foreign commerce of, or any facility of a national securities exchange of, any Restricted Jurisdiction, the Tender Form has not been mailed or otherwise been sent in, into or from any Restricted Jurisdiction and such Shareholder is tendering Ordinary Shares pursuant to the Tender Offer from outside the Restricted Jurisdiction and such Shareholder is not an agent or fiduciary acting on a non-discretionary basis for the principal who has given any instructions with respect to such Ordinary Shares;
- (l) that the execution of a Tender Form or the input of the TTE instruction (as appropriate) constitutes such Shareholder's submission to the jurisdiction of the courts of Guernsey in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form;
- (m) the execution of the Tender Form constitutes a warranty by such Shareholder that the information given by or on behalf of the Shareholder in the Tender Form will be true in all respects at the time Numis purchases the Ordinary Shares referred to in subparagraph 4(a) above as if it had been given afresh at such time and shall not be extinguished by such purchase;
- (n) a reference to a "Shareholder" includes a reference to the person or persons executing the Tender Form or inputting the TTE instruction and, in the event of more than one person executing a Tender Form or inputting the TTE instruction, will apply to them jointly and severally; and
- (o) all documents and payments sent to, from, by or on behalf of a Shareholder are sent entirely at their own risk.

5 Purchase of Ordinary Shares and settlement

Unless the Tender Offer is terminated, the outcome of the Tender Offer and the Tender Price is expected to be announced by no later than 8.00 a.m. on 19 October 2018.

To the extent that the total aggregate consideration payable to a Shareholder under the Tender Offer would require that Shareholder to be paid a fraction of a penny, the amount of that consideration shall be rounded down to the nearest whole penny.

The payment of any consideration for Ordinary Shares pursuant to the Tender Offer will be made only after the relevant TTE instruction has settled (in the case of CREST transfers) or (as may be the case) timely receipt by the Receiving Agent of share certificate(s) and/or other documents of title, a properly completed and duly executed Tender Form and any other documents required by the Tender Form (in the case of Ordinary Shares held in certificated form).

Delivery of cash for the Ordinary Shares to be purchased by Numis pursuant to the Tender Offer will be made by the Receiving Agent, who will act as agent for tendering Shareholders for the purpose of receiving the cash and transmitting such cash to tendering Shareholders. Under no circumstances will interest be paid on the cash to be paid by the Company notwithstanding any delay in making such payment.

If any tendered Ordinary Shares are not purchased by Numis pursuant to the terms of the Tender Offer, in the case of Ordinary Shares held in certificated form relevant share certificates evidencing any such Ordinary Shares and/or other documents of title will be returned or sent as promptly as practicable without expense to, but at the risk of, the Shareholders tendering their Ordinary Shares or in the case of Ordinary Shares held in uncertificated form (that is, in CREST), the Receiving Agent will provide instructions to Euroclear to transfer all such Ordinary Shares held in escrow balances by TFE instruction to the original available balances from which those Ordinary Shares came.

Settlement of the consideration to which any Shareholder is entitled pursuant to valid tenders accepted by Numis will be made as follows:

(a) ***Ordinary Shares in uncertificated form (that is, in CREST)***

Where an accepted tender relates to Ordinary Shares held by Shareholders in uncertificated form, the consideration will be paid in Sterling through CREST by the Receiving Agent (on behalf of Numis) procuring the creation of an assured payment obligation by 26 October 2018 in favour of the payment banks of tendering Shareholders in accordance with the CREST assured payment arrangements.

Numis reserves the right to settle all or any part of the consideration referred to in this sub-paragraph 5(a), for all or any tendering Shareholder(s), in the manner referred to in subparagraph 5(b) below if, for any reason, it wishes to do so.

(b) ***Ordinary Shares in certificated form***

Where an accepted tender relates to Ordinary Shares held by Shareholders in certificated form, cheques for the consideration will be despatched on during the week commencing 29 October 2018 by the Receiving Agent (on behalf of Numis) by first class post, at the risk of registered holder(s). All payments will be made in Sterling by cheque, drawn on a branch of a UK clearing bank at the risk of the person(s) entitled thereto.

