



Results of the Annual General Meeting held on 1 May 2013 and Confirmation of Board Change

1 May 2013

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 20 March 2013 and lodged with the ASX and the National Storage Mechanism: www.hemscott.com/nsm.do) were each passed by the requisite majority of shareholders on 1 May 2013.

Resolutions 1 to 17 were each decided on a show of hands at the meeting. Resolutions 18 to 20 were each 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No resolutions were amended or withdrawn.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.

Further to the announcement made on 6 February 2013, it is confirmed that Mr Pennant-Rea stepped down as a Non-Executive Director and Chairman of the Board following the Annual General Meeting, at which point Mr Gillingwater was appointed as Chairman of the Board of Henderson Group plc and of the Nomination Committee.

Resolution 1: Directors' Report and Accounts

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,341,682	36,476	26,226	6,784,202	752,162,360

Resolution 2: Report on Directors' Remuneration

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	701,583,302	43,653,059	165,948	6,781,740	752,018,101

Resolution 3: Dividend

It was resolved, as an ordinary resolution, to declare a final dividend of 5.05 pence per share.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	747,149,073	11,011	11,552	6,776,722	753,936,806

Resolution 4

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,922,881	1,167,485	70,808	6,776,722	753,867,088

Resolution 5

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,353,982	1,728,519	81,481	6,777,034	753,859,535

Resolution 6

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,269,499	1,818,505	83,044	6,777,346	753,865,350

Resolution 7

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,929,230	1,156,925	85,785	6,776,722	753,862,877

Resolution 8

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,903,321	1,178,338	90,325	6,776,722	753,858,381

Resolution 9

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	733,319,281	12,543,276	1,309,524	6,775,931	752,638,488

Resolution 10

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,282,686	1,816,068	70,290	6,776,786	753,875,540

Resolution 11

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	745,831,821	1,228,200	72,013	6,778,276	753,838,297

Resolution 12: Reappointment of the Auditors

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	746,287,618	253,027	592,771	6,777,094	753,317,739

Resolution 13: Remuneration of the Auditors

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	746,946,221	116,122	60,691	6,786,954	753,849,297

Resolution 14: Henderson Group plc Company Share Option Plan

It was resolved, as an ordinary resolution, to approve the amended 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:	741,164,790	1,188,527	3,037,482	6,781,803	749,135,120

Resolution 15: Henderson Group plc Buy As You Earn Plan

It was resolved, as an ordinary resolution, to approve the amended Buy As You Earn Plan.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	744,752,548	514,778	123,058	6,784,658	752,051,984

Resolution 16: Exclusion of CSOP options and insertion of consistent drafting in respect of dilution limits in the Henderson Group plc share plans

It was resolved, as an ordinary resolution, to amend dilution limits in the other share plans.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	741,956,477	3,312,102	98,609	6,782,658	752,051,237

Resolution 17: 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)
Total number of proxy votes exercisable by all proxies validly appointed:	742,172,865	3,113,057	105,229	6,783,282	752,069,204

Resolution 18: 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)
Total number of proxy votes exercisable by all proxies validly appointed:	744,929,138	245,323	184,048	6,784,370	751,958,831
Total number of votes cast on the poll:	751,696,444	249,316	184,048	n/a	751,945,760

Resolution 19: 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)
Total number of proxy votes exercisable by all proxies validly appointed:	746,789,099	304,430	59,657	6,782,658	753,876,187
Total number of votes cast on the poll:	753,558,686	304,430	59,657	n/a	753,863,116

Resolution 20: 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)
Total number of proxy votes exercisable by all proxies validly appointed:	746,052,024	309,746	707,597	6,784,360	753,146,130
Total number of votes cast on the poll:	752,823,313	309,746	707,597	n/a	753,133,059

* 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.

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