

The Companies Act 2006
Company Limited by Shares
Resolutions of
Henderson EuroTrust plc

SATURDAY



A30 *A4L3ELHC* 28/11/2015 #425
COMPANIES HOUSE

Passed on 18 November 2015

At the Annual General Meeting of Henderson EuroTrust plc, duly convened and held on 18 November 2015, the following resolutions were duly passed, one as Ordinary Resolutions and three as Special Resolutions

ORDINARY RESOLUTIONS

- 1 THAT in substitution for all existing authorities the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551) up to an aggregate nominal amount of £105,777 (being 10 per cent of the issued ordinary share capital at the date of this notice) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution and at the conclusion of the Annual General Meeting of the Company in 2016, but that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Board may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired and all unexercised authorities previously granted to the directors to allot shares and are hereby revoked

SPECIAL RESOLUTIONS

- 2 THAT in substitution for all existing authorities and subject to the passing of resolution 1 the directors be empowered pursuant to section 570 and/or section 573 of the Companies Act 2006 ('the Act') to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 as if section 561 of the Act did not apply to the allotment and to sell relevant shares (within the meaning of section 560 of the Act) held by the Company immediately before the sale as Treasury shares (as defined in section 724 of the Act) for cash as if section 561 of the Act did not apply to any such sale This power
 - (a) expires at the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the next Annual General Meeting of the Company in 2016, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred hereby had not expired, and
 - (b) shall be limited to allotments of equity securities and/or the sale of shares held in Treasury for cash up to an aggregate nominal amount equal to £105,777 (being 5 per cent of the issued ordinary share capital at the date of this notice)

- 3 THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 ('the Act') to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares of 5p each in the capital of the Company ('ordinary shares'), provided that
- (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 3,171, 215 (or, if less, the number representing 14.99 per cent of the Ordinary Shares in issue at the date of passing of this resolution),
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5p, being the nominal value per share,
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed the higher of
 - (i) 105% of the average of the middle market quotations for the shares as taken from the London Stock Exchange Daily Official List for the five business days preceeding the date of purchase, and
 - (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange
 - (d) the authority hereby conferred shall expire on earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting of the Company in 2016, unless such authority is renewed before expiry, and,
 - (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract, and
 - (f) any ordinary shares so purchased shall be cancelled or, if the directors so determine, be held as Treasury shares
- 5 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting in 2016

Certified a true copy



Melissa Conway
for and on behalf of
Henderson Secretarial Services Limited
Secretary to Henderson EuroTrust plc