

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO ABRDN PROPERTY INCOME TRUST LIMITED (THE “COMPANY”) ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (“**FSMA**”) if you are in the United Kingdom or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you sell or transfer, or have sold, transferred or otherwise disposed of all your API Shares, please send this document, but not the accompanying personalised Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale, transfer or disposal was effected, for onward transmission to the purchaser or transferee, except that such documents should not be forwarded, distributed or transmitted in or into any jurisdiction under any circumstances where to do so might constitute a violation of the relevant securities laws and regulations in such jurisdiction. If you have sold, transferred or otherwise disposed of only part of your holding of API Shares, you should retain this document and the accompanying Form of Proxy and contact immediately the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

ABRDN PROPERTY INCOME TRUST LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registration number 41352)

Recommended Proposal for a Managed Wind-Down of the Company and associated adoption of the New Investment Policy

and

Notice of General Meeting

Shareholders should read the whole of this document. Your attention is drawn, in particular, to the letter from the Chairman of the Company that is set out in Part 1 (*Letter from the Chairman*) of this document which contains the unanimous recommendation from the Directors that you vote in favour of the Resolution to be proposed at the General Meeting and to the risk factors set out in Part 3 (*Risks Associated with the Proposal*) of this document.

Capitalised terms used throughout this document shall have the meanings ascribed to them in Part 4 (*Definitions*) of this document, unless the context otherwise requires.

The contents of this document should not be construed as legal, financial or tax advice. Each Shareholder should consult their own legal, financial or tax adviser for legal, financial or tax advice (as appropriate).

Notice of a general meeting of the Company to be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG at 10.30 a.m. on 28 May 2024 (the “**General Meeting**”) is set out at the end of this document. Details of the action that you are recommended to take are set out on page 9 of this document.

Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy for use in connection with the General Meeting which accompanies this document. To be valid, the Form of Proxy must be completed and signed in accordance with the instructions printed thereon and delivered to the Company’s registrar, Computershare Investor Services (Guernsey) Limited (the “**Registrar**”), at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive not later than 10.30 a.m. on 26 May 2024 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Alternatively, you may submit your proxy electronically by using the following link and the details provided on the Form of Proxy: www.investorcentre.co.uk/eproxy. Proxies submitted electronically must be transmitted so as to be received by the Registrar by no later than 10.30 a.m. on 26 May 2024 (or, in the case of any adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

If you hold API Shares in CREST, you may also appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrar (CREST participant ID 3RA50) in accordance with the procedures set out in the CREST Manual. Alternatively, you may give proxy instructions by logging onto www.euroclear.com and following the instructions. Proxies sent electronically through CREST must be sent as soon as possible and, in any event, so as to be received not later than 10.30 a.m. on 26 May 2024 (or, in the case of any adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not prevent Shareholders from attending and voting at the General Meeting, or any adjournment thereof, in person, should they wish to do so.

No person has been authorised to give any information or make any representation other than as contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

14 May 2024

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this circular	14 May 2024
Latest time and date for receipt of proxy appointments and instructions for the General Meeting	10.30 a.m. on 26 May 2024
General Meeting	10.30 a.m. on 28 May 2024

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1. All references to time in this document are to London time, unless otherwise stated.
 2. The times and dates set out in the expected timetable above and mentioned throughout this document may be adjusted by the Company, in which event details of the new times and/or dates will be notified, as required, to the FCA and the London Stock Exchange and, where appropriate, to Shareholders and an announcement will be made through a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN

ABRDN PROPERTY INCOME TRUST LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registration number 41352)

Directors

James Clifton-Brown (Chairman)
Jill May
Michael Balfour
Michael Bane
Sarah Slater

Registered Office

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14 May 2024

Dear Shareholder,

Recommended Proposal for a Managed Wind-Down of the Company and associated adoption of the New Investment Policy and Notice of General Meeting

Introduction

On 14 March 2024, the Board announced that if the recommended all-share merger with Custodian Property Income REIT plc (the “**CREI Merger**”) was not approved by the requisite majorities of Shareholders, it would instead take steps to implement a Managed Wind-Down, recognising the challenges that API would continue to face as a standalone company.

As the necessary approvals were not obtained and the CREI Merger subsequently lapsed on 27 March 2024, the Board believes that a Managed Wind-Down is now the best means of maximising value for Shareholders, having considered each of the options available.

The purpose of this document is therefore to set out details of the potential Managed Wind-Down of the Company, to explain the associated amendments to the Company’s Investment Policy (the “Proposal”), and to convene a General Meeting to seek Shareholder approval of that Proposal.

