

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

AGM details

Wednesday, 2 May 2012

Dublin, Republic of Ireland

Starts 9.00am (Dublin time)

Crowne Plaza, Northwood Park,
Santry Demesne, Santry

Sydney, Australia

Starts 6.00pm (Sydney time)

Wesley Conference Centre,
220 Pitt Street

This booklet contains:

- Information about who may vote at the meeting, and how they may vote (pages 2 and 3)
- The formal Notice of Annual General Meeting containing the resolutions proposed to be put at the meeting (pages 4 to 6)
- Explanatory Notes which set out an explanation of the business to be conducted at the meeting (pages 7 to 10)
- Maps of the meeting locations (page 11)

Need Help?

If you have any questions, you can phone the Shareholder Information Line on:

United Kingdom

01534 281842

Australia

1300 137 981

New Zealand

0800 888 017

LETTER FROM THE CHAIRMAN

Dear Shareholder

I would like to invite you to the 2012 Annual General Meeting (AGM) of Henderson Group plc (Henderson Group).

The AGM will take place on 2 May 2012 in Dublin, with a simultaneous broadcast to a venue in Sydney. The details of the venues are set out on pages 1, 4 and 11. If you cannot attend the meeting, you can listen to the AGM via our website www.henderson.com/AGM2012. In accordance with the UK Corporate Governance Code, all Directors, except Gerry Aherne, will be seeking reappointment at the AGM. Mr Aherne has been a Director for over seven years and Chairman of the Remuneration Committee since 2005 and will be standing down as a Non-Executive Director at the conclusion of the meeting. On behalf of the Board, I would like to thank him for the advice and experience he brought to Henderson Group and we wish him every success for the future.

This document contains the resolutions on which shareholders are asked to vote and accompanying notes that provide an explanation of the business to be conducted at the AGM. All resolutions are matters typically dealt with at our AGM. You should read the entire document before deciding how to vote.

Voting procedures


If you would like to vote, you may do so:

- by attending and voting at the meeting on Wednesday, 2 May 2012. If you are a CDI holder and wish to attend the meeting, please read the voting instructions on page 3; or
- by appointing someone as your proxy to attend and vote for you at the meeting. To appoint someone, use either the enclosed Proxy Form/CDI Voting Instruction Form or go to the Henderson Group website at www.henderson.com/AGM2012 to appoint someone online. Instructions about how to complete the form are set out on the front of the Proxy Form and the back of the CDI Voting Instruction Form.

There are different voting procedures depending on whether you hold your shares on the London Stock Exchange or if you have CDIs quoted on the Australian Securities Exchange. Please read the voting instructions on pages 2 and 3 carefully to ensure you are aware of the arrangements affecting you. Your Proxy Form or CDI Voting Instruction Form (either online or paper) needs to be lodged so that it reaches Henderson Group's Share Registry by the time and date specified on your form.

The Board considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole, and recommends that you vote FOR all the resolutions at the AGM.

Yours sincerely



Rupert Pennant-Rea

Chairman

8 March 2012

VOTING INFORMATION FOR HOLDERS OF ORDINARY SHARES OTHER THAN CDI HOLDERS

Who can vote at the meeting?

Only those members entered in the register of members of Henderson Group as at the close of business on 30 April 2012 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

How can you vote at the meeting?

You may attend the meeting in person or appoint either one or more people as proxies (who need not be a member of Henderson Group) to attend, speak and vote on your behalf. If you wish to appoint more than one proxy, please copy the enclosed Proxy Form.

Who can be a proxy?

You may appoint anyone as your proxy, including the Chairman of the meeting. A proxy need not be a shareholder of Henderson Group.

What happens if you appoint more than one proxy?

A member may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares. If you appoint more than one proxy, then on each Proxy Form you must specify the number of shares for which each proxy is appointed. If you appoint more than one proxy, each proxy will be entitled to vote on a show of hands (when they will have one vote) and on a poll (when each proxy will have one vote for every share to which their appointment relates except in the case of a proxy appointed by the Depositary Nominee).

How do you submit your proxy instructions?

