

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying Form of Proxy and other accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Letter from the Chairman of Alliance Trust PLC



**8 West Marketgait
Dundee DD1 1QN**

19 April 2010

Dear Shareholder

The purpose of this letter is to give you an explanation of the Resolutions to be proposed at the 122nd Annual General Meeting of the Company which will be held at the Apex City Quay Hotel, 1 West Victoria Dock Road, Dundee DD1 3JP on Friday, 21 May 2010 at 11.00 a.m. and to seek your approval of them. The Notice of AGM is set out on page 3 of this document.

In addition to the ordinary business of the AGM (Resolutions 1 to 7 inclusive) shareholders will be asked to approve the renewal of the share buy back authority first given in 2006 (Resolution 8) and to permit a general meeting, other than an AGM, to be held on 14 days notice (Resolution 9). Each resolution is described below.

Resolution 1

The Directors must present the accounts, Directors' report and Auditor's report for the previous year to shareholders at the AGM.

Resolution 2

The shareholders are asked to approve the Remuneration Report as set out on pages 40 to 45 in the Report and Accounts and summarised on pages 32 to 34 of the Annual Review.

Resolutions 3, 4 and 5

Our Articles of Association require that all Directors stand for re-election on the third anniversary of their election or previous re-election or at the first AGM after their appointment. Robert Burgess and Alan Trotter were appointed to the Board during the year and fall to be elected at this meeting. Katherine Garrett-Cox falls to be re-elected this year. The Nomination Committee recommends that they be re-elected as Directors. Their biographies can be found on page 31 of the Report and Accounts and page 31 of the Annual Review.

Resolution 6

The shareholders are required to appoint auditors at each general meeting at which accounts are presented. This Resolution proposes the re-appointment of the Company's existing auditor, KPMG Audit Plc, and is made with the recommendation of the Audit Committee.

Resolution 7

Gives authority to the Directors to determine the remuneration of the Auditor.

Resolution 8

This resolution seeks authority for the Company to make market purchases of its ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 99,092,858 of its ordinary shares, representing 14.99 per cent of the Company's issued ordinary share capital as at 16 April 2010.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 15 months after the passing of this resolution and the Company's 2011 annual general meeting.

The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally.

The Company will cancel any shares it purchases under this authority.

Resolution 9

In 2008 we amended our Articles of Association to permit general meetings other than AGMs to be held on 14 days' notice. However, under the Companies (Shareholders' Rights) Regulations 2009 companies will only be able to opt for a notice period of 14 days in respect of general meetings other than the AGM if it is annually authorised at the AGM each year. The shareholders approved this resolution at the last AGM and the renewal of this authority is proposed. The Company will not use this power to enable us to hold meetings at short notice as a matter of routine but only where the circumstances justify it and it is thought to be in shareholders' interests to do so.

Recommendation

Your Directors believe that the proposed resolutions are in the best interests of the Company and its shareholders and unanimously recommend that you vote in favour of them. The Directors intend to vote in favour of all of the resolutions (save that no Director standing for election or re-election will vote on the resolution proposing his or her election or re-election).

Summary Financial Statement

Last year many of you received for the first time a Summary Financial Statement which contains some but not all of the information included in the Report and Accounts. If you wish to receive a copy of the full Report and Accounts this can be found on our website (www.alliancetrust.co.uk) or you can write to our Company Secretary at 8 West Marketgait, Dundee DD1 1QN who will arrange to send you one free of charge.

Yours sincerely,

Lesley Knox,

Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 122nd Annual General Meeting of Alliance Trust PLC will be held at the Apex City Quay Hotel, 1 West Victoria Dock Road, Dundee DD1 3JP on Friday, 21 May 2010 at 11.00 a.m. to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 7 will be proposed as Ordinary Resolutions and resolutions 8 and 9 as Special Resolutions, all as set out below:

- 1 **THAT** the report of the Directors and the accounts for the year ended 31 January 2010 be received.
- 2 **THAT** the Directors' remuneration report be approved.
- 3 **THAT** Mrs Katherine Garrett-Cox be re-elected as a Director.
- 4 **THAT** Mr Robert Burgess be elected as a Director.
- 5 **THAT** Mr Alan Trotter be elected as a Director.
- 6 **THAT** KPMG Audit PLC be re-appointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 7 **THAT** the Directors be authorised to determine the remuneration of the auditor.
- 8 **TO** authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 2.5p each provided that:
 - (a) The maximum aggregate number of ordinary shares that may be purchased is 99,092,858.
 - (b) The minimum price (excluding expenses) which may be paid for each ordinary share is 2.5p.
 - (c) The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - (a) the last independent trade of; and
 - (b) the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out.
- 9 **THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