Under the proposed Managed Wind-Down process, the Company will be managed with the intention of realising all the assets in its portfolio in an orderly manner and with a view to repaying borrowings and making timely returns of capital to Shareholders whilst aiming to obtain the best achievable value for the Company’s assets at the time of their realisations.

Further details of the Proposal and the Resolution which will be put to Shareholders at the General Meeting are set out below. The Notice of General Meeting is set out on pages 16 to 19 of this document.

Background to and reasons for the Proposal

API has consistently sought to invest in good quality assets that produce an attractive level of income and which also have the prospect of income and capital growth. API has achieved this through successful capital rotation and active asset management resulting in a portfolio with industrial assets constituting 53% of the portfolio by ERV and 58% by value as at 31 March 2024. The portfolio has consistently outperformed the MSCI Benchmark, having delivered annualised total returns of 0.7%, 4.0%, 3.0% and 7.1% over the one, three, five and ten-year periods to 31 December 2023 respectively.

Notwithstanding these strengths, API along with other REITs and diversified investment trusts has had to contend with the significant challenges facing the real estate sector posed by the higher interest rate environment, including pressure on capital values, financing costs, transaction volumes, investor sentiment and equity market liquidity.

In API's case, these challenges are compounded by the relatively small scale of the Company. API has traded at a persistent discount to its last reported EPRA NTA, averaging 37.3% over the 12 months to 18 January 2024 (being the last business day prior to the announcement of the CREI Merger), and with a discount of 32% as at 13 May 2024. Share liquidity is low, with average daily trading volumes of £0.5m over the 12 months to 13 May 2024. The Company has a concentrated debt structure, with a single loan facility expiring in April 2026 with a weighted average cost of 5.9% as at 31 March 2024, approximately in line with the portfolio initial yield of 5.8%. The Board also notes that API's dividend continues to exceed earnings, with 82% cover excluding non-recurring items in the financial year ending 31 December 2023.

In recognition of these challenges, the Board independently elected to undertake a comprehensive review of API's strategic options in the third quarter of 2023, encompassing a wide range of alternatives including enhancements to the status quo, potential mergers, the feasibility of a sale of the Company for cash and a potential Managed Wind-Down.

The outcome of the review was the Board's recommendation of the CREI Merger which was announced on 19 January 2024. The CREI Merger was designed to provide Shareholders with continued exposure to a diversified, income-focused strategy at a premium to the undisturbed share price with a 7.3% increase in dividends and strong dividend growth prospects, as well as a superior debt profile and enhanced scale and share liquidity. While the CREI Merger gained the support of a majority of Shareholders at the shareholder meetings on 27 March 2024, being approximately 61% by value and 79% by number, the former fell short of the 75% threshold required. The Board believes the results are indicative of Shareholders' desire for an acceleration of returns, but also that the level of turn-out demonstrates the difficulty of achieving a consensus in favour of a corporate alternative via an offer or a merger, given the make-up of the Company's Shareholder base.

As such, the Board believes that a Managed Wind-Down is now the best means of maximising value, given the challenges that API would continue to face as a standalone company. As set out in its previous announcements, the Board sees the potential to dispose of API's assets in the direct property market at higher values than those implied by API's share price. Shareholders would be able to reinvest the cash proceeds as they see fit, including – if they wished to retain exposure to the UK real estate sector – in larger and more liquid REITs. Accordingly, the Board is seeking the approval of Shareholders for the change in API's Investment Policy necessary to implement the Managed Wind-Down process.

Portfolio realisation and return of proceeds to Shareholders

The Board and the Investment Manager intend that under the proposed Managed Wind-Down process, the Company will be managed with the intention of realising all the assets in its portfolio in an orderly manner and with a view to repaying borrowings and making timely returns of capital to Shareholders whilst aiming to obtain the best achievable value for the Company's assets at the time of their realisations. Realisations may take the form of disposals of single assets, groups of assets or the portfolio as a whole.

The Company will seek to return cash to Shareholders in an efficient and fair manner that accounts for, among other things, the UK tax consequences for Shareholders and the composition of the Company's Shareholder register.

Returns of capital are expected to take the form of the issue of redeemable shares (for which separate Shareholder approval will be sought), and their subsequent redemption, or dividends. In order to mitigate the impact on shareholder returns of cash accruing on the balance sheet, the Board may also undertake periodic on-market share buy-backs, subject to the availability of net disposal proceeds, continued compliance with debt covenants and the prevailing market value of API Shares. The Board will seek to achieve the most tax-efficient treatment for Shareholders as a whole at the time of making each return of sale proceeds, but as Shareholders' circumstances will vary, it is important that Shareholders seek their own independent tax and financial advice at all times.

