

Company Number: 01661776  
**HERMES FUND MANAGERS LIMITED**  
(the "Company")

**Written SPECIAL Resolution of The Member**

**DATED: 19 MARCH 2015**

Pursuant to the authority given by Article 19 of the Company's Articles of Association, we, the undersigned, being the sole member for the time being of the Company entitled to vote at a meeting of the Members, agree that the said resolution shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. We hereby

**RESOLVE THAT**

the Ordinary share capital of the Company be reduced by the cancellation of 6,100,000 Ordinary shares of £1.0 each (£6.1 million), and that this amount be credited to retained earnings

*Beryl A Shepherd*

For and on behalf of Britel Fund Trustees Limited

THURSDAY



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19/03/2015

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COMPANIES HOUSE

Certified as a true  
copy of the original  
*[Signature]*  
**S. OANE FCB**  
**CHARTERED SECRETARY**  
Date 19/03/2015  
Lloyds Chambers  
1 Portsoken Street  
London E1 8HZ