

Results of the Annual General Meeting held on 26 April 2017

26 April 2017

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 2 March 2017 and lodged with the ASX and the National Storage Mechanism: www.hemscott.com/nsm.do) were each passed by the requisite majority of shareholders on 26 April 2017.

All resolutions were 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No resolutions were amended or withdrawn.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.

Resolution 1: Annual Report and Accounts

It was resolved, as an ordinary resolution, to receive the Annual Report and Accounts.

	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:	759,254,874	67.08%	175,389	0.02%	492,184	1,658,054	761,088,317	67.24%
Total number of votes cast on the poll:	761,565,820	99.98%	175,121	0.02%	492,184		761,740,941	67.30%

Resolution 2: Directors' Remuneration Report

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

	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:	652,975,065	57.69%	105,208,895	9.30%	1,768,277	1,598,298	759,782,258	67.13%
Total number of votes cast on the poll:	655,233,879	86.17%	105,201,315	13.83%	1,767,965		760,435,194	67.19%

Resolution 3: Dividend

It was resolved, as an ordinary resolution, to declare a final dividend of 7.30 pence per share.

	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:	759,521,599	67.10%	118,949	0.01%	312,570	1,617,279	761,257,827	67.26%
Total number of votes cast on the poll:	761,791,502	99.98%	118,949	0.02%	312,570		761,910,451	67.32%

Resolution 4

It was resolved, as an ordinary resolution, to re-appoint Ms S F Arkle as a Director of the Company.

	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:	758,364,889	67.00%	907,085	0.08%	674,186	1,617,513	760,889,487	67.23%
Total number of votes cast on the poll:	760,635,606	99.88%	906,505	0.12%	674,186		761,542,111	67.28%

Resolution 5

It was resolved, as an ordinary resolution, to re-appoint Ms K Desai as a Director of the Company.

	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:	758,393,436	67.01%	886,280	0.08%	667,032	1,617,235	760,896,951	67.23%
Total number of votes cast on the poll:	760,663,875	99.88%	885,700	0.12%	667,032		761,549,575	67.28%

Resolution 6

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

	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:	758,383,424	67.00%	856,759	0.08%	685,384	1,620,453	760,860,636	67.22%
Total number of votes cast on the poll:	760,657,081	99.89%	856,179	0.11%	685,384		761,513,260	67.28%

Resolution 7

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

	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:	754,538,099	66.66%	1,074,677	0.09%	4,333,943	1,617,687	757,230,463	66.90%
Total number of votes cast on the poll:	756,395,271	99.86%	1,074,097	0.14%	4,747,662		757,469,368	66.92%

Resolution 8

It was resolved, as an ordinary resolution, to re-appoint Mr R D Gillingwater as a Director of the Company.

	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:	755,802,273	66.78%	3,511,116	0.31%	633,166	1,617,527	760,930,916	67.23%
Total number of votes cast on the poll:	758,036,890	99.54%	3,510,536	0.46%	669,280		761,547,426	67.28%

Resolution 9

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

	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:	756,905,763	66.87%	2,353,161	0.21%	671,155	1,622,228	760,881,152	67.23%
Total number of votes cast on the poll:	759,181,195	99.69%	2,352,581	0.31%	671,155		761,533,776	67.28%

Resolution 10

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

	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:	757,819,640	66.95%	1,434,068	0.13%	658,088	1,640,473	760,894,181	67.23%
Total number of votes cast on the poll:	760,113,317	99.81%	1,433,488	0.19%	658,088		761,546,805	67.28%

Resolution 11

It was resolved, as an ordinary resolution, to re-appoint Ms A C Seymour-Jackson as a Director of the Company.

	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:	758,150,476	66.98%	943,591	0.08%	625,848	1,640,797	760,734,864	67.21%
Total number of votes cast on the poll:	760,444,477	99.88%	943,011	0.12%	625,848		761,387,488	67.27%

Resolution 12

It was resolved, as an ordinary resolution, to re-appoint Mr R M J Thompson as a Director of the Company.

	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:	758,156,388	66.98%	1,126,260	0.10%	587,374	1,665,161	760,947,809	67.23%
Total number of votes cast on the poll:	760,474,753	99.85%	1,125,680	0.15%	587,374		761,600,433	67.29%

Resolution 13

It was resolved, as an ordinary resolution, to re-appoint Mr P C Wagstaff as a Director of the Company.

	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:	743,881,222	65.72%	15,414,362	1.36%	614,717	1,642,600	760,938,184	67.23%
Total number of votes cast on the poll:	745,805,339	97.98%	15,413,782	2.02%	986,404		761,219,121	67.25%

Resolution 14: Reappointment of the Auditors

It was resolved, as an ordinary resolution, to re-appoint PricewaterhouseCoopers LLP as Auditors to the Company.

	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:	753,128,225	66.54%	6,296,384	0.56%	509,630	1,638,502	761,063,111	67.24%
Total number of votes cast on the poll:	755,419,663	99.17%	6,296,072	0.83%	509,630		761,715,735	67.30%

Resolution 15: Remuneration of the Auditors

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

	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:	753,500,739	66.57%	4,924,193	0.44%	1,506,387	1,637,124	760,062,056	67.15%
Total number of votes cast on the poll:	755,791,111	99.35%	4,923,569	0.65%	1,506,387		760,714,680	67.21%

Resolution 16: 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)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	756,928,474	66.88%	1,331,815	0.12%	1,657,717	1,636,642	759,896,931	67.14%
Total number of votes cast on the poll:	759,218,052	99.82%	1,331,503	0.18%	1,657,717		760,549,555	67.20%

Resolution 17: 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)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	756,503,843	66.84%	1,561,723	0.14%	1,833,372	1,638,638	759,704,204	67.12%
Total number of votes cast on the poll:	758,795,417	99.79%	1,561,411	0.21%	1,833,372		760,356,828	67.18%

Resolution 18: Authority to purchase own CDIs

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

	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:	756,695,079	66.86%	1,427,722	0.13%	1,791,033	1,640,382	759,763,183	67.13%
Total number of votes cast on the poll:	758,988,665	99.81%	1,427,142	0.19%	1,791,033		760,415,807	67.18%

* 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 28 April 2016 – 1,131,842,110

Further information:
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