



**Results of the Annual General Meeting held on 11 May 2010**

11 May 2010

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 19 March 2010 and lodged with the ASX and the UKLA Document Viewing Facility on 29 March 2010) were each passed by the requisite majority of shareholders.

Resolutions 1 to 12 were decided on a show of hands at the meeting. Resolutions 13 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No resolutions were amended or withdrawn.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.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	528,000,518	30,124	183,444	1,375,014	529,405,656

Henderson Group plc  
 47 Esplanade,  
 Jersey JE1 0BD  
 Registered in Jersey  
 No. 101484  
 ABN 67 133 992 766

**Resolution 2: Report on Directors' Remuneration**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	477,729,046	49,676,836	807,915	1,374,599	528,780,481

**Resolution 3: Dividend**

It was resolved, as an ordinary resolution, to declare a final dividend of 4.25 pence per share.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	525,490,428	12,119	2,710,943	1,375,435	526,877,982

**Resolution 4**

It was resolved, as an ordinary resolution, to reappoint Mrs S J Garrod as a Director of the Company.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	527,120,926	873,820	206,111	1,384,410	529,379,156

**Resolution 5**

It was resolved, as an ordinary resolution, to reappoint Mr R C H Jeens as a Director of the Company.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	526,372,907	1,612,133	212,512	1,388,635	529,373,675

**Resolution 6**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	526,301,154	1,681,985	220,836	1,381,950	529,365,089

**Resolution 7**

It was resolved, as an ordinary resolution, to reappoint Mr D G R Ferguson as a Director of the Company.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	526,142,176	1,835,704	223,004	1,384,909	529,362,789

**Resolution 8: Reappointment of the Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	527,721,381	259,572	220,282	1,384,900	529,365,853

**Resolution 9: Remuneration of the Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	525,687,189	2,236,968	256,063	1,399,330	529,323,487

**Resolution 10: Henderson Group plc Company Employee Shared Ownership Plan 2011**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc Employee Shared Ownership Plan 2011.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	524,756,978	2,604,652	667,042	1,385,759	528,747,389

**Resolution 11: Henderson Group plc International Buy As You Earn Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc International Buy As You Earn Plan.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	527,046,334	304,473	678,129	1,385,983	528,736,790

**Resolution 12: Authority to allot shares**

It was resolved, as an ordinary resolution, to give limited authority to the Directors to allot shares.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	526,490,780	1,058,787	477,946	1,387,847	528,937,414

**Resolution 13: Limited disapplication of pre-emption rights**

It was resolved, as a resolution required under the Articles of Association, to disapply pre-emption rights to a limited extent.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	527,283,259	348,714	389,656	1,392,211	529,024,184
Total number of votes cast on the poll:	597,828,437	527,445	465,886	n/a	598,355,882

**Resolution 14: 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>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	527,582,845	199,707	247,049	1,386,998	529,169,550
Total number of votes cast on the poll:	598,267,574	277,440	280,457	n/a	598,545,014

**Resolution 15: Contingent Purchase Contract**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	527,324,851	364,958	325,772	1,394,076	529,083,885
Total number of votes cast on the poll:	597,934,483	486,618	395,698	n/a	598,421,101

\* 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](http://www.henderson.com) or

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