

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

### **AGM details**

Wednesday, 1 May 2013

#### **London, United Kingdom**

Starts 9.00am (London time)  
201 Bishopsgate, London, EC2M 3AE

#### **Sydney, Australia**

Starts 6.00pm (Sydney time)  
220 Pitt Street, Sydney, NSW 2000

#### **This booklet contains:**

- Information about who may vote at the meeting, and how they may vote (pages 2 and 3)
- The formal Notice of Annual General Meeting containing the resolutions proposed to be put at the meeting (pages 4 to 6)
- Explanatory Notes which set out an explanation of the business to be conducted at the meeting (pages 6 to 11)
- Maps of the meeting locations (page 12)

#### **Need Help?**

If you have any questions, you can phone the Shareholder Information Line on:

**Australia**  
1300 137 981

**New Zealand**  
0800 888 017

**United Kingdom**  
01534 281842

## **LETTER FROM THE CHAIRMAN**

### **Dear Shareholder**

I would like to invite you to the 2013 Annual General Meeting (AGM) of Henderson Group plc (Henderson Group).

The AGM will take place on 1 May 2013 in London, with a simultaneous broadcast to a venue in Sydney. The details of the venues are set out on pages 1, 4 and 12. If you cannot attend the meeting, you can listen to the AGM via our website [www.henderson.com/AGM2013](http://www.henderson.com/AGM2013). In accordance with the UK Corporate Governance Code, all the other Directors will be seeking reappointment at the AGM. I will be stepping down as Chairman at the end of the AGM and Richard Gillingwater will become Chairman, as previously announced.

This document contains the resolutions on which shareholders are asked to vote and accompanying notes that provide an explanation of the business to be conducted at the AGM. All resolutions, other than in relation to the amendments being made to the share plan dilution limits as referred to in Resolutions 14, 15 and 16, are matters typically dealt with at our AGM. You should read the entire document before deciding how to vote.

### **Voting procedures**

If you would like to vote, you may do so:

- by attending and voting at the meeting on Wednesday, 1 May 2013. If you are a CDI holder and wish to attend the meeting, please read the voting instructions on page 3; or
- by appointing someone as your proxy to attend and vote for you at the meeting. To appoint someone, use either the enclosed Proxy Form/CDI Voting Instruction Form or go to the Henderson Group website at [www.henderson.com/AGM2013](http://www.henderson.com/AGM2013) to appoint someone online. Instructions about how to complete the form are set out on the front of the Proxy Form and the back of the CDI Voting Instruction Form.

There are different voting procedures depending on whether you hold your shares on the London Stock Exchange or if you have CDIs quoted on the Australian Securities Exchange. Please read the voting instructions on pages 2 and 3 carefully to ensure you are aware of the arrangements affecting you. Your Proxy Form or CDI Voting Instruction Form (either online or paper) needs to be lodged so that it reaches Henderson Group's Share Registry by the time and date specified on your form.

The Board considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole, and recommends that you vote FOR all the resolutions at the AGM.

Yours sincerely



**Rupert Pennant-Rea**  
Chairman  
7 March 2013

# VOTING INFORMATION FOR HOLDERS OF ORDINARY SHARES OTHER THAN CDI HOLDERS

## Who can vote at the meeting?

Only those members entered in the register of members of Henderson Group as at the close of business on 29 April 2013 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## How can you vote at the meeting?

You may attend the meeting in person or appoint either one or more people as proxies (who need not be a member of Henderson Group) to attend, speak and vote on your behalf. If you wish to appoint more than one proxy, please copy the enclosed Proxy Form.

## Who can be a proxy?

You may appoint anyone as your proxy, including the Chairman of the meeting. A proxy need not be a shareholder of Henderson Group.

## What happens if you appoint more than one proxy?

A member may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares. If you appoint more than one proxy, then on each Proxy Form you must specify the number of shares for which each proxy is appointed. If you appoint more than one proxy, each proxy will be entitled to vote on a show of hands (when they will have one vote) and on a poll (when each proxy will have one vote for every share to which their appointment relates except in the case of a proxy appointed by the Depository Nominee).

## How do you submit your proxy instructions?

- **By internet** via the Henderson Group website at [www.henderson.com/AGM2013](http://www.henderson.com/AGM2013). To use this facility, you will need your unique PIN and your Shareholder Reference Number. These numbers are shown on your Proxy Form, email bulletin or Notice of Annual General Meeting and Annual Report. You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website;
- **By mail** to the Henderson Group Share Registry, using the enclosed reply-paid envelope or by posting it to: Henderson Group Share Registry, Computershare, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
- **By CREST** message. If you are a CREST system user (including a CREST personal member) you can submit proxy instructions by having an appropriate CREST message transmitted. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST manual. Henderson Group may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

## What is the last time for receiving your proxy?

The latest time for receipt of Proxy Forms sent by mail, by CREST message and proxy instructions submitted via the internet is 9.00am (London time) on Monday, 29 April 2013. If your proxy instructions (and any supporting documents) are not received by then, your proxy appointment will not be effective.

## What if a proxy is appointed under a power of attorney or other authority?

Proxy instructions given under authority on behalf of a holder of ordinary shares must be submitted by mailing a Proxy Form. If the Proxy Form is signed under a power of attorney or other authority on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or other authority, or a certified copy, is sent to Henderson Group's Share Registry so as to arrive no later than 9.00am (London time) on Monday, 29 April 2013 unless it has previously been lodged with Henderson Group.

## How does a shareholder that is a UK company execute the Proxy Form?

If the holder of ordinary shares submitting proxy instructions is a UK company, then it must execute the Proxy Form in one of the following ways:

- by having two directors or a director and a secretary of the company sign the Proxy Form;
- by having a director of the company sign in the presence of a witness who attests the signature;
- by having a duly authorised officer or attorney sign the Proxy Form (in which case the shareholder must send with the Proxy Form the original, or a certified copy, of the document authorising the attorney or representative); or
- if the company has a common seal, by affixing the common seal in accordance with the company's constitution.

## Does a proxy have to vote?

Your proxy can decide whether or not to attend the meeting and, if he or she attends, can decide whether or not to vote. Therefore, you should nominate someone you can trust. However, if a proxy attends the meeting and votes, a proxy should only vote following the voting directions given by the holder of ordinary shares. If no voting directions are given, a proxy may decide whether to vote in favour, against or abstain on any item of business.

## Can a proxy vote in favour or against, as he or she wishes?

If the holder of ordinary shares appointing the proxy:

- directs the proxy how to vote on an item of business, then the proxy should only vote on that item of business in the way the holder of ordinary shares directed; or
- does not direct the proxy how to vote on an item of business, then the proxy may vote as he or she thinks fit on that item.

The proxy will also have discretion to vote as he or she thinks fit on any other business which may properly come before the meeting including amendments to any resolution, and at any adjourned meeting.

## How will the Chairman vote as proxy if he has not been directed how to vote?

If a holder of ordinary shares appoints the Chairman of the meeting as proxy and does not direct the Chairman how to vote on an item of business, then when the Chairman votes as proxy on a poll, he intends to vote in favour of each of the proposed resolutions.

## Persons nominated to receive information rights

The proxy rights set out above do not apply to persons nominated by a shareholder to receive information rights pursuant to Article 80 of the Company's Articles of Association. Persons nominated to receive information rights under Article 80 that have been sent this notice of meeting are hereby informed that they may have the right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder who nominated them in respect of these arrangements.

# VOTING INFORMATION FOR CDI HOLDERS

## Who can vote at the meeting?

Only those CDI holders entered in the register of CDI holders of Henderson Group as at the close of business on 29 April 2013 or, if this meeting is adjourned, in the register of CDI holders 48 hours before the time of any adjourned meeting, shall be entitled to provide voting instructions to CHESSE Depository Nominees Pty Limited (CDN) in respect of the number of CDIs registered in their name at that time. Changes to entries in the register of CDI holders after that time shall be disregarded in determining the rights of any CDI holders to provide voting instructions to CDN in regard to this meeting.

