

## Results of the Annual General Meeting held on 11 May 2009

11 May 2009

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 20 March 2009 and lodged with the ASX and the UKLA Document Viewing Facility on 30 March 2009) were each passed by the requisite majority of shareholders. This included amendments to Henderson Group plc's Articles of Association as set out in Resolution 19 of the Notice of Annual General Meeting. A copy of new Articles of Association, which take immediate effect, have been lodged with the ASX and can also be viewed at the UKLA Document Viewing Facility.

Resolutions 1 to 15 were decided on a show of hands at the meeting. Resolutions 16 to 19 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No resolutions were amended or withdrawn.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: 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:	516,656,798	53,842	63,526	2,286,483	518,997,123

**Resolution 2: Report on Directors' Remuneration**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	493,557,249	17,043,271	6,163,602	2,292,329	512,892,849

**Resolution 3: Dividend**

It was resolved, as an ordinary resolution, to declare a final dividend of 4.25 pence per share.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	516,719,482	24,487	46,942	2,279,402	519,023,371

**Resolutions 4 to 10: Reappointment of Existing Directors****Resolution 4**

It was resolved, as an ordinary resolution, to reappoint Mr R L Pennant-Rea as a Director of the Company.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,891,242	719,455	143,841	2,290,521	518,901,218

**Resolution 5**

It was resolved, as an ordinary resolution, to reappoint Mr G P Aherne as a Director of the Company.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	514,952,203	765,384	1,061,403	2,286,861	518,004,448

**Resolution 6**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	514,948,017	753,358	1,070,650	2,283,988	517,985,363

**Resolution 7**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,004,161	706,209	1,056,240	2,285,111	517,995,481

**Resolution 8**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,889,501	763,297	124,947	2,288,154	518,940,952

**Resolution 9**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,922,211	718,161	137,479	2,287,251	518,927,623

**Resolution 10**

It was resolved, as an ordinary resolution, to reappoint Mr D J S Roques as a Director of the Company.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,872,355	766,265	140,576	2,285,790	518,924,410

**Resolution 11: Reappointment of the Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,172,165	1,476,064	98,415	2,304,726	518,952,955

**Resolution 12: Remuneration of the Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,805,492	751,248	163,533	2,302,955	518,859,695

**Resolution 13: Henderson Group plc Company Share Option Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc Company Share Option Plan.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,232,384	837,428	684,308	2,286,927	518,356,739

**Resolution 14: Issue of options to employees**

It was resolved, as an ordinary resolution, to approve the issue of options to employees for the purposes of ASX Listing Rule 7.4.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	465,155,932	663,248	50,938,299	2,291,857	468,111,037

**Resolution 15: Authority to allot shares**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,324,143	1,266,559	162,889	2,291,778	518,882,480

**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.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,987,327	407,984	320,278	2,301,863	518,697,174
Total number of votes cast on the poll:	518,141,658	393,491	319,426	n/a	518,535,149

**Resolution 17: Authority to purchase own shares**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	516,400,371	254,607	100,640	2,291,121	518,946,099
Total number of votes cast on the poll:	518,529,294	253,616	100,640	n/a	518,782,910

**Resolution 18: Contingent Purchase Contract**

It was resolved, as a special resolution, to authorise the Company to enter into a Contingent Purchase Contract.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,612,521	313,076	819,519	2,293,635	518,219,232
Total number of votes cast on the poll:	517,756,311	300,344	819,219	n/a	518,056,655

**Resolution 19: Amendment of Articles of Association – sale of small holdings**

It was resolved, as a special resolution, to amend the Articles of Association of the Company – sale of small holdings.

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	515,721,940	386,712	652,853	2,292,865	518,401,517
Total number of votes cast on the poll:	517,853,095	385,545	652,853	n/a	518,238,640

\* 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.

**For further information**

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