The Board and the Investment Manager anticipate that the realisation of the portfolio will be concluded over an 18-36 month period, assuming assets are realised as sales of single assets or groups of assets, with the assets in sought-after sectors such as industrials and logistics being the most liquid, although the timeline for disposals is uncertain and may be impacted by the market

environment. The intention is that the net proceeds will first be used to repay the Company's revolving credit facility following which the Company intends to balance the repayment of debt and returning capital to Shareholders. There are no repayment or early redemption fees in connection with the Company's debt. On the basis of the realisation profile of the portfolio anticipated by the Investment Manager, API could begin returning capital to Shareholders during 2024.

While the New Investment Policy specifies that the Company's gearing will not exceed 65% as a percentage of the Company's gross assets, the Board's current expectation is that the Company's gearing will not exceed 45%.

At an appropriate point in the Managed Wind-Down process, API will seek Shareholders' approval to appoint a liquidator to wind up the Company and to cancel the Company's admission to trading on the Main Market of the London Stock Exchange (the "**Delisting**"). Trading in API Shares will no longer be possible from that time, meaning that Shareholders will be unable to sell their API Shares.

Dividends

If the Resolution is passed, the Company will continue to pay a sufficient level of dividends so as to maintain the Company's REIT status during the Managed Wind-Down process. While the Board expects to continue paying a dividend of 1.0p per ordinary share in respect of the quarters ending 30 June 2024 and 30 September 2024, dividend income is likely to diminish thereafter as the portfolio reduces in size. Distributable income will also be impacted by ongoing corporate costs (such as directors' fees, administration, secretarial and registrar fees and auditor's fees) which the Board expects will decrease in absolute terms but increase as a proportion of both income and EPRA NTA.

The payment, quantum and timing of any dividends during the Managed Wind-Down process will be at the sole discretion of the Board, and there can be no guarantee as to the payment, quantum or timing of dividends during the Managed Wind-Down process.

Change to the Investment Manager's fee

If the Resolution is passed, the Board and Investment Manager intend to amend the terms of the Investment Manager's fee arrangement to ensure that the Investment Manager is appropriately incentivised to maximise the value received from the Company's assets in a timely manner while aligning its interests with those of Shareholders.

Accordingly, the Board and Investment Manager have agreed a significant reduction in the Investment Management Fee level, and a reduction in the Marketing Fee, with the introduction of a new fee structure. This includes a reduced Investment Management Fee, a "Disposal Fee", an "Incentive Fee" and a "Liquidation Fee", as described below, which are linked to the value and timing of disposals. Subject to Shareholder approval of the New Investment Policy, the Investment Manager's current fee arrangement will be replaced, effective from 31 May 2024, with:

- 1) An Investment Management Fee of 0.20% per annum of the average portfolio value, calculated and paid quarterly in arrears until Delisting, but to be no less than £50,000 per quarter. The Investment Manager has committed to invest the Investment Management Fees in API Shares, while API's share price is at a discount to EPRA NTA, subject to certain liquidity considerations and regulatory restrictions.
- 2) A Disposal Fee of 0.40% of gross disposal proceeds (being the disposal proceeds since 31 May 2024) payable in two instalments:
 - a) an initial payment of 0.30% of cumulative gross disposal proceeds since 31 May 2024 once properties which would have represented 90% of the Portfolio Value have been sold; and
 - b) a balancing payment (consisting of the difference between the total Disposal Fee and the initial payment) once 100% of all properties have been sold.
- 3) An Incentive Fee payable on completion of the Managed Wind-Down provided that gross disposal proceeds since 31 May 2024 are equivalent to not less than 90% of the Portfolio Value, consisting of:

- a) 0.10% of gross disposal proceeds if 100% of the assets are sold by 28 May 2025, being 12 months after the General Meeting, or
 - b) 0.05% of gross disposal proceeds if 100% of the assets are sold by 28 November 2025, being 18 months after the General Meeting.
- 4) A Liquidation Fee of £35,000 per quarter from the time of Delisting until completion of the liquidation, to cover the costs of managing the corporate entities and undertaking the liquidation process.
- 5) A Marketing Fee of £17,500 per quarter until the appointment of the liquidator, to manage the Company's website and to engage with Shareholders.

