

Results of the Annual General Meeting held on 30 April 2015

30 April 2015

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 2 March 2015 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 30 April 2015.

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No resolutions were amended or withdrawn.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: 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)	% of ISC Voted**
Total number of proxy votes exercisable by all proxies validly appointed:	780,978,167	99.79%	43,080	0.01%	7,845,030	1,625,397	782,646,644	68.60%
Total number of votes cast on the poll:	785,033,799	99.99%	44,012	0.01%	7,845,030	N/A	785,077,811	68.81%

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)	% of ISC voted
Total number of proxy votes exercisable by all proxies validly appointed:	672,179,298	85.11%	115,968,335	14.68%	721,148	1,621,804	789,769,437	69.23%
Total number of votes cast on the poll:	676,234,189	85.36%	115,966,415	14.64%	721,148	N/A	792,200,604	69.44%

Resolution 3: Directors' Remuneration Policy

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

	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:	664,781,669	84.18%	123,355,647	15.62%	737,070	1,616,979	789,754,295	69.22%
Total number of votes cast on the poll:	668,831,735	84.43%	123,353,727	15.57%	737,070	N/A	792,185,462	69.44%

Resolution 4: Dividend

It was resolved, as an ordinary resolution, to declare a final dividend of 6.40 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:	788,799,651	99.79%	21,763	0.00%	51,978	1,623,786	790,445,200	69.29%
Total number of votes cast on the poll:	792,854,004	100%	22,363	0.00%	51,978	N/A	792,876,367	69.50%

Resolution 5

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:	787,425,459	99.63%	1,260,556	0.16%	155,142	1,653,078	790,339,093	69.28%
Total number of votes cast on the poll:	791,508,772	99.84%	1,261,488	0.16%	155,142	N/A	792,770,260	69.49%

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:	787,417,786	99.63%	1,262,702	0.16%	159,664	1,654,737	790,335,225	69.28%
Total number of votes cast on the poll:	791,504,758	99.84%	1,261,634	0.16%	159,664	N/A	792,766,392	69.49%

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:	780,407,133	99.60%	1,518,432	0.19%	6,929,169	1,640,155	783,565,720	68.68%
Total number of votes cast on the poll:	784,065,804	99.81%	1,517,364	0.19%	7,342,888	N/A	785,583,168	68.86%

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:	783,315,856	99.11%	5,387,218	0.68%	149,121	1,641,793	790,344,867	69.28%
Total number of votes cast on the poll:	787,387,884	99.32%	5,388,150	0.68%	149,121	N/A	792,776,034	69.49%

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:	786,878,290	99.56%	1,817,283	0.23%	157,289	1,641,048	790,336,621	69.28%
Total number of votes cast on the poll:	790,951,573	99.77%	1,816,215	0.23%	157,289	N/A	792,767,788	69.49%

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:	787,426,669	99.63%	1,271,566	0.16%	152,020	1,641,197	790,339, 432	69.28%
Total number of votes cast on the poll:	791,500,101	99.84%	1,270,498	0.16%	152,020	N/A	792,770,599	69.49%

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:	787,428,701	99.63%	1,271,614	0.16%	149,927	1,641,474	790,341,789	69.28
Total number of votes cast on the poll:	791,500,950	99.84%	1,272,006	0.16%	149,927	N/A	792,772,956	69.49%

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:	786,996,058	99.60%	1,508,923	0.19%	343,530	1,643,638	790,148,619	69.26%
Total number of votes cast on the poll:	791,072,471	99.81%	1,507,315	0.19%	343,530	N/A	792,579,786	69.47%

Resolution 13: Appointment 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:	784,985,604	99.72%	602,586	0.08%	3,264,673	1,639,074	787,227,264	69.00%
Total number of votes cast on the poll:	789,056,181	99.92%	602,250	0.08%	3,264,673	N/A	789,658,431	69.22%

Resolution 14: 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:	788,191,367	99.72%	532,605	0.07%	124,155	1,642,618	790,366,590	69.28%
Total number of votes cast on the poll:	792,263,800	99.93%	533,957	0.07%	124,155	N/A	792,797,757	69.49%

Resolution 15: Henderson Group plc Long Term Incentive Plan

It was resolved, as an ordinary resolution, to approve the amended Long Term Incentive Plan.

	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:	665,694,584	85.00%	115,818,205	14.79%	7,344,770	1,624,929	783,137,718	68.64%
Total number of votes cast on the poll:	669,338,881	85.25%	115,816,285	14.75%	7,758,489	N/A	785,155,166	68.82%

Resolution 16: 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)	% of ISC voted
Total number of proxy votes exercisable by all proxies validly appointed:	781,465,406	98.88%	7,258,036	0.92%	136,207	1,631,815	790,355,257	69.28%
Total number of votes cast on the poll:	785,530,308	99.08%	7,256,116	0.92%	136,207	N/A	792,786,424	69.49%

Resolution 17: 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)	% of ISC voted
Total number of proxy votes exercisable by all proxies validly appointed:	786,531,455	99.54%	2,017,486	0.26%	278,705	1,645,690	790,194,631	69.26%
Total number of votes cast on the poll:	790,609,188	99.75%	2,016,610	0.25%	278,705	N/A	792,625,798	69.48%

Resolution 18: 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:	788,521,261	99.76%	221,878	0.03%	100,947	1,644,666	790,387,805	69.28%
Total number of votes cast on the poll:	792,594,494	99.97%	224,478	0.03%	100,947	N/A	792,818,972	69.49%

Resolution 19: 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:	788,274,951	99.75%	338,436	0.04%	223,141	1,651,443	790,264,830	69.27%
Total number of votes cast on the poll:	792,358,437	99.96%	337,560	0.04%	223,141	N/A	792,695,997	69.48%

* 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 30 April 2015 – 1,140,854,910

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