

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS OF

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28/06/2013

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COMPANIES HOUSE

HENDERSON PRIVATE EQUITY INVESTMENT TRUST PLC

Passed on 27 June 2013

At the Annual General Meeting duly convened and held on 27 June 2013 the following resolutions for special business were passed

1. **Special Resolution (Resolution Number 7)**

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(4) of the Act) of Ordinary shares of 5p each in the capital of the Company ("Ordinary shares"), provided that:

(a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased shall be 530,373 (or such other amount as shall be equivalent to approximately 14.99% of the Ordinary shares, excluding treasury shares, at the date of passing of the Resolution),

(b) the minimum price (exclusive of expenses) which may be paid for an Ordinary share is 5p,

(c) the maximum price which may be paid for an Ordinary share shall be an amount equal to the higher of.

(i) 105% of the average middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is purchased, and

(ii) the value of an Ordinary share calculated on the basis of the higher of the price quote for. (1) the last independent trade of, and (2) the highest current independent bid for any number of the Ordinary shares on the London Stock Exchange the minimum and maximum prices per Ordinary share referred to in sub-paragraphs (b) and (c) of this Resolution are in each case exclusive of any expenses payable by the Company;

(d) the authority hereby conferred will expire at the conclusion of the annual general meeting of the Company in 2014, or, if earlier, on the expiry of 18 months from the passing of this Resolution, or subject to the passing of the resolution to place the Company into members' voluntary liquidation, 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 provided that all Ordinary shares purchased pursuant to the said authority shall be either

(i) cancelled immediately upon completion of the purchase, or

- • • (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006

2 Special Resolution (Resolution Number 8)

THAT a general meeting, other than an annual general meeting or a meeting called to pass a special resolution, may be called on not less than 14 clear days notice.

CERTIFIED A TRUE COPY



W King

For and on behalf of

Henderson Secretarial Services Limited

Secretary to Henderson Private Equity Investment Trust plc

27 June 2013