- **By internet** via the Henderson Group website at www.henderson.com/AGM2012. To use this facility, you will need your unique PIN and your Shareholder Reference Number. These numbers are shown on your Proxy Form, email bulletin or Notice of Annual General Meeting and Annual Report. You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website;
- **By mail** to the Henderson Group Share Registry, using the enclosed reply-paid envelope or by posting it to: Henderson Group Share Registry, Computershare, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
- **By CREST** message. If you are a CREST system user (including a CREST personal member) you can submit proxy instructions by having an appropriate CREST message transmitted. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST manual. Henderson Group may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

What is the last time for receiving your proxy?

The latest time for receipt of Proxy Forms sent by mail, by CREST message and proxy instructions submitted via the internet is 9.00am (Dublin time) on Monday, 30 April 2012. If your proxy instructions (and any supporting documents) are not received by then, your proxy appointment will not be effective.

What if a proxy is appointed under a power of attorney or other authority?

Proxy instructions given under authority on behalf of a holder of Ordinary Shares must be submitted by mailing a Proxy Form.

If the Proxy Form is signed under a power of attorney or other authority on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or other authority, or a certified copy, is sent to Henderson Group's Share Registry so as to arrive no later than 9.00am (Dublin time) on Monday, 30 April 2012 unless it has previously been lodged with Henderson Group.

How does a shareholder that is a UK company execute the Proxy Form?

If the holder of Ordinary Shares submitting proxy instructions is a UK company, then it must execute the Proxy Form in one of the following ways:

- by having two directors or a director and a secretary of the company sign the Proxy Form;
- by having a director of the company sign in the presence of a witness who attests the signature;
- by having a duly authorised officer or attorney sign the Proxy Form (in which case the shareholder must send with the Proxy Form the original, or a certified copy, of the document authorising the attorney or representative); or
- if the company has a common seal, by affixing the common seal in accordance with the company's constitution.

Does a proxy have to vote?

Your proxy can decide whether or not to attend the meeting and, if he or she attends, can decide whether or not to vote. Therefore, you should nominate someone you can trust. However, if a proxy attends the meeting and votes, a proxy should only vote following the voting directions given by the holder of Ordinary Shares. If no voting directions are given, a proxy may decide whether to vote in favour, against or abstain on any item of business.

Can a proxy vote in favour or against, as he or she wishes?

If the holder of Ordinary Shares appointing the proxy:

- directs the proxy how to vote on an item of business, then the proxy should only vote on that item of business in the way the holder of Ordinary Shares directed; or
- does not direct the proxy how to vote on an item of business, then the proxy may vote as he or she thinks fit on that item.

The proxy will also have discretion to vote as he or she thinks fit on any other business which may properly come before the meeting including amendments to any resolution, and at any adjourned meeting.

How will the Chairman vote as proxy if he has not been directed how to vote?

If a holder of Ordinary Shares appoints the Chairman of the meeting as proxy and does not direct the Chairman how to vote on an item of business, then when the Chairman votes as proxy on a poll, he intends to vote in favour of each of the proposed resolutions.

Persons nominated to receive information rights

The proxy rights set out above do not apply to persons nominated by a shareholder to receive information rights pursuant to Article 80 of the Company's Articles of Association. Persons nominated to receive information rights under Article 80 that have been sent this notice of meeting are hereby informed that they may have the right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder who nominated them in respect of these arrangements.

VOTING INFORMATION FOR CDI HOLDERS

Who can vote at the meeting?

Only those CDI holders entered in the register of CDI holders of Henderson Group as at the close of business on 30 April 2012 or, if this meeting is adjourned, in the register of CDI holders 48 hours before the time of any adjourned meeting, shall be entitled to provide voting instructions to CHES Depositary Nominees Pty Limited (CDN) in respect of the number of CDIs registered in their name at that time. Changes to entries in the register of CDI holders after that time shall be disregarded in determining the rights of any CDI holders to provide voting instructions to CDN in regard to this meeting.

How can you exercise your voting rights?

You can exercise your voting rights by directing CDN how to vote on each of the resolutions in respect of your CDIs. If instead you wish to attend the meeting (or you would like someone else to attend on your behalf), you can exercise your voting rights by submitting instructions to CDN to appoint you or your representative as proxy. Your representative can be the Chairman. You can direct your representative how to vote on each of the resolutions in respect of your CDIs at the meeting.

Who can be a proxy?

You may instruct CDN to appoint yourself or any other person (including the Chairman of the meeting) as its proxy in respect of your CDIs. A proxy need not be a shareholder of Henderson Group.

How do you submit your voting instructions?

