

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 Extraordinary General Meeting to be held at the offices of Brewin Dolphin, 9 Colmore Row, Birmingham B2 2BJ at 10.55 a.m. on 21 October 2009

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

appoint the Chairman of the meeting (Note 3)
as my/our proxy to attend and speak on my/our behalf and consider pursuant to section 142 of the Companies Act 1985 (to be replaced by section 656 of the Companies Act 2006 with effect from 1 October 2009) whether any, and if so what steps should be taken to deal with the situation that the net assets of the Company are less than half of its called up share capital at the Extraordinary General Meeting of the Company to be held on 21 October 2009 at 10.55 a.m. and any adjournment thereof.

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 and speak at the Extraordinary General Meeting.
2. The appointment of a proxy does not preclude you from attending the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. 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 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.
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.

BUSINESS REPLY SERVICE
Licence No. BM 3865

1

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