

HENDERSON ALTERNATIVE STRATEGIES TRUST PLC

Terms of Reference: Nominations Committee

1. Constitution

The Committee is constituted by the Board of Directors and assists the Board in meeting its responsibilities for ensuring that the Board retains an appropriate balance of skills, experience and diversity, has a formal rigorous and transparent approach to the appointment of directors and maintains an effective framework for succession planning.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall be the independent non-executive directors of the Company.
- 2.2 The Committee shall be chaired by the Chairman of the Board, unless the Committee is choosing his successor in which case another independent non-executive director will lead the meeting.
- 2.3 Appointments to the Committee shall be for a period of up to three years which may be extended.
- 2.4 Members must declare any conflicts of interest or potential conflicts of interest at the start of each meeting.

3. Meetings

- 3.1 The Committee shall meet at least annually and as deemed appropriate or convened by the Board.
- 3.2 The **quorum** necessary for the transaction of business shall be two.
- 3.3 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.4 Only members of the Committee have the right to attend meetings, but the Committee may invite others, including but not limited to any director, officer or employee of the Manager or any person whose advice is sought, to attend all or part of any meeting if it thinks it is appropriate or necessary.
- 3.5 Meetings of the Committee are called by the Secretary of the Committee at the request of any of its members and can be called on short or immediate notice.

4. Secretary

- 4.1 The Secretary shall act as Secretary of the Committee. A member of the Committee may act as Secretary in the Secretary's absence.
- 4.2 The Secretary must ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 4.3 The Secretary must minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.
- 4.4 The minutes of the Committee meetings shall be circulated with the next set of Board papers for review.

5. Annual General Meeting

- 5.1 The Chairman of the Committee, or any other director in his absence, shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

6. Duties

The Committee's duties are:

6.1 Board composition

- a) to regularly review the structure, size and composition (including the skills, knowledge, diversity and experience) required of the Board, and make recommendations to the Board with regard to any changes;
- b) to give full consideration to succession planning for directors, and the roles of the Chairman and senior independent director, taking into account the challenges and opportunities facing the Company and the skills and expertise required by the Board;
- c) to develop, if appropriate, and periodically review any objectives which may be established for the implementation of diversity on the Board and monitor progress toward the achievement of those objectives;

6.2 Appointment of directors

- a) to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- b) 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;
- c) to consider the process to be followed in making appointments, that is the use of external advice, open advertising or other methods;
- d) to 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;

6.3 Independence and time commitment

- a) to review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- b) to review the independence of the non-executive directors; and
- c) to review the Directors' Conflicts of Interests register, making recommendations to the Board where these may be required;

6.4 Performance evaluation

- a) on an annual basis, carry out a performance evaluation of the Board as a whole, its committees and of the individual directors;
- b) the Committee Chairman shall review each individual director's performance and contribution on an annual basis; and

- c) the Committee, led by the Senior Independent Director, shall review the performance of the Chairman without the Chairman present.

7. Recommendations to the Board

The Committee should make recommendations to the Board as regards:

- 7.1 the reappointment of any non-executive director at the conclusion of their term of office having due regard to their performance, knowledge, skills, experience and ability to continue to contribute to the Board;
- 7.2 the membership of Board committees and identifying suitable candidates for the role of the senior independent director;
- 7.5 any matters relating to the continuation in office of any director at any time;
- 7.8 proposals for the annual re-election of any director deemed not to be "independent"; and
- 7.9 proposals for the annual re-election of any director who has served more than three terms of three years.

8. Reporting Responsibilities

- 8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting.

The Committee shall:

- 8.2 make whatever recommendations to the Board it deems appropriate on any area within its remit or where action or improvement is needed;
- 8.3 make a statement in the Annual Report about its activities, the process used to make appointments and an explanation if external advice or open advertising has not been used; and
- 8.3 keep these terms of reference under regular review, making them available to explain its role and the authority delegated to it by the Board.

9. Authority

The Board authorises the Committee to:

- 9.1 undertake any activity within its terms of reference;
- 9.2 seek any information from the Manager or third party that it requires to perform its duties;
- 9.3 obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and to invite persons giving such advice to attend Committee meetings;
- 9.4 call the Manager or any third party to be questioned at a Committee meeting, as and when required; and
- 9.5 delegate any of its powers to one or more of its members or the Company Secretary.

(Amended on 21 September 2016)