

HENDERSON GLOBAL TRUST PLC

Terms of Reference of the Nomination Committee

Duties

- 1 The Board shall constitute itself as a Nomination Committee and meet twice a year and shall:
 - 1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make any changes as necessary;
 - 1.2 give full consideration to succession planning of Directors, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
 - 1.3 formulate plans for succession of Directors and, in particular, for the key roles of Chairman of the Board and Chairman of the Audit Committee;
 - 1.4 identify suitable candidates for the role of Senior Independent Director, if one is to be appointed;
 - 1.5 determine membership of the Audit Committee, in consultation with the Chairman of the Audit Committee and subject to the approval of the Board;
 - 1.6 be responsible for identifying and nominating candidates to fill Board vacancies as and when they arise;
 - 1.7 before an appointment is made, evaluate the balance of skills, knowledge, diversity 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. In identifying suitable candidates the Committee shall:
 - 1.7.1 use the services of external advisers to facilitate the search if considered necessary and appropriate;
 - 1.7.2 consider candidates from a wide range of backgrounds; and
 - 1.7.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - 1.8 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;
 - 1.9 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - 1.10 review annually the time required from Directors. Performance evaluation should be used to assess whether the Directors are spending enough time to fulfil their duties;
 - 1.11 ensure that, on appointment to the Board, 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.
 - 1.12 consider the re-appointment of any Director at the conclusion of his or her specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

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- 1.13 consider any recommendation to shareholders contained in the Notice of the Annual General Meeting concerning the re-election of any Director under the 'retirement by rotation' provision in the Company's Articles of Association, having due regard to his or her performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- 1.14 consider any matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of a Director subject to the provisions of the law and their service contract, if any; and
- 1.15 consider and approve the appointment of any director or officer other than to the position of Chairman, which would be considered at a meeting of the full Board.
- 1.16 review the statement in the Annual Report concerning the Nomination Committee function.

Responsibilities

- 1 The Committee shall make a statement in the Annual Report about its activities, the process used to make appointments and, when appropriate, explain if external advice or open advertising has not been used.
- 2 The Chairman of the Committee should be prepared to respond to any questions, which may be raised by shareholders at the AGM on matters within the Nomination Committee's ambit.

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