

Results of the Annual General Meeting held on 9 June 2005

9 June 2005

In accordance with ASX Listing Rule 3.13.2 and UKLA Listing Rule 9.32, Henderson Group reports that the resolutions contained in the Notice of Annual General Meeting (dated 25 April 2005 and lodged with the ASX and the UKLA Document Viewing Facility on 3 and 16 May 2005, respectively) were each passed by the requisite majority of shareholders.

Resolutions 1 to 10 were decided on a show of hands at the meeting. Resolution 11 was decided on a poll.

No resolutions were amended or withdrawn. The full text of each resolution is contained in the Notice of Annual General Meeting. Capitalised terms used below have the same meaning as in the Notice of Annual General Meeting.

Resolution 1: Directors' Report and Accounts

It was resolved, as an ordinary resolution, to receive the Directors' Report and Accounts.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	625,021,949	498,376	8,554,549	2,602,493	628,122,818

Resolution 2: Directors' Remuneration Report

It was resolved, as an ordinary resolution, to approve the Directors' Remuneration Report.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	532,362,250	92,952,930	7,828,782	2,655,197	627,970,377

Resolutions 3 to 6: Appointment of Existing Directors**Resolution 3**

It was resolved, as an ordinary resolution, to appoint Mr R L Pennant-Rea as a Director.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	632,018,635	696,951	1,274,083	2,638,307	635,353,893

Resolution 4

It was resolved, as an ordinary resolution, to appoint Mr G P Aherne as a Director.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	630,817,918	1,860,242	1,285,753	2,652,372	635,330,532

Resolution 5

It was resolved, as an ordinary resolution, to appoint Mr D Ferguson as a Director.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	630,803,727	1,868,595	1,323,942	2,627,579	635,299,901

Resolution 6

It was resolved, as an ordinary resolution, to reappoint Mr A C Hotson as a Director.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	632,094,425	626,470	1,288,191	2,611,304	635,332,199

Resolution 7: Reappointment of Auditors

It was resolved, as an ordinary resolution, to reappoint Ernst & Young as auditors.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	632,496,700	550,728	885,509	2,661,975	635,709,403

Resolution 8: Remuneration of Auditors

It was resolved, as an ordinary resolution, to authorise the Directors to determine the auditors' remuneration.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	632,932,659	601,742	389,979	2,664,235	636,198,636

Resolution 9: Authority to make "political donations"

It was resolved, as an ordinary resolution, to give limited authority to make "political donations".

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	625,436,983	6,632,196	1,928,485	2,625,937	634,695,116

Resolution 10: Amendment to the Rules of the Restricted Share Plan

It was resolved, as an ordinary resolution, to amend the Rules of the Restricted Share Plan.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	625,504,203	4,782,775	3,622,093	2,679,385	632,966,363

Resolution 11: Authority to purchase own shares

It was resolved, as a special resolution, to authorise the Company to purchase its own shares.

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	632,722,491	872,249	464,852	2,669,811	636,264,551
Total number of votes cast on the poll:	637,179,856	869,194	464,539	N/A	639,049,050

For further information

www.henderson.com or

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