For the purposes of Chapter 11 of the Listing Rules, such that the proposed amendments to the management arrangements are classified as a smaller related party transaction under LR11.1.10R, the combined fees listed above will be capped at 4.99% of EPRA NTA as at 31 March 2024, although the Board expects the aggregate fees to be substantially lower than the cap.

The Investment Manager is a related party to the Company and this change to the fee arrangements constitutes a smaller related party transaction under Listing Rule 11.1.10R. No other substantive changes are being made to the management arrangements at this time.

In addition to fees payable to the Investment Manager, API will also incur fees payable to advisers and other third parties in connection with the disposal of assets (such as agency and legal costs) and the process of returning capital to Shareholders.

No further investments

The Company will not acquire any new commercial property assets during the Managed Wind-Down process, although it will continue to invest in existing portfolio assets where the Board and Investment Manager believe that such investment is likely to enhance the ultimate sale value.

Realised cash may be invested in liquid cash-equivalent securities, including short-dated corporate bonds or other cash equivalents, cash funds or bank cash deposits (and/or funds holding such investments) pending its return to Shareholders. While API can invest up to 15% of its total assets in other listed closed ended funds, it is not expected that the Company will use this ability.

Board composition

As the Managed Wind-Down progresses, the Board will continue to monitor its optimal composition. The Board will seek to balance efficiency and cost whilst ensuring there is appropriate continuity and oversight throughout the Managed Wind-Down process.

Amendments to the Investment Policy

The Proposal involves amending the Company's Investment Policy and adopting the New Investment Policy to reflect the realisation strategy and the Company ceasing to make any new property investments. The proposed amendments to the Company's Investment Policy are considered a material change and therefore, in accordance with the Listing Rules, the consent of Shareholders to the adoption of the New Investment Policy is being sought.

The Listing Rules also require any proposed material changes to the Company's published investment objective and policy to be submitted to the FCA for prior approval. The FCA approved the New Investment Policy on 10 May 2024.

Part 2 (*The Company's Proposed New Investment Policy*) of this document sets out the proposed New Investment Policy in full.

Resolution

The Proposal is subject to the approval of Shareholders. Notice of a General Meeting at which the Resolution to approve the Proposal will be considered is set out on pages 16 to 19 of this document.

The Resolution, which will be proposed as an ordinary resolution, seeks authority to adopt the New Investment Policy. As an ordinary resolution, for the Resolution to pass, more than 50 per cent. of the votes cast must be voted in favour.

General Meeting

The General Meeting has been convened for 10.30 a.m. on 28 May 2024 to be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG. The Resolution will be voted on by way of a poll. In accordance with the API Articles, all Shareholders entitled to vote and who are present in person or by proxy at the General Meeting shall have one vote in respect of every API Share held.

Shareholders are strongly encouraged to appoint the Chair of the General Meeting as their proxy to vote on their behalf at the General Meeting. This should ensure that your votes are registered.

Action to be taken

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to attend the General Meeting in person, you are requested to appoint a proxy electronically via the Registrar's online proxy voting service at www.investorcentre.co.uk/eproxy (see Note 2 to the Notice of General Meeting for instructions) or by completing, signing and returning the enclosed Form of Proxy, in each case as soon as possible but, in any event, so as to be received by the Registrar by not later than 10.30 a.m. on 26 May 2024 (or, if the General Meeting is adjourned, 48 hours prior to the adjourned General Meeting). Completed Forms of Proxy should be returned by post to the Registrar, Computershare Investor Services (Guernsey) Limited, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If the electronic proxy appointment or the Form of Proxy, as the case may be, is not received by the aforementioned date and time it will be invalid.

If you hold API Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrar (CREST Participant ID 3RA50) so that it is received by not later than 10.30 a.m. on 26 May 2024 (or, if the General Meeting is adjourned, 48 hours prior to the adjourned General Meeting). The time of receipt will be taken to be the time from which the Company's Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If the CREST Proxy Instruction is not received by the aforementioned date and time it will be invalid.

Appointing a proxy online, completing, signing and returning a hard copy Form of Proxy or completing and transmitting a CREST Proxy Instruction will not preclude Shareholders from attending and voting at the General Meeting in person, should they so wish.

In accordance with current best practice and to ensure voting accurately reflects the views of Shareholders, it will be proposed at the General Meeting that voting on the Resolution will be conducted by way of a poll vote rather than by a show of hands and the relevant procedures will be explained at the General Meeting.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial and/or legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Recommendation

The Board considers that the Proposal is in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

The Directors, who in aggregate have an interest in 295,092 API Shares (representing approximately 0.08 per cent. of API's issued share capital as at 13 May 2024 (being the latest practicable date prior to the publication of this document)), intend to vote their entire beneficial holdings in favour of the Resolution to be proposed at the General Meeting.

