

Company Number: 02607112

MONDAY



LD1

L90Y303K

16/03/2020

COMPANIES HOUSE

#49

**WRITTEN RESOLUTION OF
HENDERSON FUND MANAGEMENT LIMITED**

(the "Company")

REDUCTION OF CAPITAL

Circulation Date: 16 March 2020

Proposed by the Board of Directors of the Company in accordance with section 291 of the Companies Act 2006.

SPECIAL RESOLUTION

The undersigned, being the sole member of the Company for the time being, has noted the Solvency Statement made by the Company's directors on 16 March 2020 and hereby RESOLVES:

THAT the issued share capital of the Company be reduced from £900,000 to £100 by cancelling and extinguishing 44,995,000 of the issued ordinary shares of £0.02 each in the Company and the amount by which the share capital is so reduced be credited to a reserve.

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, the undersigned, being the sole eligible member of the Company for the time being:

1. Hereby confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. HEREBY RESOLVE THAT the above resolution is passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

For and on behalf of:

Henderson Global Investors (Holdings) Limited

Rhiannon Chaudhuri

Director

Date: 16 March 2020

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version in hard copy or electronic copy to the Company.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. The period for agreeing to the Resolution is the period of 28 days beginning with the circulation date.