## How can you exercise your voting rights?

You can exercise your voting rights by directing CDN how to vote on each of the resolutions in respect of your CDIs. If instead you wish to attend the meeting (or you would like someone else to attend on your behalf), you can exercise your voting rights by submitting instructions to CDN to appoint you or your representative as proxy. Your representative can be the Chairman. You can direct your representative how to vote on each of the resolutions in respect of your CDIs at the meeting.

## Who can be a proxy?

You may instruct CDN to appoint yourself or any other person (including the Chairman of the meeting) as its proxy in respect of your CDIs. A proxy need not be a shareholder of Henderson Group.

## How do you submit your voting instructions?

- **By internet** via the Henderson Group website at [www.henderson.com/AGM2013](http://www.henderson.com/AGM2013). To use this facility, you will need your Shareholder Reference Number, which is shown on your Voting Instruction Form or Notice of Annual General Meeting and Annual Report. You will be taken to have signed the Voting Instruction Form if you lodge it in accordance with the instructions on the website;
- **By mail** by sending the Voting Instruction Form enclosed to Computershare Investor Services Pty Ltd, using the enclosed reply-paid envelope or by posting it to Computershare Investor Services Pty Ltd, GPO Box 4578, Melbourne VIC 8060, Australia; or Private Bag 92119, Auckland 1142, New Zealand; or
- **By facsimile** by faxing the Voting Instruction Form enclosed to 03 9473 2555 in Australia or 09 488 8787 in New Zealand.

## What is the last date for submitting your voting instructions or instructing CDN to appoint a proxy on your behalf?

If you are directing CDN to vote on your behalf, the latest time for receipt of Voting Instruction Forms (and any necessary supporting documents) via post or by fax or voting instructions by internet, is 6.00pm (Sydney time) on Thursday, 25 April 2013.

If you are directing CDN to appoint you, the Chairman or someone else as proxy in relation to your CDIs, the latest time for receipt of Voting Instruction Forms (and any necessary supporting documents) via post or by fax, or voting instructions by internet, is 6.00pm (Sydney time) on Monday, 29 April 2013.

If your Voting Instruction Form (and any necessary supporting documents) is not received by then, your proxy appointment will not be effective.

## What if voting instructions are submitted under a power of attorney or other authority?

Voting Instructions given under authority on behalf of a CDI holder must be submitted by mailing or faxing the Voting Instruction Form.

If the Voting Instruction Form is signed under a power of attorney or other authority on behalf of a CDI holder, then the attorney must make sure that either the original power of attorney or other authority, or a certified copy, is sent to Computershare Investor Services Pty Ltd so as to arrive by the date specified on the form unless it has previously been lodged with Henderson Group.

## How does a CDI holder that is an Australian or New Zealand company execute the Voting Instruction Form?

If the CDI holder executing voting instructions is an Australian or New Zealand company, then it must execute a Voting Instruction Form in one of the following ways:

- by having two directors or a director and a secretary of the company sign the Voting Instruction Form;
- if the company has one director who is also the company secretary of the company (or the company does not have a secretary), by having that director sign it;
- by having a duly authorised officer or attorney sign the Voting Instruction Form (in which case the CDI holder must send with the Voting Instruction Form the original, or a certified copy, of the document authorising the attorney or representative); or
- if the company has a common seal, by affixing the common seal in accordance with the company's constitution.

## Does a proxy have to vote?

Your proxy can decide whether or not to attend the meeting and, if he or she attends, can decide whether or not to vote. Therefore, you should nominate someone you can trust. However, if a proxy attends the meeting and votes, a proxy should only vote following the voting directions given by the CDI holder. If no voting directions are given, a proxy may decide whether to vote in favour, against or abstain on any item of business.

## Can a proxy vote in favour or against, as he or she wishes?

If the Voting Instruction Form:

- directs the proxy how to vote on an item of business, then the proxy should only vote on that item in the way the CDI holder directed; or
- does not direct the proxy how to vote on an item of business, then the proxy may vote as he or she thinks fit on that item.

The proxy will also have discretion to vote as he or she thinks fit on any other business which may properly come before the meeting including amendments to any resolution, and at any adjourned meeting.

## How will the Chairman vote as proxy if he has not been directed how to vote?

If a CDI holder instructs CDN to appoint the Chairman of the meeting as proxy and does not direct the Chairman how to vote on an item of business, then when the Chairman votes as proxy on a poll, he intends to vote in favour of each of the proposed resolutions.

# NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of shareholders of Henderson Group plc (the Company) will be held on Wednesday, 1 May 2013 at 201 Bishopsgate, London, EC2M 3AE United Kingdom at 9.00am (London time) and simultaneously broadcast to 220 Pitt Street, Sydney, NSW, Australia at 6.00pm (Sydney time).

## Items of Business

Resolutions 1 to 17 set out below will be proposed as ordinary resolutions. An ordinary resolution will be passed if more than 50% of the votes cast are in favour. Resolution 18 requires a three-quarters majority under the Company's Articles of Association and will be passed if 75% or more of the votes cast are in favour. Resolutions 19 and 20 will be proposed as special resolutions and will be passed if two-thirds or more of the votes cast are in favour.

### Resolution 1: Directors' Report and Accounts

To receive the accounts of the Company for the financial year ended 31 December 2012 and the reports of the Directors and Auditors thereon.

### Resolution 2: Report on Directors' Remuneration

To approve the Report on Directors' Remuneration for the financial year ended 31 December 2012.

### Resolution 3: Dividend

To declare a final dividend for the financial year ended 31 December 2012 of 5.05 pence per ordinary share of the Company, as recommended by the Directors, such dividend to be due and payable on 31 May 2013.

### Resolution 4: Reappointment of Existing Director

To reappoint Ms S F Arkle as a Director of the Company.

### Resolution 5: Reappointment of Existing Director

To reappoint Mr K C Dolan as a Director of the Company.

### Resolution 6: Reappointment of Existing Director

To reappoint Mr D G R Ferguson as a Director of the Company.

### Resolution 7: Reappointment of Existing Director

To reappoint Mr A J Formica as a Director of the Company.

### Resolution 8: Reappointment of Existing Director

To reappoint Mrs S J Garrod as a Director of the Company.

### Resolution 9: Reappointment of Existing Director

To reappoint Mr R D Gillingwater as a Director of the Company.

### Resolution 10: Reappointment of Existing Director

To reappoint Mr T F How as a Director of the Company.

### Resolution 11: Reappointment of Existing Director

To reappoint Mr R C H Jeens as a Director of the Company.

### Resolution 12: Reappointment of the Auditors

To reappoint Ernst & Young LLP as Auditors to the Company until the conclusion of the next general meeting at which accounts are laid.

### Resolution 13: Remuneration of the Auditors

To authorise the Directors to agree the remuneration of the Auditors.