Yours faithfully

James Clifton-Brown

Independent Non-Executive Chair
abrln Property Income Trust Limited

PART 2

THE COMPANY'S PROPOSED NEW INVESTMENT POLICY

It is proposed that, if the Resolution is approved, API's existing Investment Policy (including the Investment Objective) will be replaced with the New Investment Policy. The full text of each is set out below.

Current Investment Policy

Investment Objective

The Company's objective and purpose is to provide Shareholders with an attractive level of income together with the prospect of income and capital growth.

Investment Policy

The Directors intend to achieve the investment objective by investing in a diversified portfolio of UK real estate assets in the industrial, office, retail and 'other' sectors, where 'other' includes leisure, data centres, student housing, hotels (and apart-hotels) and healthcare.

Investment in property development and investment in coinvestment vehicles where there is more than one investor is permitted up to a maximum of 10% of the Property Portfolio.

In order to manage risk in the Company, without compromising flexibility, the Directors apply the following restrictions to the Property Portfolio:

- No property will be greater by value than 15% of total assets.
- No tenant (with the exception of the Government) shall be responsible for more than 20% of the Company's rent roll.
- Gearing, calculated as borrowings as a percentage of the Group's gross assets, may not exceed 65%. The Board's current intention is that the Company's gearing will not exceed 45%.

All investment restrictions apply at the time of investment. The Company will not be required to dispose of an asset or assets as a result of a change in valuation.

Any material change to the investment policy of the Company may only be made with the prior approval of its Shareholders.

New Investment Policy

Investment Objective

The Company's investment objective is to realise all existing assets in the Company's portfolio in an orderly manner.

Investment Policy

The Company will pursue its investment objective by effecting an orderly realisation of its assets while seeking to balance maximising returns for Shareholders against the timeframe for disposal. The Company will cease to make any new investments or to undertake capital expenditure except as deemed necessary or desirable by the Board in connection with the Managed Wind-Down, primarily where such expenditure is necessary to protect or enhance the realisable value of an existing asset.

The net proceeds from realisations will be used to repay borrowings and make timely returns of capital to shareholders (net of provisions for the Company's costs and expenses) in such manner as the Directors consider appropriate.

Any amounts received by the Company during the Managed Wind-Down that has not been used to repay borrowing will be held by the Company as cash on deposit and/or as cash equivalent securities, including short-dated corporate bonds or other cash equivalents, cash funds or bank cash deposits (and/or funds holding such investments), prior to cash being returned to Shareholders.

Borrowings and Derivatives

The Company will not undertake any further borrowings other than for short-term working capital purposes. The Company's net gearing, calculated as total borrowings less cash/cash equivalents (including money market funds) as a percentage of the Company's gross assets, will not exceed 65%, measured at the time of any borrowing (for working capital purposes) or return of capital to shareholders. Derivatives may be used for hedging purposes only.

Changes to the Company's investment policy

Any material change to the Company's investment policy will be made only with the approval of the Shareholders and the Financial Conduct Authority.

PART 3

RISKS ASSOCIATED WITH THE PROPOSAL

In considering your decision in relation to the Proposal, you are referred to the risks set out below.

Shareholders should read this document carefully and in its entirety and, if you are in any doubt about the contents of this document or the action you should take, you are recommended to immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or, if you are in a territory outside the United Kingdom, from an appropriately authorised independent financial adviser.

Only those risks which are material and currently known to the Board have been disclosed. Additional risks and uncertainties not currently known to the Board, or that the Board currently deems to be immaterial, may also have an adverse effect on the Company or the Proposal.