- **By internet** via the Henderson Group website at www.henderson.com/AGM2012. To use this facility, you will need your Shareholder Reference Number, which is shown on your Voting Instruction Form or Notice of Annual General Meeting and Annual Report. You will be taken to have signed the Voting Instruction Form if you lodge it in accordance with the instructions on the website;
- **By mail** by sending the Voting Instruction Form enclosed to Computershare Investor Services Pty Ltd, using the enclosed reply-paid envelope or by posting it to Computershare Investor Services Pty Ltd, GPO Box 4578, Melbourne VIC 8060, Australia; or Private Bag 92119, Auckland 1142, New Zealand; or
- **By facsimile** by faxing the Voting Instruction Form enclosed to 03 9473 2555 in Australia or 09 488 8787 in New Zealand.

What is the last date for submitting your voting instructions or instructing CDN to appoint a proxy on your behalf?

If you are directing CDN to vote on your behalf, the latest time for receipt of Voting Instruction Forms (and any necessary supporting documents) via post or by fax or voting instructions by internet, is 6.00pm (Sydney time) on Thursday, 26 April 2012.

If you are directing CDN to appoint you, the Chairman or someone else as proxy in relation to your CDIs, the latest time for receipt of Voting Instruction Forms (and any necessary supporting documents) via post or by fax, or voting instructions by internet, is 6.00pm (Sydney time) on Monday, 30 April 2012.

If your Voting Instruction Form (and any necessary supporting documents) is not received by then, your proxy appointment will not be effective.

What if voting instructions are submitted under a power of attorney or other authority?

Voting Instructions given under authority on behalf of a CDI holder must be submitted by mailing or faxing the Voting Instruction Form.

If the Voting Instruction Form is signed under a power of attorney or other authority on behalf of a CDI holder, then the attorney must make sure that either the original power of attorney or other authority, or a certified copy, is sent to Computershare Investor Services Pty Ltd so as to arrive by the date specified on the form unless it has previously been lodged with Henderson Group.

How does a CDI holder that is an Australian or New Zealand company execute the Voting Instruction Form?

If the CDI holder executing voting instructions is an Australian or New Zealand company, then it must execute a Voting Instruction Form in one of the following ways:

- by having two directors or a director and a secretary of the company sign the Voting Instruction Form;
- if the company has one director who is also the company secretary of the company (or the company does not have a secretary), by having that director sign it;
- by having a duly authorised officer or attorney sign the Voting Instruction Form (in which case the CDI holder must send with the Voting Instruction Form the original, or a certified copy, of the document authorising the attorney or representative); or
- if the company has a common seal, by affixing the common seal in accordance with the company's constitution.

Does a proxy have to vote?

Your proxy can decide whether or not to attend the meeting and, if he or she attends, can decide whether or not to vote. Therefore, you should nominate someone you can trust. However, if a proxy attends the meeting and votes, a proxy should only vote following the voting directions given by the CDI holder. If no voting directions are given, a proxy may decide whether to vote in favour, against or abstain on any item of business.

Can a proxy vote in favour or against, as he or she wishes?

If the Voting Instruction Form:

- directs the proxy how to vote on an item of business, then the proxy should only vote on that item in the way the CDI holder directed; or
- does not direct the proxy how to vote on an item of business, then the proxy may vote as he or she thinks fit on that item.

The proxy will also have discretion to vote as he or she thinks fit on any other business which may properly come before the meeting including amendments to any resolution, and at any adjourned meeting.

How will the Chairman vote as proxy if he has not been directed how to vote?

If a CDI holder instructs CDN to appoint the Chairman of the meeting as proxy and does not direct the Chairman how to vote on an item of business, then when the Chairman votes as proxy on a poll, he intends to vote in favour of each of the proposed resolutions.

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of shareholders of Henderson Group plc (the Company) will be held on Wednesday, 2 May 2012 at Crowne Plaza, Northwood Park, Santry Demesne, Santry, Dublin, Republic of Ireland at 9.00am (Dublin time) and simultaneously broadcast to the Wesley Conference Centre, 220 Pitt Street, Sydney, NSW, Australia at 6.00pm (Sydney time).

Items of Business

Resolutions 1 to 15 set out below will be proposed as ordinary resolutions. An ordinary resolution will be passed if more than 50% of the votes cast are in favour. Resolution 16 requires a three-quarters majority under the Company's Articles of Association and will be passed if 75% or more of the votes cast are in favour. Resolutions 17 and 18 will be proposed as special resolutions and will be passed if two-thirds or more of the votes cast are in favour.