### Resolution 14: Henderson Group plc Company Share Option Plan

That:

- (a) the Henderson Group plc Company Share Option Plan ("CSOP") be amended to remove the limit from the CSOP under which, currently, no option may be granted under the CSOP if it would cause the number of ordinary shares that have been issued or may be issued pursuant to awards and options granted in the preceding ten years under the CSOP and any other discretionary share plan to exceed 5% of the Company's issued ordinary share capital at the proposed date of grant, and to insert drafting in respect of the remaining shareholder dilution limit consistent with the Company's other share plans;
- (b) the CSOP as amended, the main features of which are summarised in the Explanatory Notes to this Notice of Annual General Meeting, and any issue of securities under the CSOP, be approved for all purposes (including for the purposes of ASX Listing Rule 7.2, Exception 9 and the employees eligible to receive Incentive Stock Options, and the aggregate number of ordinary shares that may be granted subject to Incentive Stock Options under the US part of the CSOP ("US CSOP"));

- (c) without limitation, the Board be authorised to establish further incentive arrangements for the benefit of employees in jurisdictions outside the United Kingdom based on the CSOP, subject to such modifications as may be necessary or desirable to take into account local securities laws, exchange control and tax legislation, provided that any limit on individual or overall participation in the CSOP will apply to such further incentive arrangements; and
- (d) the Board be authorised to make such modifications to the US CSOP as it may consider appropriate with a view to maintaining compliance with the requirements of the US Internal Revenue Code, provided that the aggregate number of ordinary shares that may be issued to participants as Incentive Stock Options under the US CSOP shall not exceed 5,000,000 ordinary shares and that the companies whose employees will be eligible to participate in the US CSOP shall be the US subsidiaries of the Company and any of its other subsidiaries as are selected to participate from time to time in accordance with the terms of the US CSOP.

### Resolution 15: Henderson Group plc Buy As You Earn Plan

That:

- (a) the Henderson Group plc Buy As You Earn Plan ("BAYE Plan"), be amended to remove the limit from the BAYE Plan under which, currently, no ordinary shares may be awarded under the BAYE Plan if it would cause the number of ordinary shares that have been issued or may be issued pursuant to awards and options granted in the preceding five years under the BAYE Plan and any other share plan to exceed 5% of the Company's issued ordinary share capital at the proposed date of grant, and to insert drafting in respect of the remaining shareholder dilution limit consistent with the Company's other share plans;
- (b) the BAYE Plan as amended, the main features of which are summarised in the Explanatory Notes to this Notice of Annual General Meeting, and any issue of securities under the BAYE Plan, be approved for all purposes (including for the purposes of ASX Listing Rule 7.2, Exception 9); and
- (c) without limitation, the Board be authorised to establish further incentive arrangements for the benefit of employees in jurisdictions outside the United Kingdom based on the BAYE Plan, subject to such modifications as may be necessary or desirable to take into account local securities laws, exchange control and tax legislation, provided that any limit on individual or overall participation in the BAYE Plan will apply to such further incentive arrangements.

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

That:

- (a) each of the Henderson Group plc Deferred Equity Plan, the Henderson Group plc Executive Shared Ownership Plan, the Henderson Group plc Long Term Incentive Plan and the Henderson Group plc Restricted Share Plan be amended to exclude options granted under the Henderson Group plc Company Share Option Plan or ordinary shares issued for the purpose of satisfying such options in calculating the 5% in 10 year sub-limit on the number of awards that can be granted under each plan; and
- (b) each of the above share plans and the Henderson Group plc Sharesave Plan and the Henderson Group plc Sharesave Plan USA be amended to insert consistent wording governing the plan dilution limits and the Board be authorised to effect this.

### Resolution 17: Authority to allot shares

That, pursuant to Article 9 of the Company's Articles of Association and generally, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the Articles of Association):

- (a) up to a nominal amount of £46,000,000; and
- (b) comprising equity securities (as defined in the Articles of Association) up to a nominal amount of £92,000,000 (including within such limit any shares issued under paragraph (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Directors

may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

for the period expiring on the date of the AGM of the Company to be held in 2014 or, if earlier, on 1 August 2014 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities pursuant to such offer or agreement as if the authority conferred on them hereby had not expired.

#### **Resolution 18: Limited disapplication of pre-emption rights**

That, pursuant to Article 12 of the Company's Articles of Association and generally, the Directors be and are hereby generally and unconditionally given power to allot equity securities (as defined in the Articles of Association) for cash pursuant to the authority conferred by Resolution 17 as if the pre-emption rights set out within Article 10 of the Articles of Association did not apply to any such allotment, such power to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 17(b), by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) in the case of the authority granted under Resolution 17(a), to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £6,950,000;

such power to apply for the period expiring on the date of the AGM of the Company to be held in 2014 or, if earlier, on 1 August 2014 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities pursuant to such offer or agreement as if the authority conferred on them hereby had not expired.

#### **Resolution 19: Authority to purchase own shares**

That, pursuant to Article 57 of the Companies (Jersey) Law 1991, the Company be and is hereby generally and unconditionally authorised to make market purchases on a stock exchange of its ordinary shares of 12.5 pence each, subject to the following conditions:

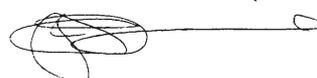
- (a) the maximum number of ordinary shares authorised to be purchased is 110,000,000 minus the number of shares purchased pursuant to Resolution 20;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 12.5 pence (being the nominal value of an ordinary share);
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading system (SETS);
- (d) this authority shall expire at the close of the AGM of the Company held in 2014 or 1 November 2014, whichever is earlier;
- (e) a contract to purchase shares under this authority may be made before this authority expires, and concluded in whole or in part after this authority expires; and
- (f) pursuant to Article 58A of the Companies (Jersey) Law 1991, the Company may hold as treasury shares any ordinary shares of the Company purchased pursuant to the authority conferred in this Resolution.

#### **Resolution 20: Contingent Purchase Contract**

That the Company be and is hereby generally and unconditionally authorised (pursuant to Article 57 of the Companies (Jersey) Law 1991) to enter into a contingent purchase contract between the Company and Credit Suisse (Australia) Limited and certain of its affiliates (Credit Suisse) as identified in the contract (a draft of which is produced to the meeting and initialled by the Chairman for the purposes of identification) (CP Contract), providing for the purchase by the Company of ordinary shares of 12.5 pence each converted from CHESS Depository Interests (CDIs) substantially on the terms set out in the CP Contract and to purchase ordinary shares of 12.5 pence each pursuant to such CP Contract subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased under the CP Contract is 110,000,000 minus the number of shares purchased under Resolution 19;
- (b) the minimum price (exclusive of expenses) which may be paid by Credit Suisse for each CDI is the Australian dollar equivalent of 12.5 pence per CDI;
- (c) the maximum price (exclusive of expenses) which may be paid by Credit Suisse for each CDI is an amount which is equal to 105% of the average of closing prices for CDIs over the previous five days on which sales of CDIs were recorded on the Australian Securities Exchange;
- (d) the price to be paid by the Company for such ordinary shares is the price paid by Credit Suisse for the relevant CDI plus any stamp duty, stamp duty reserve tax, or other applicable transfer tax relating to CDIs purchased by Credit Suisse;
- (e) this authority shall expire at the close of the AGM of the Company held in 2014 or 1 November 2014, whichever is earlier; and
- (f) pursuant to Article 58A of the Companies (Jersey) Law 1991, the Company may hold as treasury shares any ordinary shares of the Company purchased pursuant to the authority conferred in this Resolution.

By Order of the Board



#### **Ms Jacqui Irvine**

Company Secretary  
7 March 2013

Henderson Group plc,  
Registered office: 47 Esplanade, St Helier, Jersey, JE1 0BD  
Registered in: Jersey no. 101484. ABN: 67 133 992 766

#### **Notes:**

##### **Determination of entitlement to attend and vote at the meeting**

The Company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, specifies that only those members entered in the register of members of Henderson Group plc at 6.00pm (London time) Monday, 29 April 2013 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. Shareholders other than CDI holders should read the voting instructions on page 2 and CDI holders should read the voting instructions on page 3.

