

**HENDERSON OPPORTUNITIES TRUST PLC**

**Terms of Reference of the Audit Committee**

**Constitution**

The Audit Committee (the 'Committee') is appointed as a Committee of the Board in accordance with the Articles of Association of the Company. Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee and in consultation with the Chairman of the Committee. The Chairman of the Committee shall be appointed by the Board. The Committee shall have a minimum of three members.

All members of the Committee shall be independent non-executive directors, at least one of whom should have recent and relevant financial experience. A quorum shall be any two members of the Committee present in person.

**Conduct of Meetings**

Meetings shall be held at least twice a year, normally immediately preceding the Board meetings at which the financial accounts for the year end and half year are reviewed and, additionally, to review the effectiveness of the Company's system of internal control.

Only members of the Committee have the specific right to attend meetings. The auditors will be invited to attend meetings, on a regular basis and at least once a year. Others, including directors of the Company who are not members of the Committee and officers and employees of the Manager (Henderson Global Investors Limited), may be invited to attend meetings. The Company Secretary shall act as Secretary to the Committee.

The Chairman of the Committee shall attend the Annual General Meeting of the Company so as to be available to respond to questions about the Committee's work.

**Authority**

The Committee is authorised to investigate any matters within its terms of reference and to:

- (i) have access to all relevant information of the Company;
- (ii) obtain independent professional advice;
- (iii) call for the attendance of officers and employees of the Manager (Henderson Global Investors Limited) competent to discuss financial accounting, internal controls or other matters within the Committee's Terms of Reference;
- (iv) review on a random basis such matters it deems appropriate including, but not limited to, those referred to in the Terms of Reference.

## **Terms of Reference**

The Committee shall assist all directors in discharging their duties and legal responsibilities in respect of the annual report and accounts; the periodic financial reports required under DTR 4; any interim statements to shareholders; the Company's internal control and risk management procedures; and the working relationship with the auditors.

The Committee shall report to the Board with recommendations as appropriate on:

### **Financial Statements (year end and half year)**

The annual and half year financial reports (including the preliminary results, if the Board chooses to issue preliminary results), focusing particularly on:

- (i) the appropriateness of current accounting policies and any changes proposed thereto;
- (ii) major judgmental areas including the Company's unquoted investments, with particular regard to the values attributed thereto.

### **Audit and Auditors**

- (i) the report of the auditors, the nature and scope of the audit and any adjustments, problems or reservations identified during the audit;
- (ii) the relationship with the auditors including their engagement, resignation or dismissal, fee proposals, and audit planning;
- (iii) monitoring the independence and objectivity of the auditors, including the provision of any non-audit services by them;
- (iv) reviewing from time to time whether a function equivalent to an internal audit is required.

### **Corporate Governance (ongoing, including year end and half year end)**

- (i) the Directors' Report, the Directors' Remuneration Report, the Statement on Corporate Governance and the Directors' Responsibility Statement;
- (ii) key control risks;
- (iii) the schedule of Investment Limits and Restrictions;
- (iv) the Risk Map;
- (v) the AAF 01/06, SAS 70 or equivalent reports issued by the Manager (Henderson Global Investors Limited), the Manager's Permitted Agent (BNP Paribas Fund Services UK Limited), the Company's custodian (JPMorgan Chase Bank, N.A.), and the Company's other suppliers, as appropriate.

Other Issues

Such matters as the Committee considers should be brought to the attention of the Board.

Note:

These terms of reference were revised substantially on 23 September 2004. They were updated on 19 June 2008 and the Conduct of Meetings section was revised on 19 September 2008.