

HENDERSON GLOBAL PROPERTY COMPANIES LIMITED

Terms of reference for the Nomination Committee

(formed on 22 June 2006 and terms adopted on 10 January 2008)

Constitution

The Committee is appointed by the Board in accordance with the Articles of Association of the Company, Article 23.7 and under the following terms of reference.

The Committee comprises the Chairman of the Company and all the directors of the Company who are independent of the Manager.

A quorum is any two of these directors present in person. The Committee will meet at least annually.

Terms of Reference

- review annually the time required from each non-executive director;
- annually review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
- be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- give full consideration to succession planning, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
- keep under review the leadership needs of the Company, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace. The current chairman should not participate in the selection of any replacement chairman;
- before making an appointment, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- consider candidates from a wide range of backgrounds and look beyond the "usual suspects";
- make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee; number of committee meetings and attendance over the course of the year;
- make available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and
- ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

The Committee should make recommendations to the Board:

- as regards plans for succession;
- as regards the re-appointment of any director at the conclusion of their specified term of office;
- concerning the re-election by shareholders of any director under the retirement by rotation provisions in the Company's articles of association;
- concerning any matters relating to the continuation in office of any director at any time; and
- concerning the appointment of any director.