6 Overseas Shareholders

- (a) The making of the Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or custodians, nominees or trustees for persons who are citizens, residents or nationals of jurisdictions outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. It is the responsibility of any such Shareholder wishing to tender Ordinary Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdiction. Any such Shareholder will be responsible for any such issue, transfer or other taxes by whomsoever payable and the Company and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder for any such issue, transfer or other taxes such person may be required to pay. No steps have been taken to register or qualify the Tender Offer or to authorise the extending of this Tender Offer or the distribution of this document, the Tender Form and any related documents in any territory outside the United Kingdom.
- (b) In particular, the Tender Offer is not being made, directly or indirectly, in or into, or by the use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facility of a national securities exchange of the United States or in or into Canada, Australia, South Africa, New Zealand or Japan (the "Restricted Jurisdictions"), and Ordinary Shares cannot be tendered by any such use, means, instrumentality or facility or from within the United States. This includes, but is not

limited to, post, facsimile transmission, telex, electronic mail and telephone. Accordingly, copies of this document, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into or from any of the Restricted Jurisdictions, including to Shareholders with registered addresses in any of the Restricted Jurisdictions or to persons who are custodians, nominees or trustees holding shares for person in any of the Restricted Jurisdictions. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from, any of the Restricted Jurisdictions or use such mails or any such means, instrumentality or facility, in connection with the Tender Offer, and so doing may render invalid any purported tender under the Tender Offer. Persons wishing to tender under the Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to any tender under the Tender Offer. Envelopes containing Tender Forms or Savings Schemes Tender Forms should not be postmarked in any of the Restricted Jurisdictions or otherwise despatched from any of the Restricted Jurisdictions and all tendering Shareholders must provide addresses outside the Restricted Jurisdictions for the remittance of cash or return of any documents.

- (c) An Shareholder will be deemed not to have tendered Ordinary Shares pursuant to the Tender Offer if: (i) such Shareholder is unable to make the representations and warranties set out in paragraph 4 (headed "Effect of Tender") in this Part 4; (ii) such Shareholder completes Box 1 of a Tender Form with an address in any of the Restricted Jurisdictions or has a registered address in any of the Restricted Jurisdictions or (iii) the Tender Form received from him is in an envelope postmarked in, or which otherwise appears to Numis or its agents to have been sent from any of the Restricted Jurisdictions. Numis and its agents reserve the right, in their absolute discretion, to investigate in relation to any acceptance, whether the representations and warranties referred to in sub-paragraphs (j) and (k) of paragraph 4 (headed "Effect of Tender") in this Part 4 given by any Shareholder are correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation and warranty is not correct, such acceptance shall not be valid. If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender Form or any related documents in, into or from any of the Restricted Jurisdictions, such person should:
- (i) inform the recipient of such fact;
 - (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and
 - (iii) draw the attention of the recipient to this paragraph 6 headed "Overseas Shareholders" in this Part 4.
- (d) The provisions in this paragraph 6 headed "Overseas Shareholders" and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Company in its absolute discretion but only if the Company is satisfied that such waiver, variation or modification will not constitute or give rise to breach of applicable securities or other laws. Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant territory.

7 Additional provisions

All powers of attorney and authorities conferred by or referred to in this document or the Tender Form are given by way of security for the performance of the obligations of the Shareholders concerned and irrevocable in accordance with section 3 of the Powers of Attorney Act 1987.

Any changes to the terms, or any extension or termination of the Tender Offer will be followed as promptly as practicable by a public announcement thereof by no later than 1.00 p.m. on the Business Day following the date of such changes. In this case, the

definitions, times and dates mentioned throughout this document shall be deemed to be adjusted accordingly. Such an announcement will be released to an RIS. References to the making of an announcement by the Company includes the release of an announcement on behalf of the Company to the press and delivery of, or telephone or facsimile or other electronic transmission of, such announcement to an RIS.

Except as contained in this document, no person has been authorised to give any information or make any representations with respect to the Company or the Tender Offer and, if given or made, such other information or representations should not be relied on as having been authorised by the Company. Under no circumstances should the delivery of this document or the delivery of any consideration pursuant to the Tender Offer create any implication that there has been no change in the assets, properties, business or affairs of the Company since the date of this document.

The terms of the Tender Offer (including, without limitation, the times and dates referred to in this document) may be varied, amended or modified by the Company if the Company believes (in its sole discretion) that any such variation, amendment or modification is either non-material in nature, correcting what it believes to be a manifest error or is otherwise in the interests of all Shareholders. Any such variation, amendment or modification will be publicly announced as soon as practicable by way of an RIS.

8 Further information

Your attention is drawn to the information contained in the rest of this document and the Tender Form, Form of Proxy, Form of Direction and Saving Schemes Form of Direction and which accompany this document.