The authority conferred by this resolution shall expire on the date occurring 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

**By order of the Board
Donald McPherson, Company Secretary
Dundee, 19 April 2010**

Notice of Meeting

Note:

- All votes will be taken on a poll and every ordinary shareholder present and entitled to vote will have one vote for each ordinary share of which he is the holder.
- Each member entitled to attend and vote has the right to appoint a proxy to attend and vote at the meeting instead of him. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder.
- A Form of Proxy or, as the case may be, a Form of Direction is enclosed with this Notice. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person. Recipients of Forms of Direction who are not registered holders of Ordinary Shares will only be entitled to vote at the meeting if they have duly completed and returned a Form of Direction in accordance with the instructions set out thereon.
- To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is signed (or a notarially certified copy of any such power or authority), must be sent to the Company's Registrars at the address shown on the Form of Proxy or sent electronically to the address specified on page 5 of this notice or by CREST members using the CREST proxy voting service (see note 6 on the Form of Proxy) in each case, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
- The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 16 April 2010, which is the latest practicable date before the publication of this document is 661,059,760. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that entitlement to attend and vote at the meeting, and the number of votes which may be cast thereat, will be determined by reference to the Company's register of members at close of business on Wednesday 19 May 2010 or if the meeting is adjourned, two days before the day of the meeting or adjourned meeting. Changes to the register of members after that time shall be disregarded.
- Copies of all contracts of service of Directors and the terms and conditions of appointment of all non-executive Directors are available for inspection at the Company's registered office during business hours on any weekday (Saturdays and public holidays excluded) and will also be available for inspection at the place of the meeting for 15 minutes before and during the meeting.
- The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
- The following information is, or will be, available on the Company's website (www.alliancetrust.co.uk): (i) the contents of this notice of the Meeting; (ii) the total numbers of (a) shares in the Company, and (b) shares of each class, in respect of which members are entitled to exercise voting rights at the Meeting; (iii) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class; and (iv) any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice.
- Shareholders should note that, on a request made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 February 2010 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting or the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- Any person to whom a copy of this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Any statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons as these rights can only be exercised by shareholders of the Company.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") 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 issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

How to attend and vote

Main Register Shareholders

- As a member of the Company no formalities are required in order for you to attend and vote, although it helps the arrangements for the meeting if you tell us in advance that you are coming.
- If you cannot attend, you may appoint a proxy or proxies to attend and vote on your behalf. A proxy need not be a member of the Company.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box where indicated the number of shares in relation to which the proxy is authorised to act as your proxy. If the box is left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- Please use the accompanying 'Form of Proxy' and prepaid envelope to let us know if you are coming, or to appoint a proxy to vote on your behalf. If you wish to appoint more than one proxy please use a photocopy of the Form or obtain an additional form(s) from our Registrars by contacting them on 0870 8893187. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Appointment of a proxy will not preclude you from attending and voting in person at the meeting. Voting in person will override the appointment of your proxy.
- Any joint holder may vote. If more than one joint holder votes, the votes of the holder whose name appears first in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
- Where someone else signs the form on your behalf, the authority entitling them to do so, or a certified copy of it, must accompany the form.
- Where the member appointing a proxy is a corporation, the form must be under its common seal or signed by a duly authorised officer, attorney or other authorised person and a copy of the authority provided.

How to vote by appointing a proxy online

- Additionally you can appoint a proxy or proxies electronically at www.eproxyappointment.com. If you use this option you can update your proxy online until 11.00 a.m. on Wednesday 19 May 2010 which is the latest time for lodging your proxy.
- In order to register your proxy electronically you will need the PIN number and Shareholder Reference Number, both of which you will find printed on the enclosed Form of Proxy or in your email notification.

- Should you make your appointment of a proxy electronically and by post, the Form of Proxy that arrives last will be the one counted. Please also see the Terms and Conditions of the electronic service on the website.

Time limits

In order to establish who is entitled to attend and vote at the meeting, the Company takes the entries on the register of members 48 hours before the meeting or adjourned meeting. Changes to the register after close of business on Wednesday 19 May 2010 or if the meeting is adjourned the day which is two days before the adjourned meeting are disregarded in establishing the right to attend and vote at the meeting. Forms of Proxy received after 11.00 a.m. on Wednesday 19 May 2010 are not effective.

