



Henderson Group plc
Nomination Committee's Terms
of Reference

1. Committee Purpose

- 1.1 The Nomination Committee (“NC”) has responsibility for considering the size, composition and balance of the Henderson Group plc Board (“Board”), the retirement and appointment of the Directors and for making recommendations to the Board on these matters.

2. Duties and Scope

- 2.1 The NC will establish processes for the identification of suitable candidates for recommendation for appointment to the Board to ensure that the Board has an appropriate balance of skills, experience, independence and knowledge of the company to enable them to discharge their respective duties and responsibilities effectively.
- 2.2 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.
- 2.3 The NC will recommend to the Board nominees for membership of the Board and Non-Executive Director nominees for the Boards of Henderson Group plc subsidiary companies.
- 2.4 The NC will establish processes for the review of performance of the Board, the Board committees and Directors both collectively and individually and will regularly review the structure, size and composition of the Board, giving consideration to succession planning in the course of its work.
- 2.5 The NC will consider processes for the orientation and education of new Directors to the Board and will develop ongoing policies to facilitate continuing education and development of Directors.
- 2.6 The NC intends to make a statement in the annual report about its activities.

3. Composition and Chair

- 3.1 The NC will be composed of a minimum of three Members.
- 3.2 Appointments, rotations and resignations within the NC will be decided by the Board after consultation with the Chairman of the Board and, if different, the Chairman of the NC.

- 3.3 The Chairman of the NC shall be the Chairman of the Board (other than when the appointment of a new Chairman to the Board is being considered).
- 3.4 The Office of the Company Secretary will provide secretarial services and executive support to the NC.

4. Committee Procedures

- 4.1 The NC will meet at least once a year and will be convened and conducted on the same principles as those that apply to the Board.
- 4.2 Quorum - a meeting of the NC shall be taken to be convened if at least two Members are present.
- 4.3 A meeting may be held by the NC Members communicating with each other by any technological means by which they are able simultaneously to hear each other and participate in discussion provided that no RC member is located in the UK when joining the call. The minutes of the meeting will record the method by which the meeting was conducted.
- 4.4 The NC may invite members of management or others to attend meetings from time to time.
- 4.5 The NC will review its terms of reference annually.
- 4.6 The NC will report to the Board on its activities.