Resolution 1: Directors' Report and Accounts

To receive the accounts of the Company for the financial year ended 31 December 2011 and the reports of the Directors and Auditors thereon.

Resolution 2: Report on Directors' Remuneration

To approve the Report on Directors' Remuneration for the financial year ended 31 December 2011.

Resolution 3: Dividend

To declare a final dividend for the financial year ended 31 December 2011 of 5.05 pence per ordinary share of the Company, as recommended by the Directors, such dividend to be due and payable on 25 May 2012 and the amount of any such dividend declared in respect of any income access plan participant to be reduced by the amount of any dividend on the income access share to be paid to such plan participant.

Resolution 4: Reappointment of Existing Director

To reappoint Mr J N B Darkins as a Director of the Company.

Resolution 5: Reappointment of Existing Director

To reappoint Mr K C Dolan as a Director of the Company.

Resolution 6: Reappointment of Existing Director

To reappoint Mr D G R Ferguson as a Director of the Company.

Resolution 7: Reappointment of Existing Director

To reappoint Mr A J Formica as a Director of the Company.

Resolution 8: Reappointment of Existing Director

To reappoint Mrs S J Garrod as a Director of the Company.

Resolution 9: Reappointment of Existing Director

To reappoint Mr T F How as a Director of the Company.

Resolution 10: Reappointment of Existing Director

To reappoint Mr D J Jacob as a Director of the Company.

Resolution 11: Reappointment of Existing Director

To reappoint Mr R C H Jeens as a Director of the Company.

Resolution 12: Reappointment of Existing Director

To reappoint Mr R L Pennant-Rea as a Director of the Company.

Resolution 13: Reappointment of the Auditors

To reappoint Ernst & Young LLP as Auditors to the Company until the conclusion of the next general meeting at which accounts are laid.

Resolution 14: Remuneration of the Auditors

To authorise the Directors to agree the remuneration of the Auditors.

Resolution 15: Authority to allot shares

That, pursuant to Article 9 of the Company's Articles of Association and generally, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the Articles of Association):

- (a) up to a nominal amount of £45,800,000; and
- (b) comprising equity securities (as defined in the Articles of Association) up to a nominal amount of £91,600,000 (including within such limit any shares issued under paragraph (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; for the period expiring on the date of the AGM of the Company to be held in 2013 or, if earlier, on 2 August 2013 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities pursuant to such offer or agreement as if the authority conferred on them hereby had not expired.

Resolution 16: Limited disapplication of pre-emption rights

That, pursuant to Article 12 of the Company's Articles of Association and generally, the Directors be and are hereby generally and unconditionally given power to allot equity securities (as defined in the Articles of Association) for cash pursuant to the authority conferred by Resolution 15 as if the pre-emption rights set out within Article 10 of the Articles of Association did not apply to any such allotment, such power to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 15(b), by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Directors may impose any limits or restrictions and

make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under Resolution 15(a), to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £6,875,000; such power to apply for the period expiring on the date of the AGM of the Company to be held in 2013 or, if earlier, on 2 August 2013 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities pursuant to such offer or agreement as if the authority conferred on them hereby had not expired.

Resolution 17: Authority to purchase own shares

That, pursuant to Article 57 of the Companies (Jersey) Law 1991, the Company be and is hereby generally and unconditionally authorised to make market purchases on a stock exchange of its ordinary shares of 12.5 pence each, subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased is 110,000,000 minus the number of shares purchased pursuant to Resolution 18;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 12.5 pence (being the nominal value of an ordinary share);
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading system (SETS);
- (d) this authority shall expire at the close of the AGM of the Company held in 2013 or 2 November 2013, whichever is earlier;
- (e) a contract to purchase shares under this authority may be made before this authority expires, and concluded in whole or in part after this authority expires; and
- (f) pursuant to Article 58A of the Companies (Jersey) Law 1991, the Company may hold as treasury shares any ordinary shares of the Company purchased pursuant to the authority conferred in this Resolution.