##### **Documents available for inspection**

The following documents are available for inspection during normal business hours at 47 Esplanade, St Helier, Jersey JE1 0BD and at 201 Bishopsgate, London, EC2M 3AE from 7 March 2013 until the conclusion of the AGM, and will also be available for inspection at the AGM venue from 8.45am (London time) prior to and during the AGM itself:

- (a) copies of the Directors' service contracts or letters of appointment with the Company;
- (b) the biographies of all Directors;

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- (c) the full terms of the proposed amendments to each of the Company's share plans referred to in Resolutions 14, 15 and 16, including the rules of the Company Share Option Plan and the Buy As You Earn Plan, approval for which is being sought under Resolutions 14 and 15 respectively; and
- (d) the CP Contract referred to in Resolution 20.

### Proxies

All shareholders entitled to attend and vote are entitled to appoint a proxy to attend, speak and vote in their place. A member may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares. A proxy need not be a shareholder of the Company.

Please see pages 2 and 3 for further details. This right does not apply to persons nominated by a member to receive information rights under Article 80 of the Company's Articles of Association (which reflect the provisions of section 146 to 149 (other than section 147(4)) of the UK Companies Act 2006). Persons nominated to receive information rights under Article 80 of the Company's Articles of Association that have been sent this notice of meeting are hereby informed that they may have the right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

### Total Voting Rights

As at 7 March 2013 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 1,114,972,536 ordinary shares of 12.5 pence, carrying one vote each. The Company held nil ordinary shares in treasury at 7 March 2013. Therefore, the total voting rights in the Company as at 7 March 2013 were 1,114,972,536.

### Members' requests under Article 81 of the Company's Articles of Association

Under Article 81 of the Company's Articles of Association (Article 81), members meeting the threshold requirements set out in that Article have the right to require the Company to publish a statement on a website setting out any matter relating to:

- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- (b) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Article 81.

Where the Company is required to place a statement on a website pursuant to Article 81, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required pursuant to Article 81 to publish on a website.

### Sending documents relating to the meeting to the Company

Any documents or information relating to the proceedings at the meeting may only be sent to the Company in one of the ways set out on pages 2 and 3.

### CHES Depository Nominee's Financial Services Guide

To obtain a copy of the CHES Depository Nominee's Financial Services Guide, go to [www.asx.com.au/documents/products/ches\\_depository\\_interest.pdf](http://www.asx.com.au/documents/products/ches_depository_interest.pdf) or phone 131 279 (from Australia) if you would like one sent to you by mail.

### Important Information

This document is important. If you are in any doubt as to the action you should take, please contact your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

## EXPLANATORY NOTES

The information below is an explanation of the business to be considered at the 2013 AGM.

### Resolution 1: Directors' Report and Accounts

The Directors are required to present the following reports in respect of the financial year ended 31 December 2012 to the meeting:

- the Annual Report and Accounts (which includes the financial statements); and
- the Directors' Report and the Auditors' Report.

Shareholders will be given an opportunity at the meeting to ask questions and make comments on these reports and accounts and on the business, operations and management. At the end of the discussion, shareholders will be invited to vote to receive the reports and the accounts.

### Resolution 2: Report on Directors' Remuneration

The Annual Report and Accounts for the financial year ended 31 December 2012 contains a Report on Directors' Remuneration, which sets out the remuneration policy for the Henderson Group and reports on the remuneration arrangements in place for Executive Directors, senior management and Non-Executive Directors.

The shareholder vote will be advisory only and the Board will take the outcome of the vote into consideration when reviewing and setting the Henderson Group's remuneration policy.

### Resolution 3: Dividend

This Resolution seeks authority for the Company to pay a final dividend to shareholders for the financial year ended 31 December 2012, as recommended by the Directors. If approved, the dividend will be paid on 31 May 2013 to all ordinary shareholders who are on the register on 10 May 2013.

### Resolutions 4 to 11: Reappointment of existing Directors

In accordance with the UK Corporate Governance Code, all Directors other than Rupert Pennant-Rea are offering themselves for reappointment.

#### Sarah Arkle

Independent Non-Executive Director since September 2012 and a member of the Board Risk, Nomination and Remuneration Committees.

#### Experience

Ms Arkle has been in the financial industry for over 30 years. She joined Allied Dunbar Asset Management in 1983 which became Threadneedle in 1994. She was most recently Vice Chairman of Threadneedle until the end of July 2012 and was Chief Investment Officer until December 2010, a role she held for 10 years. She was instrumental in establishing Threadneedle's investment process and recruiting a number of the firm's senior fund managers. Previously, Ms Arkle worked at the Far Eastern stockbroker WI Carr (Overseas) Limited. She is currently a Non-Executive Director of Foreign & Colonial Investment Trust plc and a member of the Newnham College, Cambridge Investment Committee and has been an advisor to the South Yorkshire Pension Fund.

#### Kevin Dolan

Independent Non-Executive Director since September 2011 and a member of the Board Risk, Nomination and Remuneration Committees.

#### Experience

Mr Dolan has been in the financial industry for 33 years. Mr Dolan has held various executive positions, including as Chief Executive of the Asset Management Division of Bank of Ireland Group and Chief Executive of Edmond de Rothschild Asset Management. He spent 10 years with the AXA Group where he was Chief Executive Officer of AXA Investment Managers Paris, and Global Deputy Chief Executive Officer of AXA Investment Management. He was Chief Executive of La Fayette Investment Management in London from 2006 until 2009. Mr Dolan has been a Director on a number of boards in Europe and the US, including DLJ and Alliance Capital. Mr Dolan is the founding partner of Anafin LLC, an advisory firm specialising in the investment industry and was appointed as a Director of Meeschaert Gestion Privée in October 2012.

#### Duncan Ferguson

Independent Non-Executive Director since July 2004. Chairman of the Board Risk Committee and a member of the Audit, Remuneration and Nomination Committees.

## Experience

Mr Ferguson is an experienced actuary. Mr Ferguson's career was in senior management of insurance companies and as a consulting actuary. He was Senior Partner of Bacon & Woodrow which became B&W Deloitte, from 1994 to 2003. Mr Ferguson is a Fellow of the Institute of Actuaries. He served on the Council of the Institute from 1989 to 2000 and as President from 1996 to 1998. He was also a Non-Executive Director of Halifax from 1994 until it merged with Bank of Scotland in 2001 and then of HBOS Financial Services until December 2007. He was Chairman of both the Phoenix Group and Guardian Assurance With-Profits Committees from 2003 to 2012. Mr Ferguson is the Senior Independent Director of The Royal London Mutual Insurance Society Limited.

## Andrew Formica

Chief Executive. Executive Director since November 2008.

## Experience

Mr Formica has been in the fund management industry since 1993. He has held various senior roles with the Henderson Group and he has been a member of the Executive Committee since 2004. Prior to being appointed Chief Executive of the Company, he was Joint Managing Director of the Listed Assets business (from September 2006) and was Head of Equities (since September 2004). In the early part of his career, he was an equity manager and analyst for the Henderson Group. Mr Formica was appointed to the Board of the Investment Management Association in 2012.

## Shirley Garrood

Chief Financial Officer. Executive Director since August 2009.

## Experience

Mrs Garrood is a chartered accountant and corporate treasurer and has worked in the City for over 30 years. She joined the Henderson Group in 2001 and has been a member of the Executive Committee since 2002, formerly as Chief Operating Officer. Prior to this, she was Chief Operating Officer at Morley Fund Management (Aviva) and trained as an accountant with KPMG.

## Richard Gillingwater

Non-Executive Director and Chairman Designate since February 2013. Member of the Nomination Committee.

## Experience

Mr Gillingwater was, until recently, Dean of Cass Business School. Prior to this he spent 10 years at Kleinwort Benson, before moving to BZW, and, in due course, becoming joint Head of Corporate Finance and then latterly Chairman of European Investment Banking at Credit Suisse First Boston. He was Chief Executive and later Chairman of the Shareholder Executive and has also been a Non-Executive Director of P&O, Debenhams, Tomkins, Qinetiq Group and Kidde. Mr Gillingwater is the Non-Executive Chairman of CDC Group plc and Senior Independent Director of Hiscox Ltd, Helical Bar plc and SSE plc. He was appointed as a Non-Executive Director of Wm Morrison Supermarkets Plc with effect from 1 March 2013.

