

HGI (Holdings) Limited – Shareholder Written Resolutions

**COMPANY NO. 01721385**

**Private Company Limited by Shares**

**WRITTEN MEMBER'S RESOLUTIONS**

of

**HENDERSON GLOBAL INVESTORS (HOLDINGS) LIMITED**

(the *Company*)

19 May 2021 (the *Circulation Date*)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that resolutions 1 and 2 are each passed as an ordinary resolution and resolution 3 is passed as a special resolution (together, the **Resolutions**) and shall for all purposes be valid and effective as if each had been passed as a resolution at a general meeting of the Company duly convened and held:

**Ordinary Resolutions**

1. **THAT**, in accordance with paragraphs 43(1) and 43(2) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the directors of the Company are given the powers to allot shares given pursuant to section 550 of the Companies Act 2006.
2. **THAT**, in accordance with paragraph 47(3)(b) of schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 SI 2007/3495, matters may be authorised by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006.

**Special Resolution**

1. **THAT** the articles of association appended at Annex A to this Resolution shall be adopted as the new articles of association of the Company with immediate effect, in substitution for and to the exclusion of the existing articles of association of the Company.

**AGREEMENT**

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

We, the undersigned, being the sole member of the Company who would have been entitled to vote on the above resolution on 19 May 2021, hereby irrevocably agree to the Resolutions.

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For and on behalf of:

**HGI Group Limited**



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Name: Rhiannon Chaudhuri

Date: 19 May 2021

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**NOTES**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless by 28 days from the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by no later than this date.
4. 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.

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**Annex A**

**New Articles of Association of the Company**