

STANDARD LIFE INVESTMENTS GLOBAL SICAV

Société d'investissement à capital variable
2-4, rue Eugène Ruppert, L-2453 Luxembourg
R.C.S. Luxembourg B 78.797

NOTICE TO SHAREHOLDERS

CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF STANDARD LIFE INVESTMENTS GLOBAL SICAV TO BE HELD ON 14 SEPTEMBER 2018, AT 2.15 PM CET

**This document is important and requires your immediate attention.
If in doubt, contact your professional adviser.**

Dear shareholder,

You have been convened by registered mail sent on 30 July 2018 (the "**First Convening Notice**") to an extraordinary general meeting of shareholders of Standard Life Investments Global SICAV (the "**Company**") which was held at the Company's registered office, 2-4, rue Eugène Ruppert, L-2453 Luxembourg on 21 August 2018 at 2.15 pm CET (the "**First Meeting**") with the following agenda:

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

1. Amendment of article 3 "Corporate object" of the articles of incorporation of the Company (the "**Articles**") and replacement of the reference to the law of 20 December 2002 relating to undertakings for collective investment, as amended (the "**2002 Law**") by reference to the Luxembourg law of 17 December 2010 on undertakings for collective investment (the "**2010 Law**"), so that to be read as follows:
*"The sole object of the Company is the collective investment of its assets in transferable securities of any kinds and/or all other permitted assets, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.
The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its purpose to the full extent permitted by the Luxembourg law dated 17 December 2010 (as amended from time to time) on undertakings for collective investment (the "2010 Law")."*
2. Amendment of articles 4, 9, 11, 16, 19 and 37 of the Articles further to the modernisation of the Luxembourg law of 10 August 1915 on commercial companies.
3. Amendment of articles 9, 11 and 13 and deletion of article 10 of the Articles in order to delete the references to shares certificates as there are only registered shares in the Company.
4. Amendment to article 12 of the Articles regarding swing pricing and the maximum annual management charge.
5. Amendment of article 13 of the Articles to provide that the relevant number of shares or redemption price may be rounded up or down to a maximum of three decimal places instead of two, and to limit the auditor's valuation reports for subscription and redemption in-kind to the cases required by law or regulation.
6. Amendment of article 14 of the Articles to provide for additional circumstances in which the Company may suspend the determination of the net asset value per share and of the issue, redemption and conversion of shares.

7. Amendment of article 18 of the Articles to refer to the legal possibility to establish a 'record date' prior to the date of the relevant meeting to calculate the quorum requirements before each general meeting.
8. Amendment of article 24 of the Articles to reduce the timing for sending the convening notice to the board meetings.
9. Amendment of article 27 of the Articles inter alia to update the references to the laws and directives and to permit master-feeder sub-funds under the conditions provided for by the 2010 Law.
10. Deletion of article 30 of the Articles on allowances to the board of directors.
11. Amendment of article 37 of the Articles to align the provisions on mergers, liquidations and reorganisation with the provisions of the 2010 Law and provide that the merger can be decided by the board unless it decides to submit the decision for a merger to a meeting of shareholders of the sub-funds concerned.
12. Amendment of article 40 of the Articles to remove the period of three months starting at the date of the approbation of the amendment by the general shareholders' meeting, before any amendment to the terms and conditions of the Company, which has, as an effect, a decrease of the rights or guarantees of the shareholders or which imposes on them additional costs, shall come into force. During these three months, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.
13. General amendments and full restatement of the Articles in order to reflect the preceding resolutions, to harmonise the terminology and definitions used throughout the Articles, to effect other minor changes, to update all the references to the 2002 Law by references to the 2010 Law and to ensure consistency with those contained in the Company's prospectus, and acknowledgement that the restated Articles will come into force and be effective three months after the date of the approbation of the amendment to the Articles by the Meeting. During these three months, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.
14. Appointment of Christopher Little, as director of the Company until the annual general meeting voting on the approval of the audited financial statements of the financial year ending on 31 December 2018, subject to approval by the CSSF.
15. Appointment of Roger Barker, as director of the Company until the annual general meeting voting on the approval of the audited financial statements of the financial year ending on 31 December 2018.
16. Appointment of William Robert Hutcheson, as director of the Company until the annual general meeting voting on the approval of the audited financial statements of the financial year ending on 31 December 2018.
17. Appointment of Hugh Young, as director of the Company until the annual general meeting voting on the approval of the audited financial statements of the financial year ending on 31 December 2018.

