

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

F&C BARROW HANLEY US TRUST PLC
(the "Company")

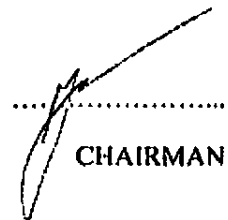
REGISTERED NUMBER 08066434

At a General Meeting duly convened and held on 4 June 2013 the following resolution was passed as a special resolution of the Company by the sole member of the Company

SPECIAL RESOLUTION

IT IS RESOLVED THAT:

- 1 the Company be re-registered as a private limited company,
- 2 the name of the Company be changed to "F&C Barrow Hanley US Trust Limited", and
- 3 the Regulations contained in the printed document produced to the meeting and initialled by the Chairman thereof for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

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CHAIRMAN

Agreed

Signed



for and on behalf of

Name of registered holder **F&C INVESTMENT BUSINESS LIMITED**

Date

4 June 2013

