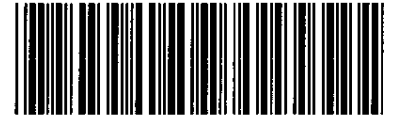


MONDAY



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02/12/2019

#211

COMPANIES HOUSE

Company No: 01661776

HERMES FUND MANAGERS LIMITED
(the "Company")

Written SPECIAL Resolution of the Members

DATED: 28/11 / 2019

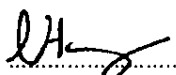
Pursuant to the authority given by Article 10.12 of the Company's Articles of Association, we, the undersigned, being all the Members for the time being of the Company entitled to vote at a meeting of the Members, agree that the said resolution shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. We hereby

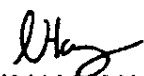
RESOLVE THAT

The Share Premium account of the Company be cancelled, and the amount of the share premium account so cancelled, totalling £71,866,208, be credited to retained earnings.

.....
For and on behalf of
Britel Fund Trustees Limited

.....
For and on behalf of
Federated Holdings (UK) II Limited


.....
For and on behalf of
Intertrust Employee Benefit Trustee Limited
in its capacity as Trustee of
the Hermes Employee Benefit Trust


.....
For and on behalf of
Intertrust Employee Benefit Trustee Limited
in its capacity as Nominee for award holders
under the Hermes Long Term Incentive Plan

Company No: 01661776
HERMES FUND MANAGERS LIMITED
(the "Company")

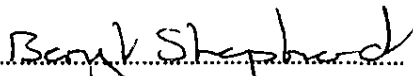
Written SPECIAL Resolution of the Members

DATED: 28/11/ 2019

Pursuant to the authority given by Article 10.12 of the Company's Articles of Association, we, the undersigned, being all the Members 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

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For and on behalf of
Britel Fund Trustees Limited

.....
For and on behalf of
Federated Holdings (UK) II Limited

.....
For and on behalf of
Intertrust Employee Benefit Trustee Limited

Company No: 01661776
HERMES FUND MANAGERS LIMITED
(the "Company")

Written SPECIAL Resolution of the Members

DATED: 28/11 / 2019

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