

FAQ

Relisting of Invesco on the New York Stock Exchange (NYSE) and redomicile of Invesco

These questions and answers are designed to help you better understand the Invesco's decision to move its primary listing to the New York Stock Exchange from the London Stock Exchange.

Facts about the proposed relisting and redomicile

Q: What is happening?

A: Dec. 4: Invesco Ltd. begins trading on the NYSE.

Nov. 12: INVESCO PLC shareholders overwhelmingly approve the Board's proposal to move INVESCO's primary listing to the NYSE.

Sept. 25: INVESCO PLC Board announces its recommendation to relist on the NYSE.

July 18: Invesco loses its U.S. foreign private issuer status due, in part, to a shift in majority ownership of its company stock from the U.K. to the U.S. As a foreign private issuer, Invesco had been exempt from many U.S. securities laws and stock exchange listing rules. At the time, Invesco was treated like any other U.S. company, and was subject to full U.S. filing and reporting requirements, as well as accounting and corporate governance rules – all in addition to the overlapping U.K. regulations that still applied.

Following the loss of foreign private issuer status, Invesco's Board of Directors proposed to shareholders that Invesco take three related actions:

- Move its primary listing from the London Stock Exchange to the NYSE;
- Move its legal domicile to Bermuda; and
- Reduce the total number of the company's shares by one-half through a "reverse stock split."

Relisting provides a number of advantages, including placing Invesco under the supervision of a single primary securities regulator, which will minimize the possible disruption associated with dual regulatory and accounting standards.

A decision to move its primary listing out of the U.K. effectively required Invesco to relocate its domicile outside the U.K. as well. As a result, Invesco has changed its domicile to Bermuda under the name "Invesco

Ltd.” Bermuda is a well-established jurisdiction for companies traded on U.S. stock exchanges.

As a result of Invesco becoming a Bermuda-based company, the outstanding shares of INVESCO PLC have been exchanged for shares of the newly formed Bermuda entity, Invesco Ltd.

Q: What will be the tax impact to Invesco?

A: The company does not expect any material change to its effective corporate tax rate as a result of these proposals.

Q: Why did Invesco propose a relisting?

A: An important factor driving Invesco’s decision to propose changing its primary listing to the U.S. was the loss of its foreign private issuer status. As a result of this event, the company was subject to full compliance with the rules of two primary regulators (the SEC in the U.S. and the FSA in the U.K.) and with two different accounting standards (U.S. GAAP and IFRS). The proposal to move Invesco’s primary listing to the New York Stock Exchange was designed to minimize the possible disruption and potential confusion associated with multiple regulatory and accounting standards.

Q: What is a company’s “domicile”?

A: Domicile is a legal term that describes which laws a company is established under and primarily subject to. A company’s domicile does not determine where its headquarters is located. Invesco will continue to be headquartered in Atlanta, Georgia, in the U.S.

Q: Why did Invesco propose a change of domicile?

A: A decision to move Invesco’s primary listing out of the U.K. effectively required the company to relocate its domicile outside the U.K. as well.

Invesco could not change its domicile to the U.S. without creating an adverse taxable transaction for shareholders. The proposal to redomicile was designed to minimize the impact on shareholders by allowing Invesco to maintain legal, regulatory capital and financial positions consistent with that of Invesco as of the date of the proposal. Bermuda is a well-established jurisdiction for companies traded on U.S. stock exchanges.

Q: Since Invesco is relisting in the U.S., why not change its domicile to the U.S.?

A: Moving Invesco’s domicile to the U.S. would result in a taxable transaction for shareholders. Due to the expected adverse shareholder tax consequences, Invesco’s Board made a decision to seek a domicile elsewhere.

Bermuda is a well-established jurisdiction for companies traded on U.S.

stock exchanges. Redomiciling in Bermuda will minimize the impact on shareholders by allowing Invesco to maintain legal, regulatory capital and financial positions consistent with that of Invesco today.

Q: How does the redomiciling work?

