



Results of the Annual General Meeting held on 1 May 2008

1 May 2008

Henderson Group reports that the resolutions contained in the Notice of Annual General Meeting (dated 10 March 2008 and lodged with the ASX and the UKLA Document Viewing Facility on 28 March 2008) were each passed by the requisite majority of shareholders. This included amendments to Henderson Group plc's Articles of Association as set out in Resolution 15 of the Notice of Annual General Meeting. A copy of New Articles of Association 'A', which take immediate effect, and New Articles of Association 'B', which take effect from 1 October 2008, have been lodged with the ASX and can also be viewed at the UKLA Document Viewing Facility.

Resolutions 1 to 11 were decided on a show of hands at the meeting. Resolutions 12 to 15 were 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No resolutions were amended or withdrawn.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	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,995,559	35,922	43,935	651,072	451,682,553

Resolution 2: Report on Directors' Remuneration

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	423,968,268	25,036,700	2,150,499	647,239	449,652,207

Resolution 3: Final Dividend

It was resolved, as an ordinary resolution, to declare a final dividend for the year ended 31 December 2007 of 4.44 pence per ordinary share.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	451,095,961	18,540	45,342	648,283	451,762,784

Resolutions 4, 5 and 6: Reappointment of Existing Directors**Resolution 4**

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,531,662	434,624	112,523	642,720	451,609,006

Resolution 5

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,502,918	441,575	121,847	655,618	451,600,111

Resolution 6

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,507,607	433,125	121,341	658,935	451,599,667

Resolution 7: Reappointment of the Auditors

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,152,959	93,888	903,960	654,172	450,901,019

Resolution 8: Remuneration of the auditors

It was resolved, as an ordinary resolution, to authorise the Directors to agree the Auditors' remuneration.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,841,073	185,739	127,757	653,409	451,680,221

Resolution 9: Authority to make "political donations"

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	404,704,324	33,093,710	6,563,919	7,432,084	445,230,118

Resolution 10: Authority to allot shares

It was resolved, as an ordinary resolution, to authorise the Directors to allot shares.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,320,114	629,430	191,192	646,876	451,596,420

Resolution 11: Henderson Group plc Company Share Option Plan

It was resolved, as an ordinary resolution, to authorise the Company to approve the Share Option Plan.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	449,499,578	1,406,009	216,568	659,857	451,565,444

Resolution 12: Limited disapplication of pre-emption rights

It was resolved, a special resolution, to authorise the Company to give limited disapplication of pre-emption rights.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	449,529,790	306,600	1,261,843	669,748	450,506,138
Total number of votes cast on the poll:	450,152,840	304,793	1,045,643	n/a	450,457,633

Resolution 13: Authority to purchase own shares

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,802,153	235,343	89,556	660,887	451,698,383
Total number of votes cast on the poll:	451,415,751	234,232	28,897	n/a	451,649,983

Resolution 14: Contingent Purchase Contract

It was resolved, as a special resolution, to authorise the Company to enter into a Contingent Purchase Contract.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	450,601,280	299,055	217,694	668,344	451,568,679
Total number of votes cast on the poll:	451,222,550	298,124	92,839	n/a	451,520,674

Resolution 15: Amendment of Articles of Association

It was resolved, as a special resolution, to authorise the Company to adopt amended Articles of Association.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	448,542,229	2,398,579	169,918	670,314	451,611,122
Total number of votes cast on the poll:	449,165,669	2,397,148	65,697	n/a	451,562,817

* A 'vote withheld' is not a vote in law. These were not counted in the calculation of the proportion of the votes for and against each of the resolutions.

For further information

www.henderson.com or

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