

Company No: 04541337

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HENDERSON BRLP2 LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolution as detailed below

RESOLUTION

As a special resolution

THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article 5 (and the consequential re-numbering of each subsequent Article).

5. "Notwithstanding any contrary provisions in these Articles or Table A, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer.

- (i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power or sale or other power existing under such security, and

the Directors shall forthwith register any such transfer of shares or shares upon receipt (and a certificate of any such Secured Institution over the shares being so transferred will be conclusive evidence of those facts) and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise "

Dated: 11 November 2013

CERTIFIED TO BE A TRUE COPY
OF THE ORIGINAL
Eversheds LLP (Winnie Ha)
EVERSHEDS LLP
SOLICITORS
1 WOOD STREET
LONDON EC2V 7WS
DATE 21/11/2013

FRIDAY



A2LN9GE3

A37

22/11/2013

#152

COMPANIES HOUSE

AGREEMENT

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

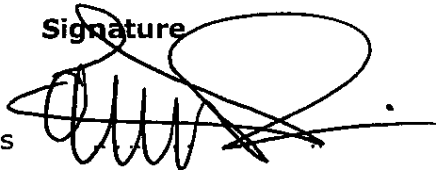
We, the undersigned, being the persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of Shareholder

Signature

Date of Signature

Henderson Global Investors
(Holdings) Limited



11 November 2013

Copy:

Auditors

NOTES

Shareholders who wish to agree to such resolutions should signify their agreement by signing, dating and returning this document to Henderson BRLP2 Limited, 201 Bishopsgate, London EC2M 3AE marked for the attention of the Company Secretary.

1. If you do not agree to the resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
2. If sufficient agreement is not received by 15 days from the date of circulation of these resolutions then the resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.

Company No: 04541337

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
HENDERSON BRLP2 LIMITED
(the "Company")

Passed the (1) day of November 2013

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolutions, were entitled to vote on the resolutions the following resolutions of the Company were duly passed:

RESOLUTION

As a special resolution

THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article 5 (and the consequential re-numbering of each subsequent Article):

- 5 "Notwithstanding any contrary provisions in these Articles or Table A, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"), or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power or sale or other power existing under such security, and

the Directors shall forthwith register any such transfer of shares or shares upon receipt (and a certificate of any such Secured Institution over the shares being so transferred will be conclusive evidence of those facts) and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise "

Signed:

A handwritten signature in black ink, consisting of a series of connected loops and strokes, positioned above the title 'Director'.

Director

Dated: 11 November 2013