- In a Managed Wind-Down, the Company's portfolio will be reduced as assets are realised and concentrated in fewer holdings, and the mix of asset exposure will be affected accordingly. Dividend income will also decrease over time, as the Managed Wind-Down proceeds.
- The Company might experience increasing volatility in its net asset value as a result of disposals from and changes to its portfolio following the approval of the Proposal, including greater portfolio concentration, as well as potential changes to the accounting basis for API's assets which may give rise to adjustments to their carrying value and to the introduction of provisions for future liabilities. These adjustments and provisions may impact the Company's prevailing net asset value as the Managed Wind-Down proceeds, from the time when the basis of accounting changes. The amount of the adjustment and consequent reduction in net asset value cannot be estimated at present, but may be significant.
- The Company might experience increased volatility in its share price, both as a function of volatility in its net asset value and a reduction in share liquidity as capital is returned to Shareholders, which may result in a continued or possibly wider discount to net asset value.
- Realisations will vary between sectors, with certain assets in sought-after sectors such as industrials and logistics likely to be realised more quickly and generate higher proceeds relative to quarterly independent valuations than other sectors, such as office properties. The impact of bringing assets to market as part of a public wind-down strategy and the time required to execute disposals may also have an impact on disposal proceeds. Assets may not therefore be realised at values in line with the most recently published independent valuations, and it is possible that the Company may only be able to realise some assets at materially lower values. A material change of governmental, economic, fiscal, monetary or political policy, may also result in a reduction in the value of the Company's assets on sale.
- Sales of the Company's assets may prove materially more complex than anticipated, and the return of capital to Shareholders may be delayed by a number of factors, including, without limitation, the ability of the Company to redeem capital paid up on API Shares or to otherwise return capital and/or make distributions to Shareholders.
- The returns that Shareholders may receive will be subject to deductions for, among other things, direct disposal costs, management fees, liquidators' fees, the gradual pay down of the Company's existing debt facility and costs associated with the review and implementation of strategic options as well as the means of returning capital to Shareholders. These costs may reduce the sums available for redemptions and/or distributions to Shareholders in the future.
- There may be other matters or factors which affect the availability, amount or timing of receipt of the proceeds of realisation of some or all of the Company's assets. In particular, ongoing returns of value to Shareholders will decrease the size of the Company's assets, thereby increasing the impact of fixed ongoing corporate costs incurred by the Company on the remaining assets. In determining the size of any redemptions and/or distributions, the Board will take into account the Company's ongoing costs, and the eventual liquidation costs. However, should these costs be greater than expected or should cash receipts for the realisations of investments be less than expected, this will reduce the amount available for Shareholders in future redemptions and/or distributions.

- The Board expects that the Company will continue to fulfil the relevant conditions to qualify for UK REIT status in the medium term. However, the requirements for maintaining REIT status are complex and as the Managed Wind-Down progresses, the Company cannot guarantee that it will maintain continued compliance with all of the REIT conditions, particularly in its latter stages, once a significant portion of the portfolio has been realised.
- The basis of taxation of any Shareholder's shareholding in the Company will differ or change fundamentally if API fails or ceases to maintain its REIT status. As the Managed Wind-Down progresses, and particularly in its latter stages, Shareholders may also suffer more adverse tax treatment on the return of sale proceeds as, depending on the prevailing circumstances at the time, it may not be possible to secure the most tax advantageous treatment for Shareholders on the return of sale proceeds. The optimal timing to appoint a liquidator will depend on a number of factors and circumstances, including the speed at which the Company's assets can be realised. There may be advantages to appointing a liquidator before all of the Company's assets have been sold, at which time API Shares would cease to be traded on the Main Market of the London Stock Exchange. Shareholders would be unable to trade or sell their API Shares from that time onwards.

PART 4

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

API or the Company	abrdrn Property Income Trust Limited, a non-cellular company limited by shares incorporated in Guernsey with registration number 41352;
API Articles	the articles of incorporation of API (as amended);
API Shares	ordinary shares of £0.01 each in the capital of API;
Board	the board of directors of API;
Business Day	any day (excluding any Saturday or Sunday or any public holiday in England or Guernsey) on which banks in the City of London and Guernsey are generally open for business;
CREI Merger	the recommended all-share merger between API and Custodian Property Income REIT plc;
CREST	the CREST system (as defined in the CREST Regulations);
CREST Manual	the CREST Manual published by Euroclear (as amended);
CREST Proxy Instruction	an authenticated CREST message to appoint or instruct a proxy in accordance with Euroclear's specifications and the CREST Manual;
CREST Regulations	the Uncertificated Securities (Guernsey) Regulations 2009 (SI 2009 No.48) (as amended);
Delisting	has the meaning given in the paragraph headed "Portfolio realisation and return of proceeds to Shareholders" in Part 1 (<i>Letter from the Chairman</i>) of this document;
Disposal Fee	has the meaning given in the paragraph headed "Change to the Investment Manager's Fee" in Part 1 (<i>Letter from the Chairman</i>) of this document;
Euroclear	Euroclear UK and International Limited, incorporated in England and Wales with registered number 02878738;
EPRA	European Public Real Estate Association;
EPRA NTA	Net Tangible Assets calculated as per EPRA Best Practices Recommendations Guidelines October 2019;
ERV	estimated recovery value;
FCA	the UK Financial Conduct Authority or its successor from time to time;
Form of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting which accompanies this document;
FSMA	the Financial Services and Markets Act 2000 (as amended);
General Meeting	the general meeting of the Company convened for 10.30 a.m. on 28 May 2024 to be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG (or any adjournment of that meeting) the notice for which is set out at the end of this document (the " Notice of General Meeting ");
Incentive Fee	has the meaning given in the paragraph headed "Change to the Investment Manager's Fee" in Part 1 (<i>Letter from the Chairman</i>) of this document;