PART 5

TAXATION

United Kingdom Taxation

The following comments are intended only as a general guide to certain aspects of current United Kingdom tax law and HM Revenue & Customs' published practice, both of which are subject to change, possibly with retrospective effect. The comments are not exhaustive, are of a general nature and do not constitute tax advice and apply only to Shareholders who (except where indicated) are resident for tax purposes in the United Kingdom, who hold their Shares beneficially as an investment and who, if they are individuals, are domiciled for tax purposes in the United Kingdom. They do not address the position of certain classes of Shareholders such as dealers in securities, insurance companies, collective investment schemes, or persons who have, or who are deemed to have, acquired their shares by reason of or in connection with an office or employment. Shareholders who are in any doubt as to their tax position are encouraged to seek independent professional advice.

The Company

The Directors have been advised that, following certain changes to the United Kingdom tax rules regarding "alternative investment funds" implemented by the Finance Act 2014 and contained in section 363A of the Taxation (International and other Provisions) Act 2010, the Company should not be resident in the United Kingdom for United Kingdom tax purposes. Accordingly, and provided that the Company does not carry on a trade in the United Kingdom (whether or not through a branch, agency or permanent establishment situated there), the Company will not be subject to United Kingdom income tax or corporation tax other than on any United Kingdom sourced income.

Offshore Fund Rules

The treatment described in the following paragraphs is based on the Company not being an "offshore fund" for United Kingdom tax purposes, and any gain arising on a disposal of Ordinary Shares not being taxed as income under the rules applicable to "offshore funds".

Repurchase of Shares under Tender Offer

UK resident individuals

An individual Shareholder may, depending on that Shareholder's personal circumstances, be subject to United Kingdom capital gains tax in respect of any gain arising on the repurchase of his/her Shares under the Tender Offer. For such individuals, capital gains are taxed at a rate of 10 per cent. (for basic rate taxpayers) or 20 per cent. (for higher or additional rate taxpayers). Individuals may, depending on their personal circumstances, benefit from certain reliefs and allowances (including an annual exemption from capital gains which is £11,700 for the tax year 2018/2019). Shareholders who are not resident in the United Kingdom for taxation purposes will not normally be liable to United Kingdom taxation on chargeable gains arising from the disposal of their Ordinary Shares unless those Ordinary Shares are held for the purposes of a trade, profession or vocation through a UK branch, agency or permanent establishment, although they may be subject to foreign taxation depending on their own particular circumstances. Individual Shareholders who are temporarily not resident in the United Kingdom for tax purposes may be liable to United Kingdom capital gains tax under anti-avoidance legislation.

UK resident companies

Shareholders within the charge to United Kingdom corporation tax which are "small companies" (for the purposes of United Kingdom taxation of distributions) should expect to be subject to tax on any distribution deemed to arise on the repurchase of their Ordinary Shares. Any corporate Shareholder which is not small for these purposes will not be subject to tax on any such distribution so long as the distribution falls within an exempt category and certain conditions are met. In general, a distribution to a UK corporate shareholder which holds less than 10 per cent. of the Company's issued share capital should fall within an exempt category.

However, the exemptions are not comprehensive and are subject to anti-avoidance rules. If the conditions for exemption are not or cease to be satisfied, or such a Shareholder elects for an otherwise exempt distribution to be taxable, the Shareholder will be subject to United Kingdom corporation tax on any distribution deemed to arise on repurchase of the shares.

Shareholders within the charge to United Kingdom corporation tax may be subject to corporation tax on chargeable gains in respect of any gain arising on a repurchase of Ordinary Shares. The amount of any chargeable gain may be reduced by indexation allowance (but such allowance may not create or increase an allowable loss). Broadly, where an amount treated as a distribution is taxable, this amount should be excluded from the computation of the chargeable gain and, where it is exempt, the distribution should be included in the disposal proceeds for the purposes of the computation of the chargeable gain.

Transactions in Securities

The attention of Shareholders is drawn to section 684 of the Income Tax Act 2007 (for individuals) and section 731 of the Corporation Tax Act 2010 (for companies), and associated provisions, pursuant to which in certain circumstances HM Revenue & Customs may seek to cancel tax advantages from certain transactions in securities. In the event that such rules were successfully applied, Shareholders may be assessed to tax on a basis different from that set out above, including being taxed on an income basis as opposed to a chargeable gains basis in respect of their disposal of Ordinary Shares.