## Tim How

Independent Non-Executive Director since November 2008 and Senior Independent Director since January 2010. Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees.

## Experience

Mr How has extensive business experience. He was Chief Executive of Majestic Wine PLC from 1989 until August 2008 and was formerly Managing Director of Bejam Group Plc. He was also a Non-Executive Director of Framlington AIM VCT 2 plc. Mr How is the Senior Independent Director of Dixons Retail plc and the Non-Executive Chairman of Downing Income VCT 4 PLC (formerly Framlington AIM VCT plc). He is also the Chairman of Rayner and Keeler Limited and Woburn Enterprises Limited and the Deputy Chairman of the Peabody Trust. He was appointed as a Non-Executive Director of Peabody Capital plc in February 2012.

## Robert Jeens

Independent Non-Executive Director since July 2009. Chairman of the Audit Committee and a member of the Nomination and Board Risk Committees.

## Experience

Mr Jeens has extensive experience of financial services initially as an audit partner in Touche Ross & Co and subsequently as Finance Director of

Kleinwort Benson Group plc and Woolwich plc. His previous Non-Executive appointments include the Chairman of nCipher plc and the Deputy Chairman of Hepworth plc. He was also a Non-Executive Director of Dialight plc and Gartmore Fledgling Trust plc. Mr Jeens was a Non-Executive Director of The Royal London Mutual Insurance Society Limited from 2003 to May 2012. He is currently also a Non-Executive Director of TR European Growth Trust PLC and JPMorgan Russian Securities plc.

Pursuant to good corporate governance, the Chairman confirms that following their formal performance evaluation, the performance of each Director continues to be effective and they continue to demonstrate commitment to their roles as Directors, including their commitment of time for board and committee meetings and any other duties. Sarah Arkle and Richard Gillingwater who recently joined the Board did not participate in the formal performance evaluation. Ms Arkle, who joined the Board in September 2012, is already making an effective contribution and is demonstrating that she is committed to her role as a Director. The Board considers that Richard Gillingwater, the Chairman Designate, who joined the Board in February 2013, possesses the skills and experience to lead the Board effectively. The Board supports the reappointment of each of the Directors.

In accordance with the UK Corporate Governance Code, the Board has reviewed the independence of its Non-Executive Directors and has determined that they remain independent in character and judgment. The Board also considers Mr Gillingwater to be independent.

## Resolution 12: Reappointment of the Auditors

Pursuant to the Companies (Jersey) Law 1991, shareholders are required to approve the appointment of the Company's Auditors each year and the appointment runs until the conclusion of the next AGM (unless they are removed by resolution of the Company in general meeting).

## Resolution 13: Remuneration of the Auditors

This Resolution gives authority to the Directors to agree the Auditors' remuneration.

A summary of the Auditors' remuneration during 2012 is included in note 4.2 on page 78 of the Annual Report and Accounts.

## Resolution 14 to 16: Amendments to Dilution Limits

This note explains the amendments being proposed under Resolutions 14, 15 and 16 in relation to the shareholder dilution limits. Please see the following note in relation to the approvals being sought under Resolutions 14 and 15 for ASX Listing Rules purposes.

## Explanation

### CSOP

In line with institutional shareholder guidelines published by the ABI, the employee share plans adopted by the Company (the "Henderson share plans") currently include an overall limit on the number of ordinary shares that may be issued under all of the Henderson share plans of 10% in 10 years, and this limit will continue to be included in all of the Henderson share plans.

Currently, the discretionary share plans adopted by the Company (the "Henderson discretionary share plans") also include a sub-limit applicable to the number of ordinary shares that may be issued under the Henderson discretionary share plans of 5% in 10 years. The Company is proposing to continue to apply this limit to all of the Henderson discretionary share plans, with the exception of the Henderson Group plc Company Share Option Plan ("CSOP"). This will mean that the CSOP will not include this 5% in 10 year sub-limit.

Although the common market practice in the UK is to operate a company share option plan as a discretionary employee share plan, the Company in large part uses the CSOP as a broad based plan, in order to make relatively small awards to large numbers of employees. The use of the CSOP in this way is seen as a vital component of the Company's very successful employee incentivisation strategy and, as the CSOP is an HMRC approved share plan, this approach provides potential tax savings to both UK participants and to the Company. Removing the CSOP from the 5% in 10 year sub-limit will not affect awards that can be made to Directors, because the Directors are not eligible to be granted options under the plan. The CSOP will also continue to be subject to the overall 10% in 10 year limit, and so the overall potential maximum level of dilution to shareholders during that time period will be unaffected.

## EXPLANATORY NOTES CONTINUED

### BAYE Plan

The Henderson Group plc Buy As You Earn Plan is an all employee plan that includes a further 5% in five year sub-limit that is not required under the institutional shareholder guidelines published by the ABI, and it is proposed that this additional limit be removed.

### Other discretionary share plans and description of the dilution limits that will apply to share plans

As explained above, options granted under the CSOP, and ordinary shares issued for that purpose, will not be counted in calculating the 5% in 10 year sub-limit applicable under the other Henderson discretionary share plans.

Following the above amendments being made, the following limits will apply to the Henderson share plans.

No option or award may be granted under any Henderson share plan if it would cause the number of ordinary shares (including ordinary shares in HGI Group Limited ("Old Henderson Group")) that have been issued or which may be issued pursuant to options and awards granted within the preceding ten years under all of the Henderson share plans (and the Old Henderson Group share plans), to exceed 10% of the ordinary issued share capital of the Company at the proposed date of grant.

No option or award may be granted under any Henderson discretionary share plan (apart from the CSOP) if it would cause the number of ordinary shares (including Old Henderson Group ordinary shares) that have been issued or which may be issued pursuant to options and awards granted within the preceding 10 years under all of the Henderson discretionary share plans (and the Old Henderson Group discretionary share plans) apart from the CSOP, to exceed 5% of the ordinary issued share capital of the Company at the proposed date of grant. In addition, any ordinary shares issued pursuant to any new discretionary share plan that is approved by shareholders on the basis that it shall be excluded from this limit shall also be so excluded. As approved by shareholders in 2011, up to 16 million ordinary shares that could potentially be issued as matching shares under the Henderson Group plc Deferred Equity Plan in respect of awards made in 2011 are excluded from the calculation of this limit.

Any existing ordinary shares that are transferred in satisfaction of any option or award shall not count against these limits. These limits do not apply to any options or awards which the Board has determined will only be satisfied by a transfer of existing ordinary shares.

Treasury shares will count as new issue ordinary shares for the purposes of these limits for so long as institutional investor bodies consider that they need to be so counted.

### Insertion of consistent drafting

In order to simplify administrative processes, it is proposed that this opportunity is taken to update all of the Henderson share plans to insert consistent drafting in respect of the plan dilution limits.

The proposed insertion of consistent drafting into each of the Henderson share plans does not constitute a material change in the way in which these limits are operated and is being undertaken for administrative purposes only. Save as explained above, there is no intention to change the practice of Henderson in administering the Henderson share plans.

### Resolutions 14 and 15: Renewal of shareholder approval for the Henderson Group plc Company Share Option Plan and the Henderson Group plc Buy As You Earn Plan

This note explains the approvals being sought under Resolutions 14 and 15 for ASX Listing Rules purposes. Please see the preceding note in relation to the amendments being proposed under Resolutions 14, 15 and 16 to the shareholder dilution limits.