Investment Manager	abrdn Fund Managers Limited, a private limited company with company number 00740118;
Investment Policy	the existing investment objective and policy of API;
Listing Rules	the rules and regulations made by the FCA in its capacity as the competent authority under FSMA, and contained in the FCA's publication of the same name;
Liquidation Fee	has the meaning given in the paragraph headed "Change to the Investment Manager's Fee" in Part 1 (<i>Letter from the Chairman</i>) of this document;
London Stock Exchange	London Stock Exchange plc;
Managed Wind-Down	the proposed wind-down of the portfolio to effect the disposal of API's investments, as described in this document;
Marketing Fee	has the meaning given in the paragraph headed "Change to the Investment Manager's Fee" in Part 1 (<i>Letter from the Chairman</i>) of this document;
MSCI Benchmark	MSCI UK Quarterly Property Index;
New Investment Policy	the proposed new investment objective and investment policy of API, as set out in Part 2 (<i>The Company's Proposed New Investment Policy</i>) of this document;
Portfolio Value	the valuation of the portfolio as at 31 May 2024 on the basis of the latest valuation information, being as at 31 March 2024;
Proposal	the proposal set out in Part 1 (<i>Letter from the Chairman</i>) of this document relating to the Managed Wind-Down and the adoption of the New Investment Policy, in respect of which the Resolution will be proposed at the General Meeting;
Registrar	Computershare Investor Services (Guernsey) Limited, a company incorporated in Guernsey with registered number 50855 and having its registered office at 1st Floor, Tudor House, Le Borage, St Peter Port, GY1 1DB;
REIT	a company or group to which Part 12 of the Corporation Tax Act 2010 (as amended) applies, known as a real estate investment trust;
Regulatory Information Service	an information service authorised from time to time by the London Stock Exchange for the purposes of disseminating regulatory announcements;
Resolution	the ordinary resolution to be proposed at the General Meeting, the full text of which is set out in the Notice of General Meeting at the end of this document;
Shareholders	the holders of API Shares from time to time;
SONIA	Sterling Over Night Indexed Average;
SRN	shareholder reference number; and
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland.

All references to an adjournment of the General Meeting (or similar expressions) shall include a postponement of the General Meeting in accordance with the API Articles.

ABRDN PROPERTY INCOME TRUST LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registration number 41352)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of abrdn Property Income Trust Limited (the “**Company**” or “**API**”) will be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG at 10.30 a.m. on 28 May 2024 to consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution. Voting on the resolution will be by way of a poll.

All terms and expressions defined in the circular issued by the Company to its Shareholders on the date of this Notice (and of which this Notice forms part) shall have the same meanings in this Notice and the Notes hereto.

ORDINARY RESOLUTION

THAT the Company adopt the New Investment Policy, as set out in Part 2 of the circular to Shareholders of the Company dated 14 May 2024 which contains this Notice of General Meeting (the “**Circular**”), in substitution for the existing Investment Policy (as defined in the Circular) of the Company.

By order of the Board

Northern Trust International Fund Administration Services (Guernsey) Limited
Administrator & Secretary

14 May 2024

Registered office:

PO Box 255
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 3QL

Notes:

1. Entitlement to attend and vote

Pursuant to API's Articles and Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009 (the "**CREST Regulations**"), only holders of ordinary shares of £0.01 each in the capital of API on the register of members of API as at 6.00 p.m. on 26 May 2024 (each, a Shareholder) are entitled to attend and vote (in person or by proxy) at this meeting in respect of the number of shares in the capital of API registered in their names at that time and may appoint a proxy to vote instead of them. Changes to entries on register of members of API after 6.00 p.m. on 26 May 2024 (the "**Voting Record Time**") shall be disregarded in determining the rights of any person to attend and vote at this meeting. Should the General Meeting be adjourned to be so entitled members must have been entered on the register of members of API by 6.00 p.m. on the date that is two days before the date of the adjourned General Meeting or, if API gives notice of the adjourned General Meeting, at the time specified in such notice.

