

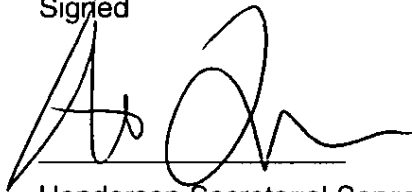
**Special Resolution**  
**of**  
**Henderson Finances**  
**("the Company")**  
(Company Number 1974498)  
Passed on 20 September 2016

The following resolution was duly passed as a special resolution on 20 September 2016 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**Special Resolution**

THAT the share capital of the Company be and is hereby reduced by a combined value of £173,172,392 9474339, in accordance with the Companies Act 2006 and the Articles of Association of the Company by a reduction of the nominal value of 17,317,256,612 issued ordinary shares from £0 01 to £0 00000001, which are fully paid up and registered in the name of Henderson Global Investors (Holdings) Limited and Henderson Nominees Limited, the "**capital reduction**"

Signed



Henderson Secretarial Services Limited  
Company Secretary

