Henderson Group plc

Summary of topics covered through questions at the Henderson Group 2009 GM

6 April 2009

What is the nature of the £20 million of debt remaining in New Star after the restructuring and is it reasonable for Henderson Group to take this on?

New Star is an ongoing business with working capital requirements and, like many companies, finances this with some debt. New Star also has some cash resources of around the same amount. £20 million of the preference share acquisition consideration will be used to repay the debt at completion.

Who are the institutional investors that New Star provides asset management products to?

New Star's institutional clients include pension funds, insurance companies and banks.

Why did New Star have so many exceptional costs in 2008 as shown on page 25 of the Circular?

We were required to include historical information on New Star in the Circular. The exceptional costs you refer to are a matter of historical fact and principally relate to the New Star restructuring as approved by its shareholders on 31 March 2009. As such, these exceptional costs have little bearing on the business we are proposing to buy today. However, all the information has been taken into account as part of our due diligence process and properly reflected in the price we have agreed to pay for the business.

Why were options over New Star shares granted at such high prices, for example £4.435 in July 2007, as shown on page 47 of the Circular and who are holding them?

The outstanding options of New Star shares were awarded to staff of New Star at the various times shown in the table. As is usual, the option prices reflect the market price of New Star shares at the time of each award. In 2007 the New Star share price exceeded £4. All options will expire as a result of the acquisition.

Can you provide guidance on future earnings and/or earnings per share following the acquisition of New Star and taking into account the reduced acquisition cost?

We have indicated that we expect to be able to service the New Star business that we acquire at a marginal cost to income ratio of 40% or better after integration. This is intended to illustrate the size of the synergies available from an acquisition of this kind. In 2008, Henderson Global

Investors' cost to income ratio was 63.4%. Going forward we will only be presenting a single cost to income ratio for the combined business. We have also stated that we expect the acquisition to be significantly enhancing to earnings per share from 2010. The reduced acquisition price has only been negotiated in the last few hours and so hasn't been fully reflected in our internal projections. However, we will provide further updates to the market and our shareholders as the integration of the business proceeds.

Why does resolution 2 refer to ASX Listing Rules 7.1 and 7.4 while resolution 3 only refers to Listing Rule 7.1?

ASX Listing Rule 7.1 limits the amount of new shares that can be issued by a company in any 12 month period without shareholder approval to 15% of its issued share capital. Obtaining shareholder approval for the share placing conducted on 30 January 2009 (resolution 2) and for the issue of shares to the holders of New Star preference shares as part of the acquisition (resolution 3) ensures that we do not breach the 15% limit and that the new shares issued and to be issued do not count against the 15% limit should the Board decide to issue further new shares in the next 12 months.

Listing Rule 7.4, which allows shareholder approval to be sought subsequent to the new shares being issued, is relevant only to the placing shares in resolution 2 as shareholder approval is being sought after the shares have been issued. We are seeking shareholder approval for the shares to be issued on completion of the acquisition in advance and, therefore, Listing Rule 7.4 is not relevant to resolution 3.