

## BOARD OF DIRECTORS

References below to the Directors' membership of the Board or its Committees are to Henderson Group plc. For any period prior to or on 31 October 2008, these references are to the holding company of the Henderson Group with registered number 2072534 (referred to as Old Henderson Group plc). For any period after 31 October 2008, such references apply to Henderson Group plc the current holding company of the Henderson Group with registered number 101484 (referred to as the Company). The Company was incorporated and registered in Jersey on 5 August 2008 as IGH Limited. Its name was changed to Henderson Group plc and it was re-registered as a public company on 22 August 2008 pursuant to special resolutions passed on 19 August 2008. The Company became the holding company of the Henderson Group on 31 October 2008 by way of the Scheme.

### Board members

At 25 February 2009, the Board consisted of the Non-Executive Chairman, two Executive Directors (being the Chief Executive and the Chief Financial Officer) and five other Non-Executive Directors. Andrew Formica was appointed as Chief Executive of the Company on 5 November 2008. Tim How was appointed as a Non-Executive Director of the Company on 28 November 2008.

### Non-Executive Chairman

#### Rupert Pennant-Rea

BA (Econ), MA (Econ), age 61 – Chairman and Non-Executive Director since October 2004 and Chairman since March 2005. Chairman of the Nomination Committee since March 2005.

#### Experience:

Deputy Governor of the Bank of England from 1993 to 1995, prior to which he spent 16 years with *The Economist*, where he was editor from 1986 to 1993. Mr Pennant-Rea has been the Non-Executive Chairman of PGI plc (formerly known as Plantation & General Investments plc) since 1997. Amongst his other directorships are Go-Ahead Group plc and Gold Fields Limited (South Africa). He was a Director of British American Tobacco plc for 12 years until April 2007.

### Executive Director

#### Andrew Formica

BA (Econ), MA (Econ), MBA, FIAA, FIA, age 37 – Chief Executive. Executive Director of Henderson Group plc since November 2008.

#### Experience:

Mr Formica has been in the fund management industry since 1993. He has held various senior roles at Henderson Global Investors in the past 10 years. Prior to being appointed Chief Executive of the Company, he was joint Managing Director of Henderson Global Investors' Listed Assets business (since September 2006) and Head of Equities (since September 2004). He has been a member of the Senior Management Team since 2004, and a previous Co-head of Equities since 2002 and Deputy Chief Investment Officer, Insurance and Unitised Funds since 2000.

### Executive Director

#### Toby Hiscock

BA (Hons) (Oxon), MA (Oxon), FCA, age 49 – Chief Financial Officer. Executive Director since August 2003.

#### Experience:

Chief Financial Officer since May 2003. Prior to that, Mr Hiscock held a number of senior internal audit and finance roles after joining the Company in 1992. He is a qualified chartered accountant with 28 years' experience in the accounting profession. Before joining Henderson Investors, Mr Hiscock was Senior Audit Manager at Midland Bank, London, for three years. From 1981 to 1988, he worked for Binder Hamlyn, Chartered Accountants, in London.

### Non-Executive Director

#### Gerald Aherne

BSc, AIA, age 63 – Non-Executive Director since October 2004. Chairman of the Remuneration Committee since June 2005 and a member of the Nomination Committee since May 2005.

#### Experience:

Mr Aherne spent 16 years, to September 2002, with Schroder Investment Management, as Investment Director. Prior to this,

he spent 18 years with Equity & Law in various actuarial and investment management roles. He is currently Managing Partner of Javelin Capital Partners LLP and a Director of Electric and General Investment Trust plc. He is also a Non-Executive Director of Hadleigh Plc and Majedie Investments plc. He was a founding Director of PRI Group plc from August 2002 until June 2003, when it was acquired by BRIT.

### Non-Executive Director

#### Duncan Ferguson

MA (Cantab), FIA, DipAgSci, age 66 – Non-Executive Director since July 2004. A member of the Nomination Committee since May 2005 and the Audit and Remuneration Committees since June 2005.

#### Experience:

Non-Executive Chairman of the Phoenix Life Division of Pearl Group. Mr Ferguson's career was in senior management of insurance companies and as a consulting actuary. He was Senior Partner of Bacon & Woodrow then B&W Deloitte, from 1994 to 2003. Mr Ferguson is a Fellow of the Institute of Actuaries. He served on the Council of the Institute from 1989 to 2000 and as President from 1996 to 1998. He was also a Non-Executive Director of Halifax and then HBOS Financial Services from 1994 until December 2007.

### Non-Executive Director

#### Anthony Hotson

MPhil (Oxon), MA (Oxon), MA (London), PhD (London), age 55 – Non-Executive Director since November 2002. Member of the Audit Committee since August 2003, the Remuneration Committee since August 2003 and the Nomination Committee since March 2005.

#### Experience:

Dr Hotson was formerly at the Bank of England, McKinsey & Company and Warburg. He was a Director of SG Warburg & Co. Ltd from 1992 to 1995 and subsequently Managing Director and Head of Financial Institutions Group at Warburg Dillon Read, the investment banking division of UBS AG. He was Chairman of Towry Law plc, a Henderson Group company until its sale in May 2006. He was also a Director of Swinglehurst Limited until May 2007.

### Non-Executive Director

#### Tim How

MA (Cantab), MSc, age 58 – appointed a Non-Executive Director on 28 November 2008 and a member of the Nomination Committee and Remuneration Committee since November 2008.

#### Experience:

Chief Executive of Majestic Wine PLC from 1989 until August 2008. Mr How was formerly Managing Director of Bejam Group Plc. He is currently the Non-Executive Chairman of Framlington AIM VCT plc, a Director of Framlington AIM VCT 2 plc and a Governor of the Peabody Trust.

### Non-Executive Director

#### John Roques

CA, age 70 – Non-Executive Director since January 2004. Chairman of the Audit Committee since June 2004 and a member of the Nomination Committee since May 2005. He was appointed Senior Independent Director in June 2005.

#### Experience:

Mr Roques is also a Non-Executive Director of BBA Aviation plc. He was previously a Director of Chubb plc, Director of British Nuclear Fuels plc, Governor of the Health Foundation and also a Non-Executive Director of Premier Farnell plc until June 2008. He was Chairman of the Portman Building Society and a Non-Executive Director of Towry Law plc until May 2006. Mr Roques spent 42 years with Deloitte & Touche (formerly Touche Ross & Co.), where he served from 1990 to 1999 as Senior Partner and Chief Executive. He is a member of the Institute of Chartered Accountants of Scotland. He was a Member of the Financial Reporting Review Panel (1991–1994) and a Member of the Financial Reporting Council (1996–2001).

### Resignation

On 5 November 2008, Roger Yates resigned from his post as Chief Executive of the Company and Managing Director of Henderson.