

**Henderson Fund Management Limited
("the Company")**

Company Number: 02607112
Previous Name(s): Henderson Fund Management PLC
A.M.P. Asset Management P.L.C.
Registered Office: 201 Bishopsgate, London, EC2M 3AE
Principal Trading Address: n/a (as above)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE SOLE DIRECTOR AND HAVING EFFECT AS SPECIAL AND ORDINARY RESOLUTIONS (AS THE CASE MAY BE) OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

Circulation Date: 12 November 2020

Special Resolution

THAT the Company be wound up voluntarily.

Ordinary Resolution

THAT Stephen Roland Browne and Ian Harvey Dean of Deloitte LLP, 1 New Street Square, London, EC4A 3HQ (together "the Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone.

Ordinary Resolution

THAT the basis of the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up together with VAT thereon.

Ordinary Resolution

That the Joint Liquidators' category 1 disbursements and expenses and category 2 disbursements be approved and the Joint Liquidators be authorised to draw both category 1 and category 2 disbursements and expenses, (plus VAT where applicable).

Special Resolution

THAT the Joint Liquidators be and are hereby authorised to divide and distribute amongst the members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the members.

The undersigned being, as at the Circulation Date set out above, the eligible members of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agree to the resolutions set out above.

Signed:

Date: 12 November 2020

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Roger Thompson, duly authorised for and on behalf of the shareholder,
Henderson Global Investors (Holdings) Limited

TO THE SHAREHOLDER/MEMBER:

Please read the following explanatory notes:

NOTES

1. The written resolutions will lapse if they are not passed within a period of 28 days beginning with the Circulation Date.
2. The written resolutions are passed on the date and at the time that you signify your agreement to them.
3. Your agreement is signified when the Company receives from you an authenticated form of this document.
4. This document is authenticated when it is signed and dated by an eligible member in the spaces provided.
5. You may return the authenticated form of this document by any of the following means:
 - a. by posting it or delivering it by hand to Denette Botchway, 201 Bishopsgate, London, EC2M 3AE; or
 - b. by emailing a scanned copy of it to Denette.Botchway@janushenderson.com.
6. Your agreement, once signified, may not be revoked.
7. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.