A: Briefly, INVESCO PLC will reorganize itself so that it becomes a wholly owned subsidiary of Invesco Ltd., which is a new company incorporated in Bermuda. The shareholders of INVESCO PLC will become shareholders of Invesco Ltd. and will continue to have the same proportional ownership of Invesco as they had before the redomicile.

Immediately after the redomicile becomes effective, Invesco Ltd. will conduct a reverse stock split, (called a share capital consolidation in the U.K.). This likewise will cause no change in proportional ownership for our shareholders. (See below for a detailed explanation.)

Q: Why is Invesco undertaking a reverse stock split?

A: Prior to the relisting, Invesco shares were listed on the NYSE as American Depositary Receipts (ADRs). The intention of the reverse stock split was to arrive at an initial trading price for Invesco Ltd. shares that was consistent with the ADR price prevailing prior to the relisting.

Q: How does the reverse stock split/share capital consolidation work?

A: It's important to recognize that, except for the treatment of fractional shares discussed below, there is no financial impact of the reverse stock split on shareholders; nor are shareholders advantaged or disadvantaged by the reverse stock split.

Immediately after INVESCO PLC shares were exchanged for Invesco Ltd. shares, Invesco Ltd. conducted a one-for-two reverse stock split (also called a share capital consolidation in the U.K.). As a result, holders of INVESCO PLC shares receive one Invesco Ltd. share for every two INVESCO PLC shares held.

While the total number of shares is reduced by half, it's important to note that shareholders still own the same proportional value of the company as before the reverse stock split.

Example: A shareholder who held 1,000 shares of Invesco stock valued at £6,000 before the consolidation now holds 500 shares worth the same £6,000.

You should also note that a shareholder's ownership percentage in Invesco will remain unchanged by the reverse stock split, subject to the fractional shares issue outlined below.

Fractional share issue explained

In some cases, the reverse stock split will result in a ½ fractional share in Invesco Ltd.

Example: If a shareholder holds 1,001 shares, the one-for-two reverse stock split would result in 500 whole shares and ½ of a share in Invesco Ltd. The fractional share will be converted to cash at the market price and a check will be sent to the shareholder promptly after the reverse stock split is implemented. Any payment a shareholder receives for the fractional share may be subject to taxation.

Q: Will this change the currency of dividend payments?

A: Dividends will be declared and paid in U.S. dollars. However, the company is exploring the ability to pay dividends in sterling to its U.K. shareholders.

Q: What do I need to do now?

A: You do not need to do anything now. As a shareholder, you should have received information regarding the proposal in the circular (which also comprised the proxy statement). You are urged to read the circular carefully in its entirety, as it will contain important information about the transaction.

Q: Whom can I contact with questions?

A: For questions regarding the shareholder proposal, you should call Invesco's Investor Relations contacts: Aaron Uhde at 1-404-479-2956, or Michael Perman at +44 (0) 207 7065 3942.

Additional Information and Where to Find It

INVESCO PLC filed a circular/proxy statement concerning the proposal referenced above (the "proposal") with the United States Securities and Exchange Commission. Investors are urged to read the circular/proxy statement and any other documents filed with the SEC in connection with the proposal because they will contain important information. Investors can obtain these documents free of charge at the SEC's Web site (www.sec.gov). In addition, documents filed with the SEC by INVESCO PLC are available free of charge from Aaron Uhde at +1 404 479-2956 or aaron.uhde@invesco.com.

The directors, executive officers, and certain other members of management and employees of Invesco Ltd. may be deemed, under the rules of the SEC, to be participants in the solicitation of proxies in favor of the proposal from the shareholders of Invesco Ltd. Information about the directors and certain executive officers of Invesco Ltd. is included in its Annual Report on Form 20-F filed on April 10, 2007, in respect of the year ended December 31, 2007, and additional information regarding the identity of potential participants and the

direct and indirect interests of Invesco and such participants in the proposal will be set forth in the circular/proxy statement.