



## **Results of the Annual General Meeting held on 4 May 2011**

4 May 2011

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 10 March 2011 and lodged with the ASX and the National Storage Mechanism: [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do) on 21 March 2011) were each passed by the requisite majority of shareholders.

Resolutions 1 to 23 were each decided on a show of hands at the meeting.  
Resolutions 24 to 26 were each decided on a poll.

No resolutions were amended or withdrawn. The full text of each resolution is contained in the Notice of Annual General Meeting. Capitalised terms used below have the same meaning as in the Notice of Annual General Meeting.

Henderson Group plc  
47 Esplanade,  
Jersey JE1 0BD  
Registered in Jersey  
No. 101484  
ABN 67 133 992 766

**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:	663,298,742	31,387	938,761	5,568,446	668,898,575

**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:	569,551,309	93,693,431	1,017,122	5,569,822	668,814,562

**Resolution 3: Dividend**

It was resolved, as an ordinary resolution, to declare a final dividend of 4.65 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:	662,679,797	27,176	1,554,038	5,568,156	668,275,129

**Resolution 4**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	658,093,754	4,386,214	1,786,455	5,570,710	668,050,678

**Resolution 5**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	662,592,843	740,953	933,340	5,570,277	668,904,073

**Resolution 6**

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:	661,862,252	1,479,604	925,047	5,570,510	668,912,366

**Resolution 7**

It was resolved, as an ordinary resolution, to reappoint Mrs S J Garrod 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:	661,830,110	1,497,768	920,847	5,574,201	668,902,079

**Resolution 8**

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:	662,563,172	764,552	939,708	5,570,293	668,898,017

**Resolution 9**

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:	662,579,959	747,955	938,738	5,569,815	668,897,729

**Resolution 10**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	637,957,743	25,374,359	932,549	5,572,510	668,904,612

**Resolution 11: Reappointment of the Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	661,666,871	1,629,059	970,057	5,570,962	668,866,892

**Resolution 12: Remuneration of the Auditors**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	662,646,279	664,835	955,596	5,570,377	668,881,491

**Resolution 13: Henderson Group plc Deferred Equity Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	597,690,695	63,100,016	3,472,870	385,420	661,176,131

**Resolution 14: Operation of the Henderson Group plc Deferred Equity Plan in 2011**

It was resolved, as an ordinary resolution, to approve the operation of the Henderson Group plc Deferred Equity Plan in 2011.

	<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:	579,951,908	78,351,567	5,951,599	392,322	658,695,797

**Resolution 15: Henderson Group plc Restricted Share Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	576,678,587	84,106,554	3,470,882	389,746	661,174,887

**Resolution 16: Henderson Group plc Long Term Incentive Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	614,495,213	46,311,910	3,440,329	399,949	661,207,072

**Resolution 17: Henderson Group plc Company Share Option Plan**

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

	<b>For</b>	<b>Against</b>	<b>Votes withheld*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding votes withheld)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	660,697,472	2,562,781	987,425	399,365	663,659,618

**Resolution 18: Henderson Group plc Executive Shared Ownership Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	662,243,970	1,027,402	985,911	389,514	663,660,886

**Resolution 19: Henderson Group plc Buy As You Earn Plan**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	663,008,511	266,830	972,318	391,844	663,667,185

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

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	662,990,591	282,375	977,264	390,861	663,663,827

**Resolution 21: Henderson Group plc Sharesave Scheme**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	662,999,157	259,102	989,871	392,495	663,650,754

**Resolution 22: Henderson Group plc Sharesave Plan USA**

It was resolved, as an ordinary resolution, to approve the Henderson Group plc 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:	662,923,006	293,885	1,032,070	391,699	663,608,590

**Resolution 23: 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:	660,113,697	2,252,396	1,888,974	5,575,325	667,941,418

**Resolution 24: 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:	661,445,486	1,098,366	1,702,700	5,575,339	668,119,191
Total number of votes cast on the poll:	666,960,758	1,098,054	1,704,100	n/a	668,058,812

**Resolution 25: 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:	662,493,703	174,203	1,582,389	5,574,634	668,242,540
Total number of votes cast on the poll:	668,009,358	174,203	1,582,389	n/a	668,183,561

**Resolution 26: 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:	662,354,261	225,133	1,670,277	5,575,258	668,154,652
Total number of votes cast on the poll:	667,870,852	224,821	1,670,277	n/a	668,095,673

\* A 'vote withheld' is not a vote in law. These were not counted in the calculation of the proportion of the votes for and against each of the resolutions.

**For further information**

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

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