



Extraordinary General Meeting

9 October 2007

Henderson Group plc today holds an Extraordinary General Meeting.

The script for the opening address by the Chairman is attached.

* * *

**Address by Rupert Pennant-Rea,
Chairman,
to the Henderson Group Extraordinary General Meeting
9 October 2007**

Today you are being asked to vote on three resolutions. The first deals with a share consolidation which is being undertaken in connection with a return of cash to shareholders by means of a Special Dividend. The other two are conditional on the first one being approved. They are to update authorities granted at the 2007 Annual General Meeting (AGM) for the Company to purchase its own shares.

The Board has approved a Special Dividend equal to 27.6 pence per share or approximately £250 million in total. Payment of this Special Dividend is conditional on Shareholder approval of the Share Consolidation. The purpose of the Share Consolidation is to maintain the comparability of the share price and earnings per share before and after the payment of the Special Dividend. Although recent increases to the share price mean that it is at a higher level than it was when the consolidation ratio was set. As such, we currently expect the Share Consolidation to result in a small increase to the share price. The mechanics are simply that every 5 existing shares of 10 pence each that you hold on Record Date will be replaced by 4 new shares of 12.5 pence each. Similarly, CDI holders will have every 5 existing CDIs replaced by 4 new CDIs. Where your holding is not exactly divisible by 5 you will receive cash net of expenses for any fractional amount of a New Ordinary Share or new CDI.

In the UK, when the amount of cash returned exceeds 10 per cent of the value of the company, it is common practice to combine a special dividend with a share consolidation. Each Shareholder will retain the same percentage ownership of the issued share capital of Henderson Group that he or she had before the Share Consolidation. And I should add that even after paying the Special Dividend, the balance sheet remains strong, with good liquidity, appropriate gearing and prudent provisions.

The payment of this Special Dividend will occur at the same time as the payment of the Interim Dividend of 1.66 pence per share in respect of the results for the six months ended 30 June 2007. The A\$ and NZ\$ equivalents will be confirmed on the Record Date, expected to be 19 October 2007.

To help you understand how the Special Dividend and Share Consolidation may affect you, a calculator for shareholders has been provided on the Henderson Group website, www.henderson.com. A detailed expected timetable is provided on page three of the Circular and is also available on the website, and I ask all shareholders to note carefully the specific timing of each step. If any of the timings change, we will announce the revised details through the London Stock Exchange and Australian Securities Exchange and make the updates available on the Group website.

Assuming shareholders approve the Share Consolidation, we also need to update the authorities approved by Shareholders at the AGM earlier this year, for the Company to purchase its own shares and to enter into a Contingent Purchase Contract. The AGM resolutions included specific references to Ordinary Shares of 10 pence each. After the Share Consolidation takes effect, the Company's share capital will be divided into Ordinary Shares of 12.5 pence each. The resolutions being considered today are seeking equivalent authorities, but with reference to the New

Ordinary Shares of 12.5 pence each. Both are special resolutions and will be passed if more than 75% of votes cast are in favour.

Your Board unanimously supports each of the three resolutions and recommends that shareholders do likewise.

* * *

Notes to editors

About Henderson Group plc

Henderson Group plc (Henderson Group) is the holding company of the investment management group Henderson Global Investors (Henderson). Henderson Group is headquartered in London and since December 2003 has been dual-listed on the London Stock Exchange and Australian Securities Exchange. Henderson Group is a constituent of the FTSE 250 and S&P/ASX 200 indices.

Established in 1934, Henderson is a leading independent global asset management firm. The company provides its institutional, retail and high net-worth clients with access to skilled investment professionals representing a broad range of asset classes, including equities, fixed income, property and private equity. Henderson is one of Europe's largest investment managers, with £61.6 billion assets under management (as at 30 June 2007) and employs around 900 people worldwide.

About CHES Depositary Interests

In this announcement, the term "shareholders" refers to all holders of Henderson Group plc shares, including those whose holdings are in the form of CHES Depositary Interests on the Australian Securities Exchange.

CHES Depositary Interests, or CDIs, are a way of allowing securities of foreign companies to be traded on the Australian Securities Exchange. CDIs afford shareholders all the same direct economic benefits as ordinary shares, like the right to dividends and the right to participate in rights offers.

Further information

www.henderson.com or

Investor enquiries

Mav Wynn, Head of Investor Relations +44 (0) 20 7818 5135 or
+44 (0) 20 7818 5310
mav.wynn@henderson.com or
investor.relations@henderson.com

Media enquiries

United Kingdom: Maitland

Peter Ogden/ Lydia Pretzlik
+44 (0)20 7379 5151

Australia: Cannings

Pip Green/ Peter Brookes
+61 (0) 2 9252 0622