

## Results of the Annual General Meeting held on 1 May 2014

1 May 2014

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 20 March 2014 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 1 May 2014. This included the appointment of PricewaterhouseCoopers LLP as auditors following the resignation of Ernst & Young LLP as auditors.

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No resolutions were amended or withdrawn.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: Directors' Report and Accounts**

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

	<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:	771,963,241	610,974	12,009,060	6,357,624	778,931,839
Total number of votes cast on the poll:	778,744,263	610,974	12,009,060	N/A	779,355,237

**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:	555,218,183	216,129,042	13,185,530	6,365,766	777,712,991
Total number of votes cast on the poll:	561,937,891	216,129,042	13,254,986	N/A	778,066,933

**Resolution 3: Directors' Remuneration Policy**

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

	<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:	691,854,097	79,883,565	12,725,024	6,366,894	778,104,556
Total number of votes cast on the poll:	698,574,933	79,883,565	12,794,480	N/A	778,458,498

**Resolution 4: Dividend**

It was resolved, as an ordinary resolution, to declare a final dividend of 5.85 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:	782,951,645	6,234	1,597,841	6,358,865	789,316,744
Total number of votes cast on the poll:	789,733,908	6,234	1,597,841	N/A	789,740,142

**Resolution 5**

It was resolved, as an ordinary resolution, to reappoint Ms S F Arkle 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:	752,214,416	30,698,827	1,618,825	6,363,971	789,277,214
Total number of votes cast on the poll:	759,001,785	30,698,827	1,618,825	N/A	789,700,612

**Resolution 6**

It was resolved, as an ordinary resolution, to reappoint Mr K C Dolan 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:	752,229,119	30,679,481	1,620,397	6,367,042	789,275,642
Total number of votes cast on the poll:	759,019,559	30,679,481	1,620,397	N/A	789,699,040

**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:	781,428,114	1,470,487	1,633,081	6,364,513	789,263,114
Total number of votes cast on the poll:	781,766,758	1,470,487	8,082,348	N/A	783,237,245

**Resolution 8**

It was resolved, as an ordinary resolution, to reappoint Mr R D Gillingwater 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:	740,011,272	42,421,976	2,096,662	6,366,285	788,799,533
Total number of votes cast on the poll:	746,785,955	42,421,976	2,111,662	N/A	789,207,931

**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:	748,047,929	31,446,554	5,036,028	6,365,620	785,860,103
Total number of votes cast on the poll:	754,836,947	31,446,554	5,036,028	N/A	786,283,501

**Resolution 10**

It was resolved, as an ordinary resolution, to reappoint Mr R C H Jeens 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:	781,585,316	1,322,523	1,623,672	6,364,060	789,271,899
Total number of votes cast on the poll:	788,372,774	1,322,523	1,623,672	N/A	789,695,297

**Resolution 11**

It was resolved, as an ordinary resolution, to reappoint Ms A C Seymour-Jackson 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:	782,792,498	96,473	1,619,993	6,386,607	789,275,578
Total number of votes cast on the poll:	789,602,503,	96,473	1,619,993	N/A	789,698,976

**Resolution 12**

It was resolved, as an ordinary resolution, to reappoint Mr R M J Thompson 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:	781,408,740	1,488,667	1,632,531	6,365,945	789,263,352
Total number of votes cast on the poll:	788,198,083	1,488,667	1,632,531	N/A	789,686,750

**Resolution 13: Appointment of the Auditors**

It was resolved, as an ordinary resolution, to appoint Pricewaterhouse Coopers 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:	782,274,583	462,915	1,815,669	6,342,769	789,080,267
Total number of votes cast on the poll:	789,040,750	462,915	1,815,669	N/A	789,503,665

**Resolution 14: 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:	782,638,785	82,579	1,815,616	6,358,862	789,080,226
Total number of votes cast on the poll:	789,421,045	82,579	1,815,616	N/A	789,503,624

**Resolution 15: Henderson Group plc Deferred Equity Plan**

It was resolved, as an ordinary resolution, to approve the renewal of the Deferred Equity 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:	748,810,033	33,477,149	2,244,408	6,362,540	788,649,722
Total number of votes cast on the poll:	749,077,248	33,477,149	2,313,864	N/A	782,554,397