Resolution 18: Contingent Purchase Contract

That the Company be and is hereby generally and unconditionally authorised (pursuant to Article 57 of the Companies (Jersey) Law 1991) to enter into a contingent

purchase contract between the Company and Credit Suisse (Australia) Limited and certain of its affiliates (Credit Suisse) as identified in the contract (a draft of which is produced to the meeting and initialled by the Chairman for the purposes of identification) (CP Contract), providing for the purchase by the Company of ordinary shares of 12.5 pence each converted from CHESS Depositary Interests (CDIs) substantially on the terms set out in the CP Contract and to purchase ordinary shares of 12.5 pence each pursuant to such CP Contract subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased under the CP Contract is 110,000,000 minus the number of shares purchased pursuant to Resolution 17;
- (b) the minimum price (exclusive of expenses) which may be paid by Credit Suisse for each CDI is the Australian dollar equivalent of 12.5 pence per CDI;
- (c) the maximum price (exclusive of expenses) which may be paid by Credit Suisse for each CDI is an amount which is equal to 105% of the average of closing prices for CDIs over the previous five days on which sales of CDIs were recorded on the Australian Securities Exchange;
- (d) the price to be paid by the Company for such ordinary shares is the price paid by Credit Suisse for the relevant CDI plus any stamp duty, stamp duty reserve tax, or other applicable transfer tax relating to CDIs purchased by Credit Suisse;
- (e) this authority shall expire at the close of the AGM of the Company held in 2013 or 2 November 2013, whichever is earlier; and
- (f) pursuant to Article 58A of the Companies (Jersey) Law 1991, the Company may hold as treasury shares any ordinary shares of the Company purchased pursuant to the authority conferred in this Resolution.

By Order of the Board



Ms Fionnuala Hanrahan

Company Secretary. 8 March 2012. Henderson Group plc
Registered office: 47 Esplanade, St Helier, Jersey, JE1 0BD
Registered in Jersey no. 101484. ABN: 67 133 992 766

Notes:

Determination of entitlement to attend and vote at the meeting

The Company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, specifies that only those members entered in the register of members of Henderson Group plc at 6.00pm (Dublin time) Monday, 30 April 2012 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. Shareholders other than CDI holders should read the voting instructions on page 2 and CDI holders should read the voting instructions on page 3.

Documents available for inspection

The following documents are available for inspection during normal business hours at 47 Esplanade, St Helier, Jersey and at 201 Bishopsgate, London, EC2M 3AE from 8 March 2012 until the conclusion of the AGM, and will also be available for inspection at the AGM venue from 8.45am (Dublin time) prior to and during the AGM itself:

- i. copies of the Directors' service contracts or letters of appointment with the Company;
- ii. the biographies of all Directors; and
- iii. the CP Contract referred to in Resolution 18.

Proxies

All shareholders entitled to attend and vote are entitled to appoint a proxy to attend, speak and vote in their place. A member may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares. A proxy need not be a shareholder of the Company.

Please see pages 2 and 3 for further details. This right does not apply to persons nominated by a member to receive information rights under Article 80 of the Company's Articles of Association (which reflect the provisions of section 146 to 149 (other than section 147(4)) of the UK Companies Act 2006). Persons nominated to receive information rights under Article 80 of the Company's Articles of Association that have been sent this notice of meeting are hereby informed that they may have the right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

Total Voting Rights

As at 8 March 2012 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 1,103,339,862 ordinary shares of 12.5 pence, carrying one vote each. The Company held nil ordinary shares in treasury at 8 March 2012. Therefore, the total voting rights in the Company as at 8 March 2012 were 1,103,339,862.

Members' requests under Article 81 of the Company's Articles of Association

Under Article 81 of the Company's Articles of Association (Article 81), members meeting the threshold requirements set out in that Article have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Article 81. Where the Company is required to place a statement on a website pursuant to Article 81, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required pursuant to Article 81 to publish on a website.

Sending documents relating to the meeting to the Company

Any documents or information relating to the proceedings at the meeting may only be sent to the Company in one of the ways set out on pages 2 and 3.

CHESSE Depository Nominee's Financial Services Guide

To obtain a copy of the CHESSE Depository Nominee's Financial Services Guide, go to www.asx.com.au/documents/products/chess_depository_interest.pdf or phone 131 279 (from Australia) if you would like one sent to you by mail.

Important Information

This document is important. If you are in any doubt as to the action you should take, please contact your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

EXPLANATORY NOTES

The information below is an explanation of the business to be considered at the 2012 AGM.

