

## Results of the Annual General Meeting held on 28 April 2016

28 April 2016

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 15 February 2016 and lodged with the ASX and the National Storage Mechanism: [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do)) were each passed by the requisite majority of shareholders on 28 April 2016.

All resolutions 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No resolutions were amended or withdrawn.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: Annual Report and Accounts

It was resolved, as an ordinary resolution, to receive the Annual Report and Accounts.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	787,628,932	99.67%	1,031,782	0.13%	2,356,959	1,572,409	790,233,123	69.82%
Total number of votes cast on the poll:	789,533,867	99.87%	1,031,782	0.13%	2,357,066	N/A	790,565,649	69.85%

### Resolution 2: Directors' Remuneration Report

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

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	684,775,145	86.98%	100,972,921	12.83%	5,284,710	1,554,342	787,302,408	69.56%
Total number of votes cast on the poll:	686,672,608	87.18%	100,962,693	12.82%	5,284,450	N/A	787,635,301	69.59%

### Resolution 3: Dividend

It was resolved, as an ordinary resolution, to declare a final dividend of 7.20 pence per share.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,925,287	99.80%	31,431	0.00%	60,466	1,560,680	792,517,398	70.02%
Total number of votes cast on the poll:	792,818,860	100.00%	31,431	0.00%	60,206	N/A	792,850,291	70.05%

### Resolution 4

It was resolved, as an ordinary resolution, to re-appoint Ms S F Arkle as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,590,719	99.77%	226,461	0.03%	202,295	1,570,611	792,387,791	70.01%
Total number of votes cast on the poll:	792,494,116	99.97%	226,461	0.03%	202,142	N/A	792,720,577	70.04%

**Resolution 5**

It was resolved, as an ordinary resolution, to re-appoint Ms K Desai as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,629,294	99.78%	180,708	0.02%	209,755	1,570,779	792,380,781	70.01%
Total number of votes cast on the poll:	792,534,859	99.98%	178,708	0.02%	209,602	N/A	792,713,567	70.04%

**Resolution 6**

It was resolved, as an ordinary resolution, to re-appoint Mr K C Dolan as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,474,385	99.78%	175,859	0.02%	219,616	1,579,162	792,229,406	69.99%
Total number of votes cast on the poll:	792,386,333	99.98%	175,859	0.02%	219,463	N/A	792,562,192	70.02%

**Resolution 7**

It was resolved, as an ordinary resolution, to re-appoint Mr A J Formica as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	784,275,344	99.77%	199,271	0.03%	6,538,760	1,575,289	786,049,904	69.45%
Total number of votes cast on the poll:	786,185,419	99.97%	197,271	0.03%	6,538,607	N/A	786,382,690	69.48%

**Resolution 8**

It was resolved, as an ordinary resolution, to re-appoint Mr R D Gillingwater as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	784,288,820	99.05%	5,984,918	0.76%	741,339	1,574,367	791,848,105	69.96%
Total number of votes cast on the poll:	786,195,973	99.24%	5,984,918	0.76%	741,186	N/A	792,180,891	69.99%

**Resolution 9**

It was resolved, as an ordinary resolution, to re-appoint Mr T F How as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	789,537,991	99.65%	1,215,288	0.15%	243,392	1,574,881	792,328,160	70.00%
Total number of votes cast on the poll:	791,447,658	99.85%	1,213,288	0.15%	243,239	N/A	792,660,946	70.03%

**Resolution 10**

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

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,124,436	99.72%	664,531	0.08%	223,955	1,576,678	792,365,645	70.01%
Total number of votes cast on the poll:	792,033,900	99.92%	664,531	0.08%	223,802	N/A	792,698,431	70.04%

**Resolution 11**

It was resolved, as an ordinary resolution, to re-appoint Ms A C Seymour-Jackson as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,587,463	99.77%	208,628	0.03%	208,027	1,576,324	792,372,415	70.01%
Total number of votes cast on the poll:	792,498,573	99.97%	206,628	0.03%	207,874	N/A	792,705,201	70.04%

**Resolution 12**

It was resolved, as an ordinary resolution, to re-appoint Mr R M J Thompson as a Director of the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,204,523	99.73%	537,328	0.07%	253,952	1,583,841	792,325,692	70.00%
Total number of votes cast on the poll:	792,121,150	99.93%	537,328	0.07%	253,799	N/A	792,658,478	70.03%

**Resolution 13: Reappointment of the Auditors**

It was resolved, as an ordinary resolution, to re-appoint PricewaterhouseCoopers LLP as Auditors to the Company.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	788,058,623	99.67%	1,006,859	0.13%	1,892,376	1,584,737	790,650,219	69.86%
Total number of votes cast on the poll:	789,978,146	99.87%	1,004,599	0.13%	1,892,483	N/A	790,982,745	69.88%

**Resolution 14: 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)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	790,515,518	99.76%	319,089	0.04%	161,142	1,575,294	792,409,901	70.01%
Total number of votes cast on the poll:	792,425,859	99.96%	316,318	0.04%	161,249	N/A	792,742,177	70.04%

**Resolution 15: Authority to allot shares**

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

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	722,344,225	91.15%	68,526,478	8.65%	140,613	1,568,163	792,438,866	70.01%
Total number of votes cast on the poll:	724,249,777	91.36%	68,521,883	8.64%	140,452	N/A	792,771,660	70.04%

**Resolution 16: 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.

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	718,576,116	90.70%	72,082,900	9.10%	339,374	1,576,207	792,235,223	70.00%
Total number of votes cast on the poll:	720,489,825	90.91%	72,078,192	9.09%	339,213	N/A	792,568,017	70.02%

**Resolution 17: 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)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	789,247,518	99.60%	1,605,471	0.20%	145,776	1,582,382	792,435,371	70.01%
Total number of votes cast on the poll:	791,165,161	99.80%	1,603,211	0.20%	145,508	N/A	792,768,372	70.04%

**Resolution 18: 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)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	788,931,706	99.58%	1,717,815	0.22%	317,130	1,586,070	792,235,591	70.00%
Total number of votes cast on the poll:	790,852,830	99.78%	1,715,662	0.22%	316,862	N/A	792,568,492	70.02%

**Resolution 19: Authority to purchase own CDIs**

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

	For	%	Against	%	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	789,097,584	99.59%	1,652,974	0.21%	246,827	1,583,688	792,334,246	70.00%
Total number of votes cast on the poll:	791,016,326	99.79%	1,650,714	0.21%	246,666	N/A	792,667,040	70.03%

\* 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.

\*\* Issued Share Capital as of 28 April 2016 – 1,131,842,109

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