

FILE COPY

CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY **AS A PRIVATE COMPANY**

Company No. 2607112

The Registrar of Companies for England/Wales hereby certifies that

HENDERSON FUND MANAGEMENT PLC

formerly registered as a public company has this day been re-registered under the Companies Act 2006 as a private company is now incorporated under the name of

HENDERSON FUND MANAGEMENT LIMITED

and that the company is limited by shares.

Its registered office is situated in England/Wales.

Given at Companies House on 28th October 2010







28/10/2010 COMPANIES HOUSE

