



Results of the Annual General Meeting held on 2 May 2012

2 May 2012

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 8 March 2012 and lodged with the ASX and the National Storage Mechanism: www.hemscott.com/nsm.do on 21 March 2012) were each passed by the requisite majority of shareholders.

Resolutions 1 to 15 were each decided on a show of hands at the meeting.
Resolutions 16 to 18 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No resolutions were amended or withdrawn.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.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	778,426,183	49,251	250,095	10,261,909	788,737,343

Resolution 2: Report on Directors' Remuneration

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	619,363,085	132,280,147	26,913,964	10,262,217	761,905,449

Resolution 3: Dividend

It was resolved, as an ordinary resolution, to declare a final dividend of 5.05 pence per share.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	778,334,201	191,966	235,331	10,261,580	788,787,747

Resolution 4

It was resolved, as an ordinary resolution, to reappoint Mr J N B Darkins as a Director of the Company.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	774,325,516	3,892,702	338,401	10,263,698	788,481,916

Resolution 5

It was resolved, as an ordinary resolution, to reappoint Mr K C Dolan as a Director of the Company.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	775,082,585	1,111,486	2,363,318	10,263,698	786,457,769

Resolution 6

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	777,082,399	1,111,675	363,527	10,263,698	788,457,772

Resolution 7

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	776,930,461	1,333,143	291,967	10,264,126	788,527,730

Resolution 8

It was resolved, as an ordinary resolution, to reappoint Mrs S J Garrod as a Director of the Company.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	776,933,924	1,336,616	285,051	10,264,342	788,534,882

Resolution 9

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	775,058,576	1,135,954	2,361,153	10,264,634	786,459,164

Resolution 10

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	774,609,177	3,820,027	292,388	10,262,762	788,691,966

Resolution 11

It was resolved, as an ordinary resolution, to reappoint Mr R C H Jeens as a Director of the Company.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	777,065,594	1,100,602	363,132	10,264,542	788,430,738

Resolution 12

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	777,016,857	1,174,624	335,490	10,266,899	788,458,380

Resolution 13: Reappointment of the Auditors

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	778,001,949	263,854	260,054	10,269,069	788,534,872

Resolution 14: Remuneration of the Auditors

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	777,568,746	633,513	309,377	10,275,124	788,477,383

Resolution 15: Authority to allot shares

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	775,155,440	1,799,786	1,568,746	10,277,544	787,232,770

Resolution 16: Limited disapplication of pre-emption rights

It was resolved, as a resolution required under the Articles of Association, to disapply pre-emption rights to a limited extent.

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	776,713,538	369,359	1,448,474	10,268,078	787,350,975
Total number of votes cast on the poll:	786,803,133	368,989	1,448,474	n/a	787,172,122

Resolution 17: Authority to purchase own shares

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	776,686,265	140,595	1,876,392	10,263,148	787,090,008
Total number of votes cast on the poll:	786,774,612	140,225	1,876,392	n/a	786,914,837

Resolution 18: Contingent Purchase Contract

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

	For	Against	Votes withheld*	Proxy's Discretion	Total (excluding votes withheld)
Total number of proxy votes exercisable by all proxies validly appointed:	775,450,856	314,759	2,931,327	10,266,761	786,032,376
Total number of votes cast on the poll:	785,540,139	314,389	2,931,327	n/a	785,854,528

* 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 or

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