

THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC

Terms of Reference of the Nomination Committee

Constitution

The Nomination 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 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. A quorum shall be any two members of the Committee present in person. The Chairman of the Board shall not chair the Committee when it is dealing with the succession to the chairmanship.

Conduct of Meetings

Meetings shall be held at least once a year; normally the Committee will meet shortly before the Company's year end. Only members of the Committee have the right 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 and assistance in the identification and selection of suitable candidates.

Terms of Reference

- (i) To review regularly the structure, size and composition of the Board and its Committees (including the directors' skills, knowledge and experience) and to make recommendations to the Board as to any required changes.
- (ii) To evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, to prepare a description of the role and capabilities required for a particular appointment.
- (iii) To review the re-appointment of directors before the conclusion of their terms of office.
- (iv) To develop a tenure policy and, on behalf of the Board, to review succession, taking into account the challenges and opportunities facing the Company.
- (v) To be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board and Committee vacancies as and when they arise.
- (vi) To review annually the time commitment required from the directors.
- (vii) To ensure that, on appointment to the Board, directors receive a formal letter of appointment setting out clearly what is expected of them, including time commitment, Committee service and any involvement outside Board and Committee meetings.
- (viii) To review training requirements and to develop training arrangements accordingly.