Resolution 1: Directors' Report and Accounts

The Directors are required to present the following reports in respect of the financial year ended 31 December 2011 to the meeting:

- the Annual Report and Accounts (which includes the financial statements); and
- the Directors' Report and the Auditors' Report.

Shareholders will be given an opportunity at the meeting to ask questions and make comments on these reports and accounts and on the business, operations and management. At the end of the discussion, shareholders will be invited to vote to receive the reports and the accounts.

Resolution 2: Report on Directors' Remuneration

The Annual Report and Accounts for the financial year ended 31 December 2011 contains a Report on Directors' Remuneration, which sets out the remuneration policy for the Henderson Group and reports on the remuneration arrangements in place for Executive Directors, senior management and Non-Executive Directors.

The shareholder vote will be advisory only and the Board will take the outcome of the vote into consideration when reviewing and setting the Henderson Group's remuneration policy.

Resolution 3: Dividend

This Resolution seeks authority for the Company to pay a final dividend to shareholders for the financial year ended 31 December 2011, as recommended by the Directors. If approved, the dividend will be paid on 25 May 2012 to all ordinary shareholders who are on the register on 4 May 2012.

To the extent that the board of HGI (Investments) Limited, a UK-incorporated wholly owned subsidiary of the Company, resolves to pay a dividend on the income access share in respect of an income access plan participant, the amount of the final dividend declared by the Company is reduced by the amount of such dividend to be paid on the income access share, and to that extent such income access plan participant will not be entitled to and will not receive a final dividend from the Company.

Resolutions 4 to 12: Reappointment of existing Directors

In accordance with the UK Corporate Governance Code, all Directors other than Gerald Aherne are offering themselves for reappointment.

James Darkins

Managing Director, Property. Executive Director since May 2011.

Experience

Mr Darkins joined AMP in 1998, before AMP's acquisition of Henderson Group, as Head of Property in New Zealand. Mr Darkins was subsequently appointed Head of Property for

Asia based in Sydney, before taking up his current role in London in 2001 and has been a member of the Executive Committee since that date. Over the course of his career, Mr Darkins has worked in a number of property and building related companies in the UK and New Zealand, including 18 years in the property investment and development industry.

Kevin Dolan

Independent Non-Executive Director since September 2011 and a member of the Board Risk, Nomination and Remuneration Committees.

Experience

Mr Dolan has been in the financial industry for 32 years. Mr Dolan has held various executive positions, including as Chief Executive of the Asset Management Division of Bank of Ireland Group and Chief Executive of Edmond de Rothschild Asset Management. He spent 10 years with the AXA Group where he was Chief Executive Officer of AXA Investment Managers Paris, and Global Deputy Chief Executive Officer of AXA Investment Management. He was Chief Executive of La Fayette Investment Management in London from 2006 until 2009. Mr Dolan has been a Director on a number of boards in Europe and the US, including DLJ and Alliance Capital. Mr Dolan is the founding partner of Anafin LLC, an advisory firm specialising in the investment industry.

Duncan Ferguson

Independent Non-Executive Director since July 2004. Chairman of the Board Risk Committee and a member of the Audit Committee and the Nomination Committee.

Experience

Mr Ferguson is an experienced actuary. Mr Ferguson's career was in senior management of insurance companies and as a consulting actuary. He was Senior Partner of Bacon & Woodrow which became B&W Deloitte, from 1994 to 2003. Mr Ferguson is a Fellow of the Institute of Actuaries. He served on the Council of the Institute from 1989 to 2000 and as President from 1996 to 1998. He was also a Non-Executive Director of Halifax from 1994 until it merged with Bank of Scotland in 2001 and then of HBOS Financial Services until December 2007. He resigned as a Non-Executive Director of Windsor Life on 28 February 2011. Mr Ferguson is the Senior Independent Director of The Royal London Mutual Insurance Society Limited and Chairman of both the Phoenix Group and Guardian Assurance With-Profits Committees.

Andrew Formica

Chief Executive. Executive Director since November 2008.

Experience

Mr Formica has been in the fund management industry since 1993. He has held various senior roles with the Henderson Group in the past 12 years and he has been a member of the Executive Committee since 2004. Prior to being appointed Chief Executive of the Company, he was Joint Managing Director of the Listed Assets business (from September

EXPLANATORY NOTES

CONTINUED

2006) and was Head of Equities (since September 2004). In the early part of his career, he was an equity manager and analyst for the Henderson Group.

