

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**OF**

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

**REGISTERED NUMBER 08066434**

At a General Meeting duly convened and held on 1 August 2013 the following resolution was passed as a special resolution of the Company by the sole member of the Company

**SPECIAL RESOLUTION**

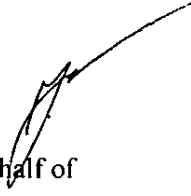
**IT IS RESOLVED THAT:**

- 1 the share capital of the Company be reduced from £50,000 02 divided into 5 million ordinary redeemable shares with a nominal value of one pence each and two management shares with a nominal value of one pence each to two pence, made up of one ordinary redeemable share and one management share, by cancelling and extinguishing 4,999,999 ordinary redeemable shares of one pence each and one management share of one pence

  
CHAIRMAN

**Agreed**

**Signed**

  
for and on behalf of

Name of registered holder

*F & C Investment Business Limited*

Date

*1 August 2013*

FRIDAY



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02/08/2013

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COMPANIES HOUSE