Alliance Trust Savings Customers

- If you invest in the Company through one of the plans administered by Alliance Trust Savings Limited your shares are held in the name of Alliance Trust Savings Nominees Limited (ATSN). On receipt of your Form of Direction, we shall arrange for ATSN to vote your holding of Alliance shares. Completing this form enables you to attend the meeting, or any adjournment, yourself or to appoint someone else to attend on your behalf. It also permits your vote to be recorded.
- If your account is in joint names, the first named joint holder should complete and sign the form.
- At the meeting, votes are cast on each resolution. The outcome is determined there and then.
- If you have indicated on the form how you wish your votes cast you or your proxy will not be able to vote in person at the meeting.
- If you have ticked the box indicating that you wish to attend the meeting in person, ATSN will appoint you to be its proxy in respect of the number of shares held for you. You may then take part in the vote at the meeting and ask questions.
- If you have elected someone else to attend and vote on your behalf, that person will be able to take part in the voting and ask questions.
- If you have nominated either the Chairman or someone else to vote on your behalf you are still welcome to attend the meeting and you may ask questions with the permission of the Chairman. Your votes will be cast in accordance with your instructions to your proxy.
- If you do not return this form the votes attaching to your shares will be cast in the proportions that other customers of Alliance Trust Savings have voted.

To attend and cast your votes at the meeting please put an X in the box to the right hand side of the form (above the voting boxes) then sign and date the form do not put a mark in any of the other boxes. The Form must be returned to us in the prepaid envelope before 5.00 pm Friday 14 May 2010. If the Form is not returned completed by this time even if you attend the meeting you will not be able to vote.

How to vote or be appointed proxy online

- You can appoint yourself a proxy electronically at www.eproxyappointment.com until 5.00 p.m. on Friday 14 May 2010.
- In order to give directions electronically on how your vote be cast you can do this at www.eproxyappointment.com until 5.00 p.m. on Friday 14 May 2010. You will need the PIN number and Shareholder Reference Number, both of which you will find printed on the enclosed Form of Direction.
- Please also see the Terms and Conditions of the electronic service on the website.

Time limits

You should complete and return the Form of Direction in the prepaid envelope provided. The Form of Direction must be received by 5.00pm on Friday 14 May 2010. This is earlier than the date for return of proxy forms by members to allow time to carry out the voting and proxy appointments requested.



By air: Dundee Airport is only a short distance from the hotel. A taxi is the best way to travel to the hotel.

By train: Dundee Station is only a five minute walk from the hotel. When you depart the station, turn left and head across the car park. Once you cross the road, turn right and walk alongside the old Tay Hotel building and then continue straight along past the multi-storey building. You will see the hotel on your right hand side. Carry on walking, then cross the road at the pedestrian crossing opposite the City Quay.

By car: The simplest way to find the hotel is to head towards the Tay Road Bridge. There is a roundabout just below the Tay Bridge and the hotel is sign posted at this point. Once you leave the exit at this roundabout the hotel car park is the first junction on the left.

Shareholder Communications

The Company last year decided for future financial years to prepare both a set of Report and Accounts in statutory form and a Summary Financial Statement which will contain some but not all of the information included in the Report and Accounts. Many companies now provide Summary Financial Statements as they contain the information that most shareholders require and they reduce printing and postage costs. Shareholders are free to continue to receive the full Report and Accounts if they wish. If you have not elected to receive a Report and Accounts you will receive with this notice a Summary Financial Statement

The summary financial statement for a financial year will contain a summary of the company's or group's profit and loss account, balance sheet and directors' remuneration report for that year, and may contain additional information derived from the directors' report.

A summary financial statement will not contain sufficient information to allow as full an understanding of the results and state of affairs of the company or group as would be provided by the full annual accounts and reports and should you require more detailed information you have the right to obtain, free of charge, a copy of the company's last full accounts and reports.

To receive a copy of this year's full accounts and report please see our website or write to our Company Secretary at Meadow House, 8 West Marketgait, Dundee DD1 1QN. If you also wish to receive the full accounts in future years please let our Company Secretary know.

We are also highlighting the availability of electronic communication and if you wish to receive future company documentation by email please follow the instructions on the reverse of the Form of Proxy. For each shareholder that opts to receive their documentation electronically a donation is made to the Woodland Trust's Tree for All Campaign.