

26 April 2017

**Merger of Henderson Group plc and Janus Capital Group Inc.  
Results of the Extraordinary General Meeting held on 26 April 2017, redenomination of issued  
share capital and notice of De-listing from the LSE**

Henderson Group plc ("**Henderson**") reports that at the Extraordinary General Meeting held earlier today in connection with the recommended merger of Henderson and Janus Capital Group Inc. ("**Janus**") (the "**Merger**"), all the resolutions contained in the Notice of Extraordinary General Meeting (dated 21 March 2017 and lodged with the ASX and National Storage Mechanism: [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do)) were each passed by the requisite majority of Henderson Shareholders on 26 April 2017.

Richard Gillingwater, Chairman of Henderson, said: "I would like to thank our shareholders for supporting our merger with Janus, and look forward to working with the new Janus Henderson team to deliver the growth potential that the combination creates. With approvals from the shareholders of both companies now received, we remain on track for completion by May 30."

Andrew Formica, Chief Executive of Henderson, said: "With the creation of Janus Henderson Investors, we see tremendous benefits for our clients, our colleagues and our shareholders. As a global active investment manager, we have the breadth of capabilities and distribution reach to serve our clients better together, with the efficiency and scale to invest for future growth. I look forward to working with Dick Weil and our new colleagues when we complete the merger in a month's time."

## **Results of EGM**

No resolutions were amended or withdrawn. All resolutions were decided on a poll. Each Henderson Shareholder, present in person or by proxy, was entitled to one vote for each Existing Henderson Share or Existing Henderson CDI (as applicable) held at the relevant voting record time. The results of the poll on each resolution are set out in the appendix to this announcement.

The full text of each resolution is set out in the Notice of EGM contained in the circular published on 21 March 2017 (the "**Circular**"). Capitalised terms used in this announcement have the same meaning as in the Circular.

## **Redenomination of issued share capital**

Following today's meeting; the nominal value of each share in Henderson's issued share capital has been converted from £0.125 to US\$0.1547, as described in Resolution 1 set out in the Notice of EGM. The Interim Henderson Memorandum, reflecting that change, has also been adopted. Henderson's unissued share capital has been cancelled.

The reduction of the nominal value of each share from US\$0.1547 to US\$0.15, as described in Resolution 3 set out in the Notice of EGM, will become effective on or around 2 May 2017.

## **Timetable (including De-listing from the LSE in compliance with the requirements of LR 5.2.5R)**

As Janus has announced, all the resolutions proposed at the Janus Stockholder Meeting held yesterday were also passed by the requisite majority of Janus Stockholders.

Following today's approval of the Merger and the related resolutions by Henderson Shareholders, the timetable in respect of Completion of the Merger and the London De-listing is as follows:

- the final day of dealings in Existing Henderson Shares on the LSE will be 26 May 2017; and
- the Completion Date will be 30 May 2017, on which:
  - the change of name to Janus Henderson Group plc will become effective;

- the Share Consolidation will become effective;
- the New Janus Henderson Shares will be issued to Janus Stockholders;
- trading in New Janus Henderson Shares on the NYSE will commence; and
- the London De-listing will become effective.

The timetable of principal events for the implementation of the Merger remains as set out on pages 8 and 9 of the Circular.

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Further information  
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In connection with the proposed merger, Henderson has filed a registration statement on Form F-4 with the SEC, containing a proxy statement of Janus Capital Group and other documents regarding the proposed merger. **Before making any voting or investment decision, the respective investors and shareholders of Henderson and Janus Capital Group are urged to carefully read the entire registration statement of Henderson, including the proxy statement of Janus Capital Group, and any other relevant documents filed by either company with the SEC, as well as any amendments or supplements to those documents, because they contain important information about Henderson, Janus Capital Group and the proposed merger.** The registration statement and other related documents filed by Henderson and Janus Capital Group will be available electronically without charge at the SEC's website, [www.sec.gov](http://www.sec.gov). Materials filed with the SEC may also be obtained without charge at Henderson's website, [www.henderson.com](http://www.henderson.com) or at Janus Capital Group's website [www.janus.com](http://www.janus.com), respectively.

