

## Results of the Annual General Meeting held on 11 May 2006

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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 3 April 2006 and lodged with the ASX and the UKLA Document Viewing Facility) 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No resolutions were amended or withdrawn.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:	652,543,213	446,413	9,676,577	5,536,556	658,526,182

### 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:	560,468,403	101,337,592	739,589	5,563,156	667,369,151

**Resolution 3: Dividend**

It was resolved, as an ordinary resolution, to declare a dividend for the six months ended 31 December 2005 of 1.39 pence per ordinary share.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	662,102,552	92,081	476,003	5,532,534	667,727,167

**Resolutions 4 and 5: Reappointment of Existing Directors****Resolution 4**

It was resolved, as an ordinary resolution, to reappoint Mr N T Hiscock as a Director.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	661,635,230	254,335	588,582	5,562,168	667,451,733

**Resolution 5**

It was resolved, as an ordinary resolution, to reappoint Mr R P Yates as a Director.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	661,582,800	306,559	593,579	5,558,631	667,447,990

**Resolution 6: Reappointment of Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	659,376,824	1,920,664	1,364,666	5,541,096	666,838,584

**Resolution 7: Remuneration of Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	660,957,900	834,053	491,393	5,655,838	667,447,791

**Resolution 8: Authority to make "political donations"**

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

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	655,639,467	5,779,506	1,104,803	5,608,807	667,027,780

**Resolution 9: Amendment to the Rules of the Henderson Long Term Incentive Plan**

It was resolved, as an ordinary resolution, to amend the Rules of the Henderson Long Term Incentive Plan.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	623,302,414	38,126,756	1,019,464	5,644,185	667,073,355

**Resolution 10: To approve the USA Sharesave Plan**

It was resolved, as an ordinary resolution, to approve the USA Sharesave Plan.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	659,239,642	1,918,910	1,258,952	5,679,891	666,838,443

**Resolution 11: Authority to purchase own shares**

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

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	660,657,735	1,050,600	787,269	5,640,784	667,349,119
Total number of votes cast on the poll:	664,763,788	1,006,183	785,372	N/A	665,769,971

**For further information**

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