2. Appointment of proxies

Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, by hand, online or through CREST) set out below. Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. Any other person appointed as proxy will be able to attend, submit questions, speak and vote at the General Meeting.

Shareholders are entitled to appoint a proxy in respect of some or all of their API Shares and may also appoint more than one proxy by using multiple paper Forms of Proxy or appointing multiple proxies through CREST as described below (but not for the avoidance of doubt by means of an online proxy appointment as described below), provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. Shareholders who wish to appoint more than one proxy in respect of their holding of API Shares should contact the Registrar for further Forms of Proxy. Alternatively, you may photocopy the enclosed Form(s) of Proxy.

Each Shareholder present by proxy will be entitled to one vote for each ordinary share which he/she represents. A Shareholder may appoint more than one proxy in relation to this meeting provided that each proxy is entitled to exercise the rights attaching to a different share or shares held by that member. A proxy need not be a member of API but must attend the meeting in person for the Shareholder's vote to be counted. Appointing a proxy does not prevent a member from attending the General Meeting in person and voting in person under the arrangements set out in these notes if he or she is entitled to do so and so wishes.

Sending Forms of Proxy by post or by hand

You should complete, sign and return the Form of Proxy for use at the General Meeting so as to be received no later than 10.30 a.m. on 26 May 2024. In the event of adjournment(s) of the General Meeting, the Form of Proxy should be returned no later than 48 hours before the time and date set for the adjourned meeting(s). If the Form of Proxy is not returned so as to be received by the time mentioned above and in accordance with the instructions on the Form of Proxy, it will be invalid.

The Form of Proxy may be returned by post or, during normal business hours only, by hand to the reception desk of API's registrar, Computershare Investor Services (Guernsey) Limited ("**Registrar**"), at c/o at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. For your convenience, a pre-paid envelope (for use in the UK only) has been provided with respect to the Forms of Proxy.

Electronic appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies for the General Meeting (or any adjournment thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any 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.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (participant ID: 3RA50) no later than 10.30 a.m. on 26 May 2024 or, in the case of an adjourned meeting, no later than 48 hours before the time and date set for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Computershare is able 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear 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 any voting service provider(s), to procure that their 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. CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

API may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Regulations.

Online appointment of proxies

As an alternative to completing and returning the printed Form of Proxy, a proxy (but not multiple proxies) for the General Meeting may be appointed electronically by logging on to the following website: <https://www.eproxyappointment.com/Login> and following the instructions therein. You will be prompted to enter the General Meeting control number followed by your unique shareholder reference number ("SRN") and PIN. These can be found printed on the Form of Proxy for the General Meeting. Your SRN can also be found on your share certificate. For an electronic proxy appointment to be valid, the appointment must be received by the Registrar no later than 10.30 a.m. on 26 May 2024 (or in the case of adjournment(s), no later than 48 hours before the time and date set for the adjourned meeting(s)). If the Form of Proxy is not lodged by the relevant time, it will be invalid.

3. Joint holders

In the case of joint holders, only the joint holder who has been elected to represent the holders may tender a vote, whether in person, or by proxy. Where no such election has been made, only the most senior holder will be entitled to tender a vote, whether in person or by proxy. For this purpose seniority will be determined by the order in which the names stand in the register of members of API in respect of the relevant joint holding.

4. Corporate representatives

A Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at this meeting, and each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that they do not do so in relation to the same shares. If two or more representatives purport to vote in respect of the same shares, then if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way. In other cases, the power is treated as not exercised.

5. Voting on a poll and announcement of results

Voting on the Resolution will be conducted by way of a poll rather than a show of hands. As soon as practicable following the General Meeting, the results of the voting at the meeting and the numbers of all votes cast for and against and the number of votes actively withheld in respect of the resolution will be announced via a Regulatory Information Service.

6. Issued share capital and voting rights

As at 13 May 2024 (being the last practicable date prior to the date of publication of this notice), API's issued share capital consisted of 406,865,419 ordinary shares, carrying one vote each, of which 25,646,442 ordinary shares were held as treasury shares. Therefore, the total voting rights in API as at such date was 381,218,977 ordinary shares, carrying one vote each.

7. Communications

You may not use any electronic address provided either in this notice or in any related documents (including the enclosed Form of Proxy) to communicate with API for any purposes other than those expressly stated.

