

# Henderson Morley Plc

("Henderson Morley" or the "Company")

*Form of Proxy*

**For use by holders of ordinary shares in Henderson Morley Plc at the Company's Annual General Meeting to be held at the offices of Brewin Dolphin, 9 Colmore Row, Birmingham B2 2BJ at 11:00 a.m. on 21 October 2009**

I/We ..... of .....  
 ..... being (a) member(s) of the Company, hereby

appoint the Chairman of the meeting (Note 4) .....  
 as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 21 October 2009 at 11:00 a.m. and any adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below:

		For	Against
	<b>Ordinary Business</b>		
1.	To receive the Directors' report and the Accounts		
2.	To re-appoint RSM Bentley Jennison as auditors and to authorise the Directors to determine their remuneration		
3.	To re-elect C R Pate as a director		
	<b>Special Business</b>		
4.	Special resolution to amend the articles of association of the Company		
5.	Ordinary resolution to authorise the directors to allot shares		
6.	Special resolution to disapply pre-emption rights on issues of shares.		

Names of joint holders (if any) .....

Signature ..... Dated ..... 2009

**Notes:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. Please indicate with an "X" in the appropriate box how you wish the proxy to vote. If no indication is made in the appropriate box the proxy will exercise his discretion as to how he votes or whether he abstains from voting.
4. If you wish to appoint someone other than the Chairman of the meeting as your proxy please delete the words 'the Chairman of the meeting' and insert the name of the person you wish to appoint. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint more than one proxy contact Neville Registrars Limited.
6. To be effective, this form and any power of attorney under which it is executed (or duly certificated copy of any such power of attorney), must be deposited with Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR, not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at, or on the same day as, the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
7. Where the member is a corporation this form must be under its common seal or signed by an attorney or a duly authorised officer of the corporation.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted and the names of the other joint holders should be shown in the space provided. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

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**Neville Registrars Limited,  
Neville House,  
18 Laurel Lane,  
Halesowen,  
West Midlands,  
B63 3BR**