



RESULTS OF COURT AND GENERAL MEETING HELD ON 30 SEPTEMBER 2008

30 September 2008

Henderson Group ("Old Henderson Group") reports that the resolutions contained in the Notice of Court Meeting and Notice of General Meeting (dated 4 September 2008 and lodged with the ASX, the LSE and the UKLA Document Viewing Facility on 5 September 2008) were each passed by the requisite majority of shareholders.

The Court Meeting resolution was decided on a poll. At the General Meeting, resolution 1 was decided on a poll. Resolutions 2 to 9 were decided on a show of hands at the meeting.

No resolutions were amended or withdrawn.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

Henderson Group plc
4 Broadgate
London EC2M 2DA
Registered in England
No. 2072534
ABN 30 106 988 836

Court Meeting

At the Court-ordered meeting of Ordinary Shareholders held today the resolution was passed, by:

- a. a majority in number of Ordinary Shareholders present and voting (either in person or by proxy); and
- b. not less than 75% of the votes cast on the resolution.

	For	Against	Proxy's discretion	Total ¹
Total number of proxies appointed by Ordinary Shareholders ²	1,532	163	-	1,698 ¹
Total number of proxy votes exercisable by all proxies validly appointed:	397,926,338	363,837	1,046,348	399,336,523
Total number of Ordinary Shareholders who voted on the poll ²	1,535	163	n/a	1,698
Total number of votes cast on the poll:	398,880,744	362,045	n/a	399,242,789

¹ The votes "For" and "Against" do not add up to the "Total" as 3 Shareholders have cast votes both "For" and "Against" and have therefore been excluded from both the "For" and "Against" for the numbers test.

² This does not include CDI holders as CDN counts as one Ordinary Shareholder for the numbers test.

General Meeting

Resolution 1: To give effect to the Scheme of Arrangement and related actions

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	397,881,039	467,984	1,214,188	1,469,516	399,818,539
Total number of votes cast on the poll:	399,299,321	306,037	1,174,672	n/a	399,605,358

Resolution 2: To authorise the Directors to allot one A Ordinary Share

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	397,454,781	522,206	1,468,558	1,562,132	399,539,119

Resolution 3: To approve the New Henderson Group Deferred Equity Plan

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	395,062,361	1,973,984	2,367,194	1,589,517	398,625,862

Resolution 4: To approve the New Henderson Group Restricted Share Plan

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	392,149,635	1,998,189	5,248,695	1,596,081	395,743,905

Resolution 5: To approve the New Henderson Group Long Term Incentive Plan

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	394,206,562	4,634,533	556,754	1,604,162	400,445,257

Resolution 6: To approve the New Henderson Group Company 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:	395,428,041	1,626,747	2,352,969	1,594,690	398,649,478

Resolution 7: To approve the New Henderson Group Buy as You Earn Share Plan

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	398,270,066	625,970	513,457	1,599,763	400,495,799

Resolution 8: To approve the New Henderson Group Sharesave Plan

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	398,268,141	626,078	513,414	1,600,539	400,494,758

Resolution 9: To approve the New Henderson Group Sharesave Plan USA

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	397,963,909	702,311	720,039	1,605,419	400,271,639

* 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.

Defined terms in this announcement have the same meaning as in the Scheme Circular and the Prospectus.

Timetable

Court Hearing to sanction the Scheme	22 October 2008
Court Hearing to confirm the Reduction of Capital	24 October 2008
Last day for processing requests by CDI holders to convert their CDIs over Old Henderson Group Shares into Old Henderson Group Ordinary Shares and requests by Shareholders to convert their Old Henderson Group Ordinary Shares into Old Henderson Group CDIs	24 October 2008
Last day of dealings in Old Henderson Group CDIs on the ASX	24 October 2008
Admission of New Henderson Group to official list of the ASX	27 October 2008
New Henderson Group CDIs commence trading on the ASX on a deferred settlement basis (under ticker code HGG)	27 October 2008
Last day of dealings in Old Henderson Group Ordinary Shares	31 October 2008
Scheme Effective Date and Scheme Record Date and Time	5.00pm London time 31 October 2008
Admission and Listing of New Henderson Group Ordinary Shares, commencement of dealings in New Henderson Group Ordinary Shares on the LSE (under ticker code HGG)	3 November 2008
Commencement of processing of requests by New Henderson Group CDI holders to convert their New Henderson Group CDIs into New Henderson Group Ordinary Shares and requests by Shareholders to convert their New Henderson Group Ordinary Shares into New Henderson Group CDIs	3 November 2008
CREST accounts credited with resulting New Henderson Group Ordinary Shares	3 November 2008
Despatch of certificates for New Henderson Group Ordinary Shares and holding statements for New Henderson Group CDIs	7 November 2008
Commencement of normal settlement trading in New Henderson Group CDIs on the ASX	10 November 2008

The dates given are based on the Directors' expectations and may be subject to change.

The times and dates above are indicative only and will depend, amongst other things, on the date on which the Court sanctions the Scheme. If any of the above times or dates should change, the revised times and/or dates will be notified to Henderson Group Shareholders through the LSE and ASX and will be available from www.henderson.com.

Notes to editors

About Henderson Group plc

Henderson Group plc (Henderson Group or 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 business. Henderson 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 £52.6 billion of AUM (as at 30 June 2008) and employs around 970 people worldwide.

About CHESSE Depository 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 CHESSE Depository Interests on the ASX.

CHESSE Depository Interests, or CDIs, are a way of allowing securities of foreign companies to be traded on the ASX. 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.

About the Scheme of Arrangement

On 28 August 2008, Henderson Group plc ("Old Henderson Group") announced proposals relating to a change in the corporate structure and organisation of Henderson Group, including its intention to create a new holding company for Henderson Group ("New Henderson Group") which will be incorporated in Jersey. As its business becomes increasingly global, Old Henderson Group has concluded that it and its shareholders would be better served by having an international holding company and a group structure that is designed to help protect Henderson Group's taxation position, and better facilitate its financial management. Notwithstanding recent suggestions concerning possible changes to UK tax laws, the Directors believe that the most appropriate structure is for the new parent company of Henderson Group to be tax-resident in the Republic of Ireland.

Implementation of the proposals referred to above will include putting in place a new holding company of Henderson Group by means of a scheme of arrangement under sections 895 to 899 of the UK Companies Act ("the Scheme") which will facilitate further restructuring of Henderson Group intended to enable Henderson Group to maintain an effective corporate tax rate that is lower than the current UK corporate tax rate (the "Proposals"). If the Proposals are implemented, Henderson Group aims to achieve an effective corporate tax rate of approximately 20% per annum from 2009.

The implementation of the Proposals will not result in any changes in the day-to-day conduct of the business of Henderson Group, its strategy or dividend policy.

New Henderson Group will have the same Board and management team as Old Henderson Group on the date the Scheme becomes effective and there will be no substantive changes to corporate governance and investor protection measures. New Henderson Group will have listing arrangements which are substantially the same as those of Old Henderson Group and will be dual-listed on the LSE and the ASX and, upon listing, its Ordinary Shares will be included in the FTSE's UK Series and its CDIs will be traded on the ASX and included in the S&P/ASX200.

Implementation of the Scheme in full will result in Old Henderson Group Shareholders exchanging their shares in Old Henderson Group for shares in New Henderson Group which will be the owner of Henderson Group's business. Old Henderson Group will change its name to HGI Group Limited and the new holding company will be called Henderson Group plc.

For information on the Scheme, go to <http://go.henderson.com/nhg>.

Further information

www.henderson.com or

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