Shirley Garrod

Chief Financial Officer. Executive Director since August 2009.

Experience

Mrs Garrod is a chartered accountant and corporate treasurer and has worked in the City for over 30 years. She joined the Henderson Group in 2001 and has been a member of the Executive Committee since 2002, formerly as Chief Operating Officer. Prior to this, she was Chief Operating Officer at Morley Fund Management (Aviva) and trained as an accountant with KPMG.

Tim How

Independent Non-Executive Director since November 2008. Senior Independent Director since January 2010 and a member of the Audit, Nomination and Remuneration Committees.

Experience

Mr How has extensive business experience. He was Chief Executive of Majestic Wine PLC from 1989 until August 2008 and was formerly Managing Director of Bejam Group Plc. He was also a Non-Executive Director of Framlington AIM VCT 2 plc. Mr How is a Non-Executive Director of Dixons Retail plc and the Non-Executive Chairman of Framlington AIM VCT plc. He is also the Chairman of Rayner and Keeler Limited and Woburn Enterprises Limited and the Deputy Chairman of the Peabody Trust.

David Jacob

Managing Director, Henderson Investment Management and Chief Investment Officer. Executive Director since May 2011.

Experience

Mr Jacob joined Henderson Group in January 2005 as Head of Fixed Income. In 2006, he was appointed Joint Managing Director of the Listed Assets business and has been a member of the Executive Committee since 2005. Mr Jacob is now the Chief Investment Officer and Managing Director of Investment Management and is responsible for equities and fixed income investment, operations and IT. He also oversees the development of Henderson's North American business. Before joining Henderson Group, he was Head of Fixed Income for UBS Global Asset Management, Europe and UK.

Robert Jeens

Independent Non-Executive Director since July 2009. Chairman of the Audit Committee and a member of the Nomination and Board Risk Committees.

Experience

Mr Jeens has extensive experience of financial services initially as an audit partner in Touche Ross & Co and subsequently as Finance Director of Kleinwort Benson Group plc and Woolwich plc. His previous Non-Executive appointments include the Chairman of nCipher plc and the

Deputy Chairman of Hepworth plc. He was a Non-Executive Director of Dialight plc and resigned as a Non-Executive Director of Gartmore Fledgling Trust plc on 18 April 2011. Mr Jeens has been a Non-Executive Director of The Royal London Mutual Insurance Society Limited since 2003. He is currently also a Non-Executive Director of TR European Growth Trust PLC and was appointed as a Non-Executive Director of JPMorgan Russian Securities plc with effect from 14 October 2011.

Rupert Pennant-Rea

Chairman. Non-Executive Director since October 2004 and Chairman since March 2005. Chairman of the Nomination Committee since March 2005.

Experience

Mr Pennant-Rea has extensive financial and business experience. He was Deputy Governor of the Bank of England from 1993 to 1995, prior to which he spent 16 years with The Economist, where he was editor from 1986 to 1993. Mr Pennant-Rea was appointed Non-Executive Chairman of the Economist Group in July 2009. His other directorships include Go-Ahead Group plc and Gold Fields Limited (South Africa). He was appointed as a Non-Executive Director of Hochschild Mining plc on 1 September 2011.

Pursuant to good corporate governance, the Chairman confirms that following their formal performance evaluation, the performance of each Director continues to be effective and they continue to demonstrate commitment to their roles as Directors, including their commitment of time for board and committee meetings and any other duties. The Board supports the reappointment of each of the Directors.

In accordance with the UK Corporate Governance Code, the Board has reviewed the independence of its Non-Executive Directors and has determined that they remain independent in character and judgment. The UK Corporate Governance Code does not consider the test of independence to be appropriate to the chairman of a company. However, Rupert Pennant-Rea did meet the UK Corporate Governance Code's independence criteria upon his appointment as Chairman in 2005.

Resolution 13: Reappointment of the Auditors

Pursuant to the Companies (Jersey) Law 1991, shareholders are required to approve the appointment of the Company's Auditors each year and the appointment runs until the conclusion of the next AGM (unless they are removed by resolution of the Company in general meeting).

Resolution 14: Remuneration of the Auditors

This Resolution gives authority to the Directors to agree the Auditors' remuneration.