It resulted from the attendance list that out of 1,829,619,730 shares, representing the entire share capital, 63,715,322 shares were present or represented at the First Meeting and that therefore the First Meeting was only regularly constituted and could only validly deliberate on items 14 to 17 of its agenda regarding the appointment of directors but the First Meeting was not regularly constituted and could not validly deliberate on items 1 to 13 of the agenda regarding the amendments to the Articles.

Considering that the First Meeting approved items 14 to 17 of the agenda, it was decided to reconvene a second extraordinary general meeting of the shareholders of the Company (the "**Second Meeting**") to deliberate only on items 1 to 13 of the agenda, which Second Meeting will be authorised to take resolutions at a majority of two thirds of the validly cast votes whatever the proportion of the represented capital may be. The Second Meeting will be held at the Company's registered office, 2-4, rue Eugène Ruppert, L-2453 Luxembourg on 14 September 2018 at 2.15 pm CET with the following agenda:

AGENDA FOR THE SECOND EXTRAORDINARY GENERAL MEETING

1. Amendment of article 3 "Corporate object" of the articles of incorporation of the Company (the "**Articles**") and replacement of the reference to the law of 20 December 2002 relating to undertakings for collective investment, as amended (the "**2002 Law**") by reference to the Luxembourg law of 17 December 2010 on undertakings for collective investment (the "**2010 Law**"), so that to be read as follows:
"The sole object of the Company is the collective investment of its assets in transferable securities of any kinds and/or all other permitted assets, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.
The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its purpose to the full extent permitted by the Luxembourg law dated 17 December 2010 (as amended from time to time) on undertakings for collective investment (the "2010 Law")."
2. Amendment of articles 4, 9, 11, 16, 19 and 37 of the Articles further to the modernisation of the Luxembourg law of 10 August 1915 on commercial companies.
3. Amendment of articles 9, 11 and 13 and deletion of article 10 of the Articles in order to delete the references to shares certificates as there are only registered shares in the Company.
4. Amendment to article 12 of the Articles regarding swing pricing and the maximum annual management charge.
5. Amendment of article 13 of the Articles to provide that the relevant number of shares or redemption price may be rounded up or down to a maximum of three decimal places instead of two, and to limit the auditor's valuation reports for subscription and redemption in-kind to the cases required by law or regulation.
6. Amendment of article 14 of the Articles to provide for additional circumstances in which the Company may suspend the determination of the net asset value per share and of the issue, redemption and conversion of shares.
7. Amendment of article 18 of the Articles to refer to the legal possibility to establish a 'record date' prior to the date of the relevant meeting to calculate the quorum requirements before each general meeting.
8. Amendment of article 24 of the Articles to reduce the timing for sending the convening notice to the board meetings.
9. Amendment of article 27 of the Articles inter alia to update the references to the laws and directives and to permit master-feeder sub-funds under the conditions provided for by the 2010 Law.
10. Deletion of article 30 of the Articles on allowances to the board of directors.
11. Amendment of article 37 of the Articles to align the provisions on mergers, liquidations and reorganisation with the provisions of the 2010 Law and provide that the merger can be decided by the board unless it decides to submit the decision for a merger to a meeting of shareholders of the sub-funds concerned.

12. Amendment of article 40 of the Articles to remove the period of three months starting at the date of the approbation of the amendment by the general shareholders' meeting, before any amendment to the terms and conditions of the Company, which has, as an effect, a decrease of the rights or guarantees of the shareholders or which imposes on them additional costs, shall come into force. During these three months, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.
13. General amendments and full restatement of the Articles in order to reflect the preceding resolutions, to harmonise the terminology and definitions used throughout the Articles, to effect other minor changes, to update all the references to the 2002 Law by references to the 2010 Law and to ensure consistency with those contained in the Company's prospectus, and acknowledgement that the restated Articles will come into force and be effective three months after the date of the approbation of the amendment to the Articles by the Meeting. During these three months, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.

The full text of the revised consolidated articles of incorporation, showing all changes against the current version, is available upon request free of charge at the registered office of the Company.

The revised articles of incorporation shall only come into force after a period of three months starting at the date of the approbation of the amendment by the Second Meeting. During these three months, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.

If you cannot be personally present at the Second Meeting and wish to be represented, you are entitled to appoint a proxy to vote on your behalf. A proxyholder does not need to be a shareholder of the Company. We would be grateful if the proxy, which is available upon request free of charge at the registered office of the Company, is completed and received at the registered office of the Company by fax (+352 24 52 4204) or mail by Wednesday 12 September 2018 at the latest.

For the avoidance of doubt, any power of attorney granted for the First Meeting will remain valid for the Second Meeting unless otherwise expressed by the relevant shareholder.

Luxembourg, 24 August 2018

By order of the Board of Directors of the Company