### Approval for the purposes of ASX Listing Rule 7.2, Exception 9

Under ASX Listing Rule 7.1, without the approval of the Company's shareholders, the Company must not issue or agree to issue more than 15% of its shares, or securities convertible into shares (such as options), in the 12 months before the date of issue, subject to certain exceptions. ASX Listing Rule 7.2 provides a number of exceptions to this limitation. One of the exceptions (Exception 9) relates to the issue of shares or convertible securities under an employee incentive scheme provided that, in the three years prior to the date of issue of the securities, shareholders have approved the issue of securities under the scheme.

Shareholders approved the Henderson Group plc Company Share Option Plan ("CSOP") and the Henderson Group plc Buy As You Earn Plan ("BAYE Plan") for these purposes in 2011. Due to the amendments that are being proposed to each of these plans, Henderson is now seeking fresh approval.

### Voting exclusion statement in relation to Resolutions 14 and 15

In order to obtain approval from shareholders for the purposes of ASX Listing Rule 7.2, Exception 9, the following 'voting exclusion statement' must be complied with.

The Company will disregard any votes cast on this resolution by:

- a Director who is eligible to participate in any employee incentive scheme in relation to the Company; and
- an associate of a Director who is eligible to participate in any employee incentive scheme in relation to the Company.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

As the Non-Executive Directors are not eligible to participate in any employee incentive scheme in relation to the Company, the above statement will not operate to exclude those Directors from voting on these Resolutions.

For the purposes of the 'voting exclusion statement', 'associate' is as defined in sections 11 and 13 to 17 of the Australian Corporations Act 2001 (as amended).

Summaries of the key terms of each Plan are set out below.

In these summaries "Group" means the Company and its subsidiaries.

Participation in the BAYE Plan by Executive Directors will be limited to existing Shares purchased in the market. Executive Directors are not eligible to participate in the CSOP.

### Provisions applicable to both the CSOP and the BAYE (the "Plans")

#### (i) Limits

The dilution limits applicable to each Plan will be as described above.

#### (ii) Timing of options and awards under the Plans

Options and awards are normally granted following the announcement by the Company of its financial results (or at other times when the Remuneration Committee considers there to be exceptional circumstances).

#### (iii) Rights attaching to shares

Ordinary shares allotted or transferred under the Plans will rank *pari passu* with ordinary shares of the same class then in issue (except in respect of rights attaching to such ordinary shares by reference to a date prior to the date of exercise). The Company will apply to the UK Listing Authority for the listing of any newly issued ordinary shares.

#### (iv) Amendments

The Remuneration Committee or Board may amend the Plans. However, the provisions governing eligibility requirements, equity dilution, individual participation limits, the basis for individual entitlement and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of eligible employees or participants without the prior approval of shareholders at a general meeting (except for minor amendments to benefit the administration of the Plans, to take account of a change in legislation or developments in the law affecting the Plans or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Plans or for any member of the Group).

Amendments to the BAYE Plan and, where relevant to UK participants, the CSOP must be approved by HM Revenue & Customs.

#### (v) Termination of the Plans

The Plans will terminate on the tenth anniversary of the approval of the Plans by shareholders at the AGM, or such earlier time as the Remuneration Committee or the Board may determine, but the rights of existing participants will not thereby be affected. In the event of termination, no further options or share awards will be granted.

### Provisions applicable to the CSOP

#### (i) Introduction

The CSOP is a global plan that provides employees with an opportunity to buy ordinary shares after three years at an option price fixed at the time of the award. Options are awarded on merit, but vesting is not subject to meeting a corporate performance condition. Benefits under the CSOP are not pensionable. The CSOP comprises the UK CSOP, the US CSOP and a schedule enabling the grant of tax-unapproved options for employees outside the UK and US.

#### (ii) Eligibility

The CSOP is operated on a discretionary basis by the Remuneration Committee, and participation is broadly based amongst employees. Directors are not eligible to participate in the CSOP. Employees of the US subsidiaries of the Company and any of its subsidiaries are eligible to receive Incentive Stock Options under the US CSOP.

#### (iii) Exercise price

The exercise price of the options, which is determined by the Remuneration Committee, will be:

- (a) in the case of the UK CSOP, not less than the average middle market quotation of an ordinary share on the London Stock Exchange for the five dealing days immediately preceding the date of the grant; and
- (b) in the case of the US CSOP, not less than the middle market quotation of an ordinary share on the London Stock Exchange on the date prior to the date of grant of an option.

#### (iv) Limits

Under the UK CSOP, the aggregate price payable on the exercise of all unexercised HMRC-approved options granted to an employee under the UK CSOP, when aggregated with any HMRC-approved options granted under any associated company share option plans established by the Group (excluding Sharesave options), will not exceed £30,000.

In the case of the US CSOP, US tax rules require that the Company's shareholders approve the maximum number of shares that can be granted as Incentive Stock Options under the US CSOP and the employees (or class of employees) who will be permitted to participate in the plan. US tax rules further require that Incentive Stock Options covering no more than \$100,000 worth of shares may vest for any employee in any calendar year.

The maximum aggregate number of ordinary shares that can be granted subject to Incentive Stock Options under the US CSOP is 5,000,000 Shares.

#### (v) Adjustment of options and share awards

In the event of any rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the Company's ordinary share capital, in relation to options or awards granted under the CSOP, the Remuneration Committee may adjust the number of ordinary shares subject to options and the price payable on their exercise. Any adjustment to options granted under the CSOP as UK tax-approved options must be approved by HM Revenue & Customs.

#### (vi) Exercise of options

Options may normally only be exercised between the third and fifth anniversaries of the date of grant and may in no circumstances be exercised later than ten years after the date of grant.

If an optionholder leaves employment, their options normally lapse. However, options are exercisable early in certain circumstances, including death, injury, disability, ill-health, redundancy, retirement on or after age 55, the subsidiary or business for which the optionholder works leaving the Group or (if the

Remuneration Committee so decides in its absolute discretion) for some other reason. In these circumstances, options will be exercisable for a period of six months following cessation (or 12 months in the event of death) except that, in the case of the US CSOP, options exercised later than three months after cessation will lose their US tax favourable status (unless cessation is due to disability). Options exercised following cessation of employment, as set out above, will be pro-rated to take account of early exercise.

Options may also be exercised in the event of a takeover of the Company (or, in certain circumstances, may be exchanged for options over shares in an acquiring company).

Options are not transferable other than on death.

#### (vii) Overseas employees

Overseas employees outside the UK and the US may be granted options which are unapproved for tax purposes under an unapproved part to the UK CSOP. Such options cannot be granted with a value of more than 300% of annual basic salary (save in exceptional circumstances).

As at 7 March 2013 4,291,300 options have been granted under the CSOP and 7,450,854 ordinary shares have been issued since the plan was last approved by shareholders.

### Provisions applicable to the BAYE Plan

#### (i) Introduction

The BAYE Plan operates within UK legislation for HM Revenue & Customs approved share incentive plans. The BAYE Plan is supervised by the Remuneration Committee. Ordinary shares awarded under the BAYE Plan are held by a trustee in a special UK-resident trust on and subject to the terms of the trust deed and rules of the BAYE Plan. BAYE Plan benefits are not pensionable.

#### (ii) Eligibility

All UK resident and ordinarily resident employees of the Group (including the Executive Directors) who are designated as qualifying employees are eligible to participate in the BAYE Plan.

#### (iii) Types of award

The Remuneration Committee may decide to invite applications from qualifying employees for any one or more of three types of award: (a) an award of free ordinary shares ("Free Shares"); (b) an award of ordinary shares purchased by qualifying employees out of deductions from their pre-tax salary ("Partnership Shares"); and (c) an award of free ordinary shares ("Matching Shares") to qualifying employees who purchase Partnership Shares.

