

# FILING COPY OF RESOLUTIONS PASSED IN WRITING

Company No. 01661776

## THE COMPANIES ACT 2006

### PRIVATE COMPANY LIMITED BY SHARES

## RESOLUTIONS

-of-

### HERMES FUND MANAGERS LIMITED (THE "COMPANY")

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolutions were passed as written resolutions on 18 DECEMBER 2017.

### SPECIAL RESOLUTIONS

- 1 That the Company's current articles of association be amended by including the following new paragraph 33 –

#### **"33. PURCHASE OF OWN SHARES OUT OF CAPITAL**

*Subject to the Companies Act 2006 but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Companies Act 2006, including (without limitation) out of capital (otherwise than in accordance with Chapter 5 of Part 18 of the Companies Act 2006) up to any amount in a financial year not exceeding the lower of:*

*(a) £15,000; and*

*(b) the nominal value of 5% of the Company's fully paid share capital at the beginning of each financial year of the Company."*

- 2 That, subject to the passing of resolution set out in paragraph 1 above, the purchase by the Company from SG Kleinwort Hambros Trust (CI) Limited of the following shares in the capital of the Company:

'A' growth shares of £1.00 each	462
'B' growth shares of £1.00 each	165
'E' growth shares of £1.00 each	325
'F' growth shares of £1.00 each	500
'G' growth shares of £1.00 each	976
'H' growth shares of £1.00 each	325
'K' growth shares of £1.00 each	1,000

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for a total consideration of £3,753 (the **Purchase**) pursuant to the terms of the contract provided to us (the **Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract.

- 3 **That**, subject to the passing of resolutions set out in paragraphs 1 and 2 above and the completion of the Purchase all aforementioned shares Purchased by the Company be cancelled.

  
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Director/Company Secretary