

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the eleventh Annual General Meeting of abrdn Latin American Income Fund Limited will be held at Sir Walter Raleigh House, 48 – 50 Esplanade, St Helier, Jersey JE2 3QB, at 10:00am on 14 December 2022 for the following purposes:

Ordinary Business

As ordinary business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive the Directors' Report and financial statements for the year ended 31 August 2022, together with the auditor's report thereon.
2. To receive and adopt the Directors' Remuneration Report (other than the Directors' Remuneration Policy) for the year ended 31 August 2022.
3. To approve the Company's Dividend Policy to continue to pay four interim dividends per year.
4. To re-elect Howard Myles as a Director.
5. To re-elect Hazel Adam as a Director.
6. To elect Michael Gray as a Director.
7. To re-elect Heather MacCallum as a Director.
8. To re-appoint PricewaterhouseCoopers CI LLP as independent auditor.
9. To authorise the Directors to agree the remuneration of the independent auditor.

Special Business

As special business, to consider the following resolutions, each of which will be proposed as special resolutions:

10. THAT, the Company be and is hereby generally and unconditionally authorised in accordance with the Articles of Association to make market purchases on a stock exchange of, and to cancel or hold in treasury, Ordinary shares of no par value in the capital of the Company ("Ordinary shares"), provided that:
 - a) the maximum number of Ordinary shares hereby authorised to be purchased is 14.99% of the issued share capital of the Company as at the date of the passing of this resolution;
 - b) the maximum price which may be paid for an Ordinary share shall not be more than the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary share taken from the Official List for the 5 business days immediately preceding the day on which the Ordinary share is purchased; and (ii) the higher of the last independent trade and the current highest independent bid on the trading venue where the purchase is carried out;
 - c) the minimum price which may be paid for an Ordinary share is 1 pence; and
 - d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2023 or, if earlier, on the expiry of 18 months from the passing of this resolution, unless such authority is renewed prior to such time.

Disapplication of Pre-emption

11. THAT, for the purposes of Article 7.2 of the Company's Articles of Association the Company may issue equity securities (as defined in that Article) up to a maximum amount of 5,711,332 Ordinary shares representing 10% of the total number of Ordinary shares in issue as at the date of this resolution, provided that such disapplication shall expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting (by special resolution)) at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2023 or eighteen months from the date of this resolution but so that this power shall enable the Company to make offers or agreements before such expiry which would or might require equity securities to be issued after such expiry and the Directors of the Company may issue equity securities in pursuance of any such offer or agreement as if such expiry had not occurred.

By order of the Board
abr dn Capital International Limited
Company Secretary
10 November 2022

1st Floor, Sir Walter Raleigh House
48 – 50 Esplanade
St Helier,
Jersey JE2 3QB

Notice of Annual General Meeting

Continued

Notes

- i. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company. A form of proxy is enclosed.
- ii. Instruments of proxy and the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power of attorney or authority should be sent to The Registrars, abrdn Latin American Income Fund Limited, Computershare Investor Services (Jersey) Limited, The Pavillions, Bridgewater Road, Bristol BS99 6ZY so as to arrive not less than forty-eight hours before the time fixed for the meeting.
- iii. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, to have the right to attend and vote at the meeting referred to above a member must first have his or her name entered in the Company's register of members by not later than forty eight hours before the time fixed for the meeting (or, in the event that the meeting be adjourned, on the register of members forty eight hours before the time of the adjourned meeting). Changes to entries on that register after that time (or, in the event that the meeting is adjourned, on the register of members less than forty-eight hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
- iv. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Ordinary Shareholders entered on the register of members of the Company as at 10:00am on Monday 12 December 2022 or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries on the register of members after 10:00am on Monday 12 December 2022 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in any enactment, the Articles of Association of the Company or other instrument to the contrary.
- v. No Director has a service contract with the Company.
- vi. The Register of Directors' interests is kept by the Company and available for inspection.
- vii. As at 10 November 2022 (being the last business day prior to the publication of this notice) the Company's issued share capital comprised 57,113,324 Ordinary shares of no par value (with a further 6,107,500 Ordinary shares held in treasury). Each Ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 10 November 2022 was 63,220,824.
- viii. There are special arrangements for holders of Ordinary shares through the abrdn Share Plan and Investment Trust ISA. These are explained in the 'Letter of Direction' which such holders will have received with this report.