DEFINITIONS

In this document (including the letter from Numis set out in Part 2 of this document) and the Tender Form the following definitions apply unless the context requires otherwise:

“AIM”	the market of that name operated by the London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies of the London Stock Exchange
“Articles”	the existing articles of incorporation of the Company
“Basic Entitlement”	15 per cent. of the Ordinary Shares held by a Shareholder on the Record Date
“Board” or “Directors”	the board of directors of the Company from time to time
“Calculation Date”	17 October 2018 the day upon which the Company will calculate the Tender Price;
“certificated” or “in certificated form”	an Ordinary Share which is not in uncertificated form
“City Code”	the City Code on Takeovers and Mergers
“Company”	Aberdeen Frontier Markets Investment Company Limited
“Companies Law”	the Companies (Guernsey) Law, 2008, as amended
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
“CREST regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system-participant (as defined in the CREST Regulations)
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company notice of which is set out at the end of this document at which the Resolutions will be proposed
“Electronic Tender”	the inputting and settlement of a TTE instruction in accordance with the procedures set out in Part 4 of this document which constitutes or is deemed to constitute a tender of Ordinary Shares pursuant to, and on the terms of, the Tender Offer as set out in this document
“Escrow Agent”	Link Asset Services
“Euroclear”	Euroclear UK & Ireland Limited
“Excess Capacity”	the aggregate number of Ordinary Shares in respect of which Shareholders do not take up their Basic Entitlement
“Excess Tender”	a number of Ordinary Shares tendered by a Shareholder in excess of his Basis Entitlement
“Forms of Direction”	the forms of direction for use by Shareholders at the EGM
“Form of Proxy”	the enclosed form of proxy for use by Shareholders in connection with the EGM
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Link Asset Services”	the trading name of Link Market Services Limited
“Manager”	Aberdeen Fund Managers Limited

“member account ID”	the identification code or number attached to any member account in CREST
“MSCI” or “Index” or “Benchmark”	the Morgan Stanley Capital International Frontier Markets Index
“Net Asset Value” or “NAV”	the net asset value of the Company which, for the purposes of calculating the Tender Price, shall be the sterling equivalent at the Calculation Date of the NAV which is expressed in US Dollars
“Net Asset Value per Share”	the NAV divided by the number of Ordinary Shares in issue
“Numis”	Numis Securities Limited
“Ordinary Shares” or “Shares”	ordinary shares of no par value in the Company
“Overseas Shareholders”	Shareholders who are citizens or nationals of, or resident in, jurisdictions outside the Isle of Man and the United Kingdom
“participant ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
“Portfolio”	the Company’s portfolio of investments
“Receiving Agent”	Link Asset Services
“Record Date”	6.00 p.m. on 15 October 2018
“Register”	the register of members of the Company
“Registrar”	Link Asset Services
“Resolutions”	the resolutions to be proposed at the Extraordinary General Meeting being the Tender Resolution and the ordinary resolution to approve the new discount control policy
“Restricted Jurisdiction”	has the meaning given to that term in paragraph 6(b) of Part 4 of this document
“Restricted Shareholder”	a Shareholder who is resident in, or a citizen of, a Restricted Jurisdiction
“RIS” or “Regulatory Information Service”	a regulatory information service
“Rule”	rules contained in the Takeover Code
“Savings Schemes Participant”	a holder of Ordinary Shares through the Savings Schemes
“Savings Schemes”	the Aberdeen Standard Investment Trusts Share Plan, the Investment Plan for Children and/or the Aberdeen Standard Investment Trusts Individual Savings Account;
“Savings Schemes Tender Form”	the Tender Form accompanying this circular for use by the Savings Schemes Participants who wish to participate in the Tender Offer
“Shareholders”	holders of Ordinary Shares
“Share Price Total Return”	expressed in percentage terms, the change in share price of an Ordinary Share calculated by reference to market price (as opposed to NAV) re-investing all revenue and capital distributions on the relevant ex-dividend date
“Takeover Code”	the UK City Code on Takeovers and Mergers
“Takeover Panel”	the UK Panel on Takeovers and Mergers
“Tender Form”	the tender form accompanying this document for use by Shareholders in connection with the Tender Offer
“Tender Offer”	the invitation by Numis to Shareholders to tender Ordinary Shares for conditional purchase by Numis on the terms and subject to the conditions set out in this document, the Tender Form and the Savings Schemes Tender Form

