

Results of the Annual General Meeting held on 28 April 2016

28 April 2016

Henderson Group plc reports that the resolutions contained in the Notice of Annual General Meeting (dated 15 February 2016 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 28 April 2016.

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No resolutions were amended or withdrawn.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: | 787,628,932 | 99.67% | 1,031,782 | 0.13% | 2,356,959 | 1,572,409 | 790,233,123 | 69.82% |
| Total number of votes cast on the poll: | 789,533,867 | 99.87% | 1,031,782 | 0.13% | 2,357,066 | N/A | 790,565,649 | 69.85% |

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: | 684,775,145 | 86.98% | 100,972,921 | 12.83% | 5,284,710 | 1,554,342 | 787,302,408 | 69.56% |
| Total number of votes cast on the poll: | 686,672,608 | 87.18% | 100,962,693 | 12.82% | 5,284,450 | N/A | 787,635,301 | 69.59% |

Resolution 3: Dividend

It was resolved, as an ordinary resolution, to declare a final dividend of 7.20 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: | 790,925,287 | 99.80% | 31,431 | 0.00% | 60,466 | 1,560,680 | 792,517,398 | 70.02% |
| Total number of votes cast on the poll: | 792,818,860 | 100.00% | 31,431 | 0.00% | 60,206 | N/A | 792,850,291 | 70.05% |

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: | 790,590,719 | 99.77% | 226,461 | 0.03% | 202,295 | 1,570,611 | 792,387,791 | 70.01% |
| Total number of votes cast on the poll: | 792,494,116 | 99.97% | 226,461 | 0.03% | 202,142 | N/A | 792,720,577 | 70.04% |

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: | 790,629,294 | 99.78% | 180,708 | 0.02% | 209,755 | 1,570,779 | 792,380,781 | 70.01% |
| Total number of votes cast on the poll: | 792,534,859 | 99.98% | 178,708 | 0.02% | 209,602 | N/A | 792,713,567 | 70.04% |

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: | 790,474,385 | 99.78% | 175,859 | 0.02% | 219,616 | 1,579,162 | 792,229,406 | 69.99% |
| Total number of votes cast on the poll: | 792,386,333 | 99.98% | 175,859 | 0.02% | 219,463 | N/A | 792,562,192 | 70.02% |

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: | 784,275,344 | 99.77% | 199,271 | 0.03% | 6,538,760 | 1,575,289 | 786,049,904 | 69.45% |
| Total number of votes cast on the poll: | 786,185,419 | 99.97% | 197,271 | 0.03% | 6,538,607 | N/A | 786,382,690 | 69.48% |

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: | 784,288,820 | 99.05% | 5,984,918 | 0.76% | 741,339 | 1,574,367 | 791,848,105 | 69.96% |
| Total number of votes cast on the poll: | 786,195,973 | 99.24% | 5,984,918 | 0.76% | 741,186 | N/A | 792,180,891 | 69.99% |

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: | 789,537,991 | 99.65% | 1,215,288 | 0.15% | 243,392 | 1,574,881 | 792,328,160 | 70.00% |
| Total number of votes cast on the poll: | 791,447,658 | 99.85% | 1,213,288 | 0.15% | 243,239 | N/A | 792,660,946 | 70.03% |

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: | 790,124,436 | 99.72% | 664,531 | 0.08% | 223,955 | 1,576,678 | 792,365,645 | 70.01% |
| Total number of votes cast on the poll: | 792,033,900 | 99.92% | 664,531 | 0.08% | 223,802 | N/A | 792,698,431 | 70.04% |

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: | 790,587,463 | 99.77% | 208,628 | 0.03% | 208,027 | 1,576,324 | 792,372,415 | 70.01% |
| Total number of votes cast on the poll: | 792,498,573 | 99.97% | 206,628 | 0.03% | 207,874 | N/A | 792,705,201 | 70.04% |

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: | 790,204,523 | 99.73% | 537,328 | 0.07% | 253,952 | 1,583,841 | 792,325,692 | 70.00% |
| Total number of votes cast on the poll: | 792,121,150 | 99.93% | 537,328 | 0.07% | 253,799 | N/A | 792,658,478 | 70.03% |

Resolution 13: 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: | 788,058,623 | 99.67% | 1,006,859 | 0.13% | 1,892,376 | 1,584,737 | 790,650,219 | 69.86% |
| Total number of votes cast on the poll: | 789,978,146 | 99.87% | 1,004,599 | 0.13% | 1,892,483 | N/A | 790,982,745 | 69.88% |

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: | 790,515,518 | 99.76% | 319,089 | 0.04% | 161,142 | 1,575,294 | 792,409,901 | 70.01% |
| Total number of votes cast on the poll: | 792,425,859 | 99.96% | 316,318 | 0.04% | 161,249 | N/A | 792,742,177 | 70.04% |

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) | % of ISC Voted** |
|---|-------------|--------|------------|-------|-----------------|--------------------|----------------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 722,344,225 | 91.15% | 68,526,478 | 8.65% | 140,613 | 1,568,163 | 792,438,866 | 70.01% |
| Total number of votes cast on the poll: | 724,249,777 | 91.36% | 68,521,883 | 8.64% | 140,452 | N/A | 792,771,660 | 70.04% |

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) | % of ISC Voted** |
|---|-------------|--------|------------|-------|-----------------|--------------------|----------------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 718,576,116 | 90.70% | 72,082,900 | 9.10% | 339,374 | 1,576,207 | 792,235,223 | 70.00% |
| Total number of votes cast on the poll: | 720,489,825 | 90.91% | 72,078,192 | 9.09% | 339,213 | N/A | 792,568,017 | 70.02% |

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) | % of ISC Voted** |
|---|-------------|--------|-----------|-------|-----------------|--------------------|----------------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 789,247,518 | 99.60% | 1,605,471 | 0.20% | 145,776 | 1,582,382 | 792,435,371 | 70.01% |
| Total number of votes cast on the poll: | 791,165,161 | 99.80% | 1,603,211 | 0.20% | 145,508 | N/A | 792,768,372 | 70.04% |

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) | % of ISC Voted** |
|---|-------------|--------|-----------|-------|-----------------|--------------------|----------------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 788,931,706 | 99.58% | 1,717,815 | 0.22% | 317,130 | 1,586,070 | 792,235,591 | 70.00% |
| Total number of votes cast on the poll: | 790,852,830 | 99.78% | 1,715,662 | 0.22% | 316,862 | N/A | 792,568,492 | 70.02% |

Resolution 19: 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: | 789,097,584 | 99.59% | 1,652,974 | 0.21% | 246,827 | 1,583,688 | 792,334,246 | 70.00% |
| Total number of votes cast on the poll: | 791,016,326 | 99.79% | 1,650,714 | 0.21% | 246,666 | N/A | 792,667,040 | 70.03% |

* 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 – 1,131,842,109

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