

Special Resolution
of
Henderson Investors Limited
("the Company")
(Company Number 3824695)
Passed on 4 August 2014

The following resolution was duly passed as a special resolution on 4 August 2014 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Special Resolution

- THAT the share capital, share premium and capital reserve of the Company be and is hereby reduced by a combined value of £84,227,398, in accordance with the Companies Act 2006 and the Articles of Association of the Company, by
 - i) a reduction of the nominal value of 1,738,988 issued ordinary shares from £0 01 to £0 0001, which are fully paid up and registered in the name of Henderson Global Investors Asset Management Limited,
 - ii) the cancellation of the share premium account which stood to the credit of £82,458,300, and
 - iii) the cancellation of the capital reserve account which stood to the credit of £47,500

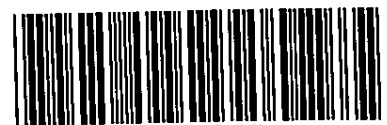
together the "capital reduction"

- THAT, in accordance with the articles of association of the Company, the directors of the Company be and are hereby authorised to pay an in specie distribution amounting to £68,278,237

Signed


Henderson Secretarial Services Limited
Company Secretary

TUESDAY



LD1 *L3DLOEVM* #43
05/08/2014
COMPANIES HOUSE