**Resolution 16: Henderson Group plc Restricted Share Plan**

It was resolved, as an ordinary resolution, to approve the renewal of the Restricted Share 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:	775,369,413	7,257,451	1,903,670	6,362,673	788,989,537
Total number of votes cast on the poll:	775,636,761	7,257,451	1,973,126	N/A	782,894,212

**Resolution 17: Henderson Group plc Long Term Incentive Plan**

It was resolved, as an ordinary resolution, to approve the renewal of the Long Term Incentive 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:	734,517,895	48,111,495	1,901,266	6,361,549	788,990,939
Total number of votes cast on the poll:	734,784,119	48,111,495	1,970,722	N/A	782,895,614

**Resolution 18: Henderson Group plc Company Share Option Plan**

It was resolved, as an ordinary resolution, to approve the renewal of 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:	779,723,242	2,961,228	1,841,066	6,361,818	789,046,288
Total number of votes cast on the poll:	779,989,735	2,961,228	1,910,522	N/A	782,950,963

**Resolution 19: Henderson Group plc Executive Shared Ownership Plan**

It was resolved, as an ordinary resolution, to approve the renewal of the Executive Shared Ownership 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:	779,669,787	3,001,828	1,868,952	6,369,611	789,041,226
Total number of votes cast on the poll:	779,944,073	3,001,828	1,938,408	N/A	782,945,901

**Resolution 20: Henderson Group plc Buy As You Earn Plan**

It was resolved, as an ordinary resolution, to approve the renewal of the Buy As You Earn 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:	780,930,991	1,719,223	1,856,365	6,372,020	789,022,234
Total number of votes cast on the poll:	781,207,686	1,719,223	1,925,821	N/A	782,926,909

**Resolution 21: Henderson Group plc International Buy As You Earn Plan**

It was resolved, as an ordinary resolution, to approve the renewal of the International Buy As You Earn 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:	780,930,893	1,728,176	1,858,653	6,368,512	789,027,581
Total number of votes cast on the poll:	781,204,080	1,728,176	1,928,109	N/A	782,932,256



**Resolution 22: Henderson Group plc Sharesave Scheme**

It was resolved, as an ordinary resolution, to approve the renewal of the Sharesave Scheme.

	<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:	779,893,336	2,776,464	1,849,507	6,370,062	789,039,862
Total number of votes cast on the poll:	780,168,073	2,776,464	1,918,963	N/A	782,944,537

**Resolution 23: Henderson Group plc Sharesave Plan USA**

It was resolved, as an ordinary resolution, to approve the renewal of the Sharesave Plan USA.

	<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:	780,908,898	1,761,810	1,850,704	6,366,094	789,036,802
Total number of votes cast on the poll:	781,179,667	1,761,810	1,920,160	N/A	782,941,477

**Resolution 24: 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:	746,885,521	35,956,676	1,684,689	6,361,244	789,203,441
Total number of votes cast on the poll:	753,600,707	35,956,676	1,754,145	N/A	789,557,383

**Resolution 25: 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:	781,841,652	1,001,759	1,680,371	6,361,228	789,204,639
Total number of votes cast on the poll:	788,556,822	1,001,759	1,749,827	N/A	789,558,581

**Resolution 26: 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:	782,501,348	347,874	1,695,914	6,366,413	789,215,635
Total number of votes cast on the poll:	789,291,159	347,874	1,695,914	N/A	789,639,033

**Resolution 27: 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:	781,889,745	890,646	1,740,275	6,366,840	789,147,231
Total number of votes cast on the poll:	788,610,527	890,646	1,809,731	N/A	789,501,173

**Resolution 28: Amendment to the Articles of Association**

It was resolved, as a special resolution, to approve the amendment to the Articles of Association.

	<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:	782,333,965	313,436	1,900,632	6,362,268	789,009,669
Total number of votes cast on the poll:	789,050,175	313,436	1,970,088	N/A	789,363,611

\* 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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