“Tendered Shares”	Ordinary Shares validly tendered pursuant to the terms of the Tender Offer
“Tender Price”	98 per cent. of NAV (less the direct costs, including any realisation costs, of implementing the Tender Offer) per Ordinary Share as at the Calculation Date to be expressed and paid in Sterling
“Tender Resolution”	the ordinary resolution numbered 1 in the notice of the EGM
“TFE Instruction”	a transfer from escrow instruction (as defined by the CREST manual issued by Euroclear)
“TTE instruction”	a transfer to escrow instruction (as defined by the CREST manual issued by Euroclear)
“uncertificated” or “in uncertificated form”	recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“UK”	the United Kingdom of Great Britain and Northern Ireland
“US\$” or “US Dollars”	United States Dollar being the currency of the United States of America.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Aberdeen Frontier Markets Investment Company Limited

(a company incorporated under the Companies (Guernsey) Law 1994 to 1996, as amended and governed by the Companies (Guernsey) Law 2008, as amended with registered number 46809)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the members of Aberdeen Frontier Markets Investment Company Limited (the “**Company**”) will be held at 11 New Street, St Peter Port, Guernsey GY1 2PF on 17 October 2018 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

- 1 THAT, the Company be and is generally and unconditionally authorised in accordance with section 315 of the Companies (Guernsey) Law, 2008, as amended (the “**Companies Law**”) to make market acquisitions (within the meaning of section 316 of the Companies Law) of ordinary shares of no par value in the capital of the Company (“**Ordinary Shares**”), in connection with a tender offer for Ordinary Shares (the “**Tender Offer**”) on the terms set out or referred to in the circular issued by the Company of which this notice forms part (the “**Circular**”) (a copy of which was produced to the meeting and initialed by the Chairman for identification), provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 12,690,016 representing approximately 15 per cent. of the issued ordinary share capital of the Company as at the relevant record date (excluding any Ordinary Shares held in treasury);
 - (b) the price which may be paid for an Ordinary Share is the Tender Price (as defined in the Circular), which shall be both the maximum and minimum price for the purpose of section 315(3)b of the Companies Law; and
 - (c) unless previously renewed, revoked or varied this authority expires on 31 December 2018 save that the Company may before such expiry enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry and the Company may make a purchase of such shares after such expiry.The authority hereby conferred in this Resolution is in addition to, and not in substitution for, any existing authority of the Company to repurchase its Ordinary Shares.
- 2 THAT, the Company approve and adopt the discount control policy outlined in Part 1 of the Circular in substitution for its existing discount policy and mechanisms.

19 September 2018

Registered Office
11 New Street
St. Peter Port
Guernsey
GY1 2PF

By order of the Board
Vista Fund Services
(Guernsey) Limited
Company Secretary

Notes to the Notice of Extraordinary General Meeting

1. A Shareholder entitled to attend and vote may appoint a proxy to attend, speak and vote instead of him/her. A Shareholder may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A proxy need not be a Shareholder of the Company.
2. To appoint more than one proxy to vote in relation to different Shares within your holding you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Shares held by you), Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
3. Forms of Proxy duly completed, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's registrar, Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, BR3 4TU, not later than 2.30 p.m, on 15 October 2018 or not less than forty eight hours before the time appointed for the holding of any adjourned EGM or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of a poll.
4. A Form of Proxy is included for use by Shareholders to complete, sign and return. Completion and return of the Form of Proxy will not prevent a Shareholder from subsequently attending the EGM or any adjournments and voting in person if he/she so wishes.
5. Savings Schemes Participants are entitled to attend and vote at the EGM if the Form of Direction which is enclosed with this document is correctly completed and returned in accordance with the instructions thereon.
6. Entitlement to attend and vote at the EGM (or any adjournment thereof) and the number of votes which may be cast thereat will be determined by reference to the Company's register of Shareholders as at 6.00 p.m, on 15 October 2018.
7. To allow effective continuation of the meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder provided that such substitute proxy shall vote on the same basis as the Chairman.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (the CREST ID is RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is liable to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take, (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor's or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST systems and timings.
11. The Company may treat as invalid a CREST Proxy Instructions in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. The ordinary resolution requires a simple majority of votes cast to be in favour of it to be passed.
13. Capitalised terms used in the EGM Notice and the Resolutions have the same meanings as given to them in the Circular.