##### (a) Free Shares

The Remuneration Committee may, in its discretion, determine that a fixed number of Free Shares may be awarded to all qualifying employees or that Free Shares may be awarded by reference to individual, team, divisional or corporate performance measures. The aggregate market value of Free Shares that can be awarded to any qualifying employee under the BAYE Plan in any year may not exceed the statutory maximum for HM Revenue & Customs approved share incentive plans, which is currently £3,000 per annum.

##### (b) Partnership Shares

The Remuneration Committee may also invite qualifying employees to enter into a contract to acquire Partnership Shares using the employee's pre-tax salary. The number of Partnership Shares that an eligible employee may acquire from their pre-tax salary under the BAYE Plan in any year may not exceed the statutory maximum for HM Revenue & Customs approved share incentive plans, which is currently the lesser of £1,500 per annum and 10% of salary.

The Remuneration Committee may permit Partnership Shares to be acquired either (a) using deductions from salary which are accumulated for a period of up to 12 months, in which case the shares will be bought within 30 days of the end of the accumulation period; or (b) using monthly deductions from pay, in which case the shares will be bought within 30 days of each deduction.

## EXPLANATORY NOTES CONTINUED

Where employees buy Partnership Shares at the end of an accumulation period, the price at which the shares are bought will be the lower of the market value of these shares at the beginning or end of the accumulation period.

### (c) Matching Shares

The Remuneration Committee may in its discretion also offer Matching Shares to qualifying employees who have purchased Partnership Shares. The number of Matching Shares that the Remuneration Committee may award to a qualifying employee who has acquired Partnership Shares under the BAYE Plan in any year will be determined by the Remuneration Committee and may not exceed the statutory maximum for HM Revenue & Customs approved share incentive plans (currently in the ratio of up to two Matching Shares to each Partnership Share purchased).

The aggregate market value of Matching Shares which can therefore be awarded to a qualifying employee in any year cannot exceed £3,000. The maximum value of ordinary shares that a qualifying employee can obtain under the three types of awards under the BAYE Plan is £7,500 in any year.

### (d) Dividend Shares

The Remuneration Committee may permit dividends paid on any ordinary shares awarded and held in trust to be reinvested in acquiring further ordinary shares ("Dividend Shares") to be held in the trust, or paid out directly to a participant. Any reinvested Dividend Shares will normally be subject to a holding period of three years, after which time they can be withdrawn without a charge to income tax.

The amount of dividends that can be invested by an eligible employee in further ordinary shares may be determined by the Remuneration Committee and may not exceed the statutory maximum for HM Revenue & Customs approved share incentive plans, which is currently £1,500 per annum.

### (iv) Maximum value

The maximum value of ordinary shares that a qualifying employee can obtain under the four types of awards under the BAYE plan is £9,000 in any year.

### (v) Holding periods and forfeiture of Free Shares and Matching Shares.

Participants may not withdraw their Free Shares or Matching Shares from the BAYE Plan during a holding period determined by the Remuneration Committee which cannot be less than three years nor more than five years. Partnership Shares and Dividend Shares can be withdrawn from the BAYE Plan at any time, although the Remuneration Committee may require Matching Shares to be forfeited if the related Partnership Shares are withdrawn within three years of purchase. The Remuneration Committee may require Free Shares and/or Matching Shares to be forfeited if a participant ceases to be an employee for reasons other than death, injury or disability, redundancy, retirement or by reason of a transfer of a business or by reason of a change of control or other circumstances ending the associated company status of the company by which he or she is employed at any time during a forfeiture period which cannot exceed three years. If a participant's employment ceases for any reason, the trustees must either transfer any shares held in the BAYE Plan to the participant or dispose of the shares and transfer the proceeds of sale to the participant.

As at 7 March 2013, 880,097 ordinary shares have been issued under the BAYE Plan since the plan was last approved by shareholders.

### Resolution 17: Authority to allot shares

The effect of this Resolution, if passed, is to renew the authority given at the AGM in 2012 which would otherwise expire at the AGM, to give the Directors authority to allot the Company's unissued ordinary shares up to a nominal amount of £46,000,000 and also to give the Directors authority to allot ordinary shares up to a nominal amount of £92,000,000 by way of a rights issue. The amount of £46,000,000 represents less than one-third of the Company's issued ordinary share capital as at 7 March 2013. The amount of £92,000,000 represents less than two-thirds of the Company's issued ordinary share capital as at 7 March 2013.

The Board has no present intention to exercise this authority. However, renewal of this authority will ensure that the Board has flexibility in managing

the Company's capital resources so that the Board can act in the best interests of shareholders generally.

This renewed authority would remain in force until the AGM in 2014 or 1 August 2014, whichever is the earlier. The Board has continued to seek annual renewal of this authority in accordance with best practice.

If the Board takes advantage of the additional authority to issue shares representing more than one-third of the Company's issued share capital or for a rights issue where the monetary proceeds exceed one-third of the Company's pre-issue market capitalisation, all members of the Board wishing to remain in office will stand for reappointment at the next AGM following the decision to make the relevant share issue. In any event the Board intends that all Directors will stand for re-election at each AGM in accordance with the provisions of the UK Corporate Governance Code.

The Company did not hold any treasury shares as at 7 March 2013.

### Resolution 18: Limited disapplication of pre-emption rights

The effect of this Resolution, if passed, is to renew the authority given to the Directors which would otherwise expire at the AGM, to allot equity securities for cash on a non pre-emptive basis (a) pursuant to a rights issue, or (b) up to an aggregate nominal amount of £6,950,000, which represents less than 5% of the issued ordinary share capital of the Company as at 7 March 2013.

This will continue to empower the Company to make limited allotments of unissued equity securities of the Company or certain rights to acquire such equity securities for cash other than in accordance with the pre-emption rights in the Company's Articles of Association, which requires the Company to first offer allotments of equity securities for cash proportionately to existing shareholders.

This renewed authority would remain in force until the AGM in 2014 or 1 August 2014, whichever is the earlier.

The Board has continued to seek annual renewal of this authority in accordance with best practice.

In accordance with the guidelines issued by the Association of British Insurers' Pre-emption Group, the Board confirms its intention that no more than 7.5% of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period.

Renewal of this authority will ensure that the Board has flexibility in managing the Company's capital resources so that the Board can act in the best interests of shareholders generally.

### Resolution 19: Authority to purchase own shares

The Directors consider that it is advantageous for the Company to renew the authority to buy back its own shares in certain circumstances. Resolution 19 which will be proposed as a special resolution, seeks shareholders' approval of the purchase by the Company of a maximum number of shares which, taken together with any ordinary shares purchased by the Company pursuant to Resolution 20, is 110,000,000 which represents just under 10% of the Company's issued share capital as at 7 March 2013.

The authority sought by this resolution will expire at the end of the next AGM or 1 November 2014, whichever is earlier.

The Directors have no present intention to exercise this authority but will keep a possible buy-back of shares under review, taking into account the Company's financial position, share price and other investment opportunities. The Directors would use this authority only if they believe at the time that such purchase would be in the best interests of shareholders generally.

Any purchases of ordinary shares would be by means of market purchases.

The resolution sets the maximum and minimum prices for any such purchases. Ordinary shares purchased under this authority may be held as treasury shares. The Companies (Jersey) Law 1991 allows the Company to purchase and hold treasury shares in its issued capital rather than cancelling those shares. Treasury shares do not carry voting rights and have no entitlement to dividends. Treasury shares may be cancelled, sold or used to meet the Company's obligations under its employee share schemes. If treasury shares are used in the Company's employee share schemes then, so long as this is required under institutional guidance, the Company will treat them as if they were an issue of new ordinary shares for the purpose of meeting the anti-dilution limits applicable to such schemes.

Any ordinary shares purchased, but not held as treasury shares, would be cancelled.

The Company has not bought back any ordinary shares since the AGM in 2012.

