

COMPANY NO. 08231660

Private Company Limited by Shares

WRITTEN MEMBER'S RESOLUTIONS

of

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

(the *Company*)

7 June 2021 (the *Circulation Date*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution below is passed as a special resolution (the ***Resolution***) and shall for all purposes be valid and effective as if it had been passed as a resolution at a general meeting of the Company duly convened and held:

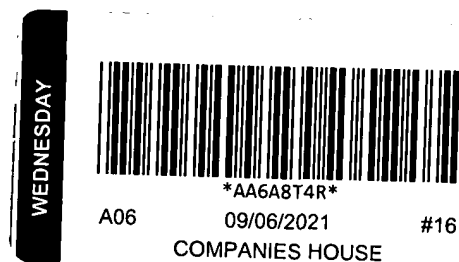
Special Resolution

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 Resolution.

We, the undersigned, being the sole member of the Company who would have been entitled to vote on the above resolution on 7 June 2021, hereby irrevocably agree to the Resolution.



HGHAML – Shareholder Written Resolutions

For and on behalf of:

Janus Henderson Group plc



Name: Roger Thompson

Date: 7 June 2021

NOTES

1. If you agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless by 28 days from the Circulation Date, sufficient agreement is received for the Resolution to pass, they will lapse. If you agree to the Resolution, 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.

HGHAML – Shareholder Written Resolutions

Annex A

New Articles of Association of the Company