

## Result of General Meeting

22 March 2011

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Henderson Group plc (“Henderson Group” or the “Company”) announces that, at the General Meeting held earlier today for Henderson Group’s shareholders to approve the proposed acquisition of Gartmore Group Limited (“Gartmore”) (the “Proposed Acquisition”), the resolution proposed in connection with the Proposed Acquisition was passed by the requisite majority of Henderson Group’s shareholders.

A poll was held on the resolution. The resolution was not amended or withdrawn. The full text of the resolution is contained in the Notice of General Meeting. Capitalised terms used below have the same meaning as in the Circular dated 1 March 2011.

**Resolution: To approve the proposed acquisition of Gartmore Group Limited and, in connection therewith, an increase in the authorised capital of the Company and the grant of authority to directors to allot ordinary shares in the Company**

	For	Against	Votes Withheld*	Proxy’s Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	426,656,629	97,339	1,080,849	5,485,763	432,239,731
Total number of votes cast on the poll	432,114,176	97,157	1,080,849	n/a	432,211,333

Note: Under the ASX Listing Rules, Henderson Group is required to disregard any votes cast by the persons (or associates of such persons) to whom the relevant ordinary shares are to be issued. The result of the poll was a vote of 99.978% in favour of the resolution. On a gross votes basis, the result of the poll would have been a vote of 99.982% in favour of the resolution.

\* A ‘vote withheld’ is not a vote in law. These were not calculated in the proportion of the votes for or against the resolution.

A copy of the resolution put to shareholders at the General Meeting has been submitted to the National Storage Mechanism and will shortly be available for inspection at: [www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do). A copy of this announcement will be available on the Henderson Group website [www.henderson.com](http://www.henderson.com) by no later than 12 noon on 23 March 2011.

**Further information**

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