**Appendix**  
**Results of Extraordinary General Meeting**

**Resolution 1: To authorise the redenomination of the issued share capital and cancellation of the unissued shares.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	795,593,313	70.29%	9,130,966	0.81%	39,973,816	1,969,458	806,693,737	71.27%
Total number of votes cast on the poll	798,251,780	98.87%	9,130,966	1.13%	39,973,816		807,382,746	71.33%

**Resolution 2: To adopt the interim Memorandum of Association.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	795,651,915	70.30%	9,103,573	0.80%	39,930,614	1,971,043	806,726,531	71.28%
Total number of votes cast on the poll	798,311,967	98.87%	9,103,573	1.13%	39,930,614		807,415,540	71.34%

**Resolution 3: To authorise the reduction of the nominal value of the Redenominated Ordinary Shares.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies	795,365,582	70.27%	9,291,456	0.82%	40,017,599	1,982,820	806,639,858	71.27%

validly appointed								
Total number of votes cast on the poll	798,037,411	98.85%	9,291,456	1.15%	40,017,599		807,328,867	71.33%

**Resolution 4: To authorise the consolidation of the issued share capital.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	795,650,878	70.30%	9,129,076	0.81%	39,908,187	1,969,537	806,749,491	71.28%
Total number of votes cast on the poll	798,309,424	98.87%	9,129,076	1.13%	39,908,187		807,438,500	71.34%

**Resolution 5: To authorise the increase of share capital.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	795,607,272	70.29%	9,151,196	0.81%	39,911,923	1,985,381	806,743,849	71.28%
Total number of votes cast on the poll	798,281,662	98.87%	9,151,196	1.13%	39,911,923		807,432,858	71.34%

**Resolution 6: To approve the change of the name of the Company to Janus Henderson Group plc.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy	795,611,338	70.29%	9,207,452	0.81%	39,868,139	1,979,488	806,798,278	71.28%

votes exercisable by all proxies validly appointed								
Total number of votes cast on the poll	798,280,390	98.86%	9,207,452	1.14%	39,867,584		807,487,842	71.34%

**Resolution 7: To adopt the new Memorandum of Association and Articles of Association.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	793,471,785	70.10%	11,255,960	0.99%	39,912,396	1,997,186	806,724,931	71.28%
Total number of votes cast on the poll	796,157,980	98.61%	11,255,960	1.39%	39,912,396		807,413,940	71.34%

**Resolution 8: To approve the merger with Janus Capital Group Inc. as described in the Circular.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	792,155,734	69.99%	9,109,640	0.80%	43,399,932	1,989,226	803,254,600	70.97%
Total number of votes cast on the poll	794,833,969	98.87%	9,109,640	1.13%	43,399,932		803,943,609	71.03%

**Resolution 9: To authorise the Company to allot relevant securities in connection with the Dai-ichi Option Agreement.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
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							votes withheld)	voted**
Total number of proxy votes exercisable by all proxies validly appointed	709,547,034	62.69%	94,904,647	8.38%	40,175,217	2,014,237	806,465,918	71.25%
Total number of votes cast on the poll	712,250,280	88.24%	94,904,647	11.76%	40,175,217		807,154,927	71.31%

**Resolution 10: To dis-apply pre-emption rights to a limited extent in connection with the Dai-ichi Option Agreement.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	709,471,165	62.68%	94,894,136	8.38%	40,249,170	2,030,450	806,395,751	71.25%
Total number of votes cast on the poll	712,190,624	88.24%	94,894,136	11.76%	40,249,170		807,084,760	71.31%

**Resolution 11: To approve the grant of options to Dai-ichi pursuant to the Dai-ichi Option Agreement for the purposes of ASX Listing Rule 7.1.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	708,642,137	62.61%	95,742,340	8.46%	40,227,682	2,022,051	806,406,528	71.25%
Total number of votes cast on the poll	711,353,197	88.14%	95,742,340	11.86%	40,227,682		807,095,537	71.31%

**Resolution 12: To authorise the de-listing of the Company's shares from the London Stock Exchange.**

	For	%	Against	%	Votes withheld*	Proxy's discretion	Total (excluding votes withheld)	% of ISC voted**
Total number of proxy votes exercisable by all proxies validly appointed	717,941,361	63.43%	86,670,601	7.66%	40,015,284	2,003,834	806,615,796	71.27%
Total number of votes cast on the poll	720,634,204	89.26%	86,670,601	10.74%	40,015,284		807,304,805	71.33%

\* 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.

\*\* Issued share capital as of 26 April 2017 – 1,131,842,110 ordinary shares