As at 7 March 2013, there were 21,512,571 options over unissued ordinary shares in the Company outstanding under the Henderson share plans which represents 1.93% of the Company's issued capital at that date. If the Company was to purchase the maximum number of ordinary shares permitted under this Resolution and under Resolution 20 these options would then represent 2.14% of the Company's issued share capital.

The proportion of ordinary shares to be bought back pursuant to each of this Resolution and Resolution 20 will be determined by the Directors in what they believe to be in the best interests of shareholders generally.

#### **Resolution 20: Contingent Purchase Contract**

The Directors consider that it is advantageous for the Company to renew the authority to 'buy back' interests in its own CHESS Depository Interests (CDIs) in certain circumstances. However, as CDIs are interests in shares, rather than shares themselves, the Companies (Jersey) Law 1991 provisions which provide for a buy back of shares do not apply to CDIs. The Company, therefore, cannot buy CDIs pursuant to Resolution 19.

The Company wishes to achieve a similar result by entering into a Contingent Purchase Contract (CP Contract) with Credit Suisse (Australia) Limited and certain of its affiliates (Credit Suisse) as identified in the CP Contract. It is proposed that Credit Suisse will buy the CDIs in Australia and then convert the CDIs into ordinary shares (Converted Shares). The Company would then have an obligation to buy any Converted Shares from Credit Suisse up to a maximum amount as explained below.

Article 57 of the Companies (Jersey) Law 1991 provides that any such purchase of shares must be approved by shareholders by special resolution and they must also approve the CP Contract. The Company seeks authority by way of a special resolution to enter into the CP Contract to buy back up to a maximum number of Converted Shares as explained below.

The maximum number of Converted Shares which could be bought back by the Company, together with the number of ordinary shares bought back by the Company under Resolution 19, would be limited to 110,000,000 which represents just under 10% of the Company's issued share capital as at 7 March 2013.

Under the terms of the CP Contract, the minimum price (exclusive of expenses) which can be paid by Credit Suisse for a CDI is the Australian dollar equivalent of 12.5 pence per CDI and the maximum price which can be paid by Credit Suisse for a CDI is an amount (exclusive of expenses) which is equal to 105% of the average of closing prices for CDIs over the previous five days on which sales of CDIs were recorded on the ASX. The price to be paid by the Company for a Converted Share is the price paid by Credit Suisse for the relevant CDI plus any stamp duty, stamp duty reserve tax, or other applicable transfer tax relating to the CDIs purchased by Credit Suisse.

The authority sought by this resolution will expire at the end of the next AGM or 1 November 2014, whichever is earlier.

The Directors would use this authority only if they believe at the time that such purchase would be in the best interests of shareholders generally.

Converted Shares purchased under this authority may be held as treasury shares. The Companies (Jersey) Law 1991 allows the Company to purchase and hold treasury shares in its issued capital rather than cancelling those shares. Treasury shares do not carry voting rights and have no entitlement to dividends. Treasury shares may be cancelled, sold or used to meet the Company's obligations under the Henderson share plans. If treasury shares are used in the Henderson share plans then, so long as this is required under institutional guidance, the Company will treat them as if they were an issue of new ordinary shares for the purpose of meeting the anti-dilution limits applicable to such schemes.

Any Converted Shares purchased, but not held as treasury shares, would be cancelled. As at 7 March 2013, there were 21,512,571 options over unissued ordinary shares in the Company outstanding under the Henderson share plans which represents 1.93% of the Company's issued capital at that date. If the Company was to purchase the maximum number of shares permitted

under this Resolution and under Resolution 19, these options would then represent 2.14% of the Company's issued share capital.

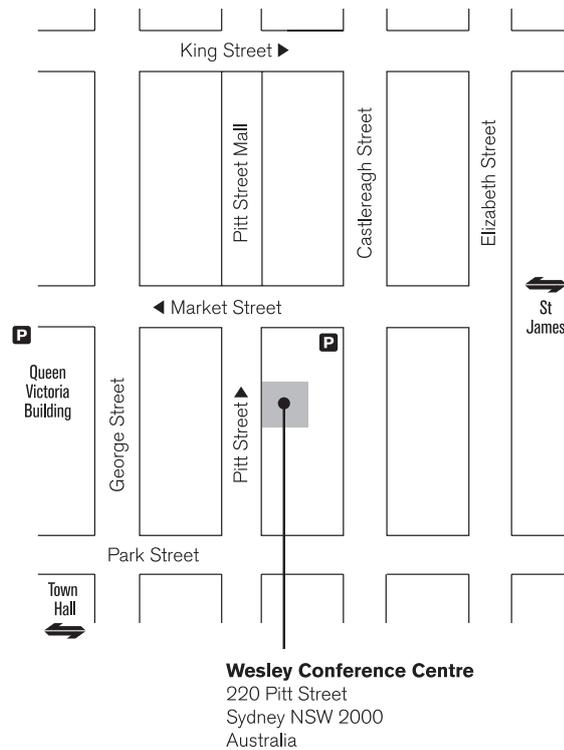
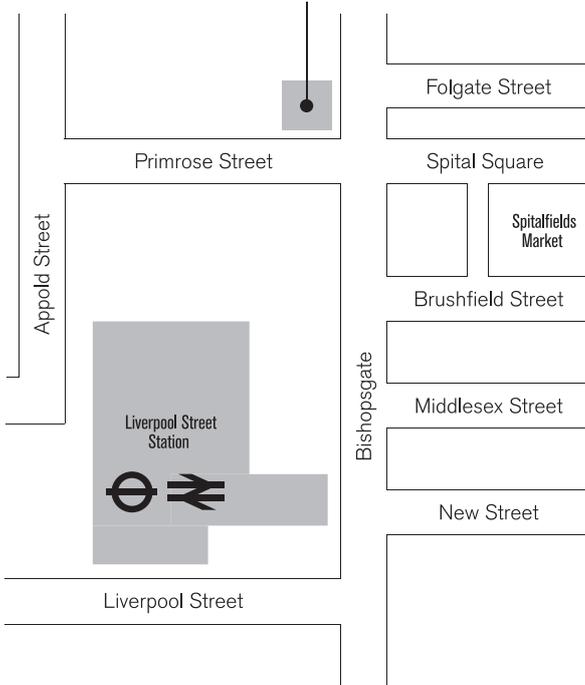
A draft of the CP Contract referred to in this Resolution is available for inspection by members of the Company at the Company's registered office and also at 201 Bishopsgate, London EC2M 3AE from and including 7 March 2013 up to and including 1 May 2013 and will be available from 8.45am (London time) prior to and at the AGM itself.

The proportion of shares to be bought back pursuant to each of this Resolution and Resolution 19 will be determined by the Directors in what they believe to be in the best interests of shareholders generally.

## MEETING LOCATIONS

### Henderson Group plc

201 Bishopsgate  
London EC2M 3AE  
United Kingdom



### For shareholder queries please contact the Henderson Group Share Registry

#### Australia

GPO Box 4578  
Melbourne Victoria 8060

Phone: 1300 137 981  
+61 (0) 3 9415 4081  
Fax: +61 (0) 3 9473 2500

Email: [henderson@computershare.com.au](mailto:henderson@computershare.com.au)

#### United Kingdom

Queensway House  
Hilgrove Street  
St Helier, Jersey JE1 1ES

Phone: +44 (0) 1534 281842  
Fax: +44 (0) 870 8735851

Email: [info@computershare.co.je](mailto:info@computershare.co.je)

#### New Zealand

Private Bag 92119  
Auckland 1142

Phone: 0800 888 017  
Fax: +64 (0) 9 488 8787

Email: [henderson@computershare.com.au](mailto:henderson@computershare.com.au)

#### Website

[www.henderson.com](http://www.henderson.com)

#### Registered office

47 Esplanade, St Helier, Jersey, JE1 0BD