

## **Appointment and Reappointment of Directors**

### **Appointment of new Directors**

The Nomination Committee will lead the process for Board appointments and make recommendations to the Board. The search for board candidates should be conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the board, including gender. The Nomination Committee may engage one or more search firms to assist with the identification of suitable candidates. Only those search firms that have signed up to the Voluntary Code of Conduct for Search Firms will be engaged. Before the appointment of a new Director, the Nomination Committee will prepare a description of the role and capabilities required for a particular appointment having evaluated the balance of skills, independence, knowledge and experience on the Board. In the light of this evaluation, the Nomination Committee will access a wide and diverse base of potential Directors, considering:

- The current composition and diversity of the Board;
- The need for independence;
- The strategic direction and progress of Henderson Group plc; and
- The geographic spread and diversity of Henderson Group plc's businesses.

The Nomination Committee will then assess the potential candidates on merit and against a range of objective criteria including background, experience, qualifications, professional skills and their personal qualities. Care will also be taken to ensure that candidates have enough time to devote to the job. This is particularly important in the case of any candidates for the Chairman's position. The key objective will be to decide which of the candidates will make the biggest contribution to promoting the success of the Company. Unless otherwise agreed or the appointment involves a new Chairman, the Chairman of the Nomination Committee is responsible for identifying and interviewing suitable candidates. If found suitable, a candidate will be recommended to the Board which will make the final decision regarding any appointment of a new Director.

### **Reappointment of Directors**

In accordance with the UK Corporate Governance Code the entire Board will offer itself for re-election at each AGM.

The names of candidates submitted for appointment or reappointment as Directors shall be accompanied by the following information to enable shareholders to make an informed decision on their appointment:

- Biographical details, including competencies, qualifications and sufficient information to enable an assessment of the candidate's independence;
- Details of any relationship between Henderson and the candidate or between any other Director and the candidate.
- Other significant directorships;
- Particulars of other positions which involve significant time commitments;
- The term of office currently served by a candidate;
- Any other particulars required by law.

Complementing the annual re-election by shareholders approval process in respect of each Director, when a Non-Executive Director's term of office (which is generally

three years) expires, then any nomination for renewal of that office is also subject to the Board's approval. Once an independent Non-Executive Director has served on the Board for six years, then any nomination for renewal of office is subject to increased scrutiny and challenge by the other Directors to ensure that the Non-Executive Director in question continues to be independent and is free of any interest or business or other relationship which could, or could reasonably be perceived to, materially interfere with the exercise of their independent judgement. If a Non-Executive Director is reappointed after having served six years, such reappointment, and any subsequent reappointment, will normally be for a period of 12 months. Only in exceptional circumstances would a Non-Executive Director serve on the Board for more than nine years. For clarity, such re-appointments by the Board, and subsequent continuing service by a Director, are subject to the annual re-election by shareholders.

### **Additional Directorships**

The Board may approve a full-time Executive Director taking on one or more Non-Executive Directorships in a listed company and will also consider allowing a Non-Executive Director to accept a second appointment of a Chairmanship of a FTSE 100 Company. The Board shall give consideration to time commitments before such approval is given.

Directors' other significant commitments will be disclosed to the Board before appointment and included in the annual report. Changes to such commitments will be reported to the Board, disclosed to the market if material as they arise, and included in the next annual report.