

COMPANY NO. 00290577

Private Company Limited by Shares

WRITTEN MEMBER'S RESOLUTIONS

of

HENDERSON ADMINISTRATION LIMITED (the Company)

3 November 2021 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (together, the Resolutions) and shall for all purposes be valid and effective as if it had been passed as a resolution at a general meeting of the Company duly convened and held:

Ordinary Resolution

1. THAT, subject to the passing of resolution 2, the directors of the Company be and are hereby authorised to capitalise an amount standing to the credit of the Company's capital contribution reserve equal to £46,247,812.87 and apply such sum in paying up in full (including any share premium) 46,247,812 ordinary shares of £1 each in the capital of the Company to the sole shareholder of the Company as at close of business on the Circulation Date, and to allot and issue such new ordinary shares, credited as fully paid, to such shareholder.

Special Resolution

2. THAT the articles of association appended at Annex A to this Resolution shall be adopted as the new articles of association of the Company with immediate effect, in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the sole member of the Company who would have been entitled to vote on the above resolutions on 1 November 2021, hereby irrevocably agree to the Resolutions.

For and on behalf of:

Janus Henderson UK (Holdings) Limited



Name: Roger Thompson

Date: 3 November 2021

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless by 28 days from the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by no later than this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Annex A

New Articles of Association of the Company