A summary of the Auditors' remuneration during 2011 is included in note 4.2 on page 64 of the Annual Report and Accounts.

Resolution 15: Authority to allot shares

The effect of this Resolution, if passed, is to renew the authority given at the AGM in 2011 which would otherwise

expire at the AGM, to give the Directors authority to allot the Company's unissued ordinary shares up to a nominal amount of £45,800,000 and also to give the Directors authority to allot ordinary shares up to a nominal amount of £91,600,000 by way of a rights issue. The amount of £45,800,000 represents less than one-third of the Company's issued ordinary share capital as at 8 March 2012. The amount of £91,600,000 represents less than two-thirds of the Company's issued ordinary share capital as at 8 March 2012.

The Board has no present intention to exercise this authority. However, renewal of this authority will ensure that the Board has flexibility in managing the Company's capital resources so that the Board can act in the best interests of shareholders generally.

This renewed authority would remain in force until the AGM in 2013 or 2 August 2013, whichever is the earlier. The Board has continued to seek annual renewal of this authority in accordance with best practice.

If the Board takes advantage of the additional authority to issue shares representing more than one-third of the Company's issued share capital or for a rights issue where the monetary proceeds exceed one-third of the Company's pre-issue market capitalisation, all members of the Board wishing to remain in office will stand for reappointment at the next AGM following the decision to make the relevant share issue. In any event the Board intends that all Directors will stand for re-election at each AGM in accordance with the requirement of the UK Corporate Governance Code.

The Company did not hold any treasury shares as at 8 March 2012.

Resolution 16: Limited disapplication of pre-emption rights

The effect of this Resolution, if passed, is to renew the authority given to the Directors which would otherwise expire at the AGM, to allot equity securities for cash on a non pre-emptive basis (a) pursuant to a rights issue, or (b) up to an aggregate nominal amount of £6,875,000, which represents less than 5% of the issued ordinary share capital of the Company as at 8 March 2012.

This will continue to empower the Company to make limited allotments of unissued equity securities of the Company or certain rights to acquire such equity securities for cash other than in accordance with the pre-emption rights in the Company's Articles of Association, which requires the Company to first offer allotments of equity securities for cash proportionately to existing shareholders.

This renewed authority would remain in force until the AGM in 2013 or 2 August 2013, whichever is the earlier.

The Board has continued to seek annual renewal of this authority in accordance with best practice.

In accordance with the guidelines issued by the Association of British Insurers' Pre-emption Group, the Board confirms its intention that no more than 7.5% of the issued share capital

(excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period.

Renewal of this authority will ensure that the Board has flexibility in managing the Company's capital resources so that the Board can act in the best interests of shareholders generally.

Resolution 17: Authority to purchase own shares

The Directors consider that it is advantageous for the Company to renew the authority to buy back its own shares in certain circumstances. Resolution 17, which will be proposed as a special resolution, seeks shareholders' approval of the purchase by the Company of a maximum number of shares which, taken together with any ordinary shares purchased by the Company pursuant to Resolution 18, is 110,000,000 which represents just under 10% of the Company's issued share capital as at 8 March 2012.

The authority sought by this resolution will expire at the end of the next AGM or 2 November 2013, whichever is earlier.

The Directors have no present intention to exercise this authority but will keep a possible buy-back of shares under review, taking into account the Company's financial position, share price and other investment opportunities. The Directors would use this authority only if they believe at the time that such purchase would be in the best interests of shareholders generally.

Any purchases of ordinary shares would be by means of market purchases.

The resolution sets the maximum and minimum prices for any such purchases. Ordinary shares purchased under this authority may be held as treasury shares. The Companies (Jersey) Law 1991 allows the Company to purchase and hold treasury shares in its issued capital rather than cancelling those shares. Treasury shares do not carry voting rights and have no entitlement to dividends. Treasury shares may be cancelled, sold or used to meet the Company's obligations under its employee share schemes. If treasury shares are used in the Company's employee share schemes then, so long as this is required under institutional guidance, the Company will treat them as if they were an issue of new ordinary shares for the purpose of meeting the antidilution limits applicable to such schemes.

Any ordinary shares purchased, but not held as treasury shares, would be cancelled.

The Company has not bought back any ordinary shares since the AGM in 2011.

As at 8 March 2012, there were 17,855,274 options over unissued ordinary shares in the Company outstanding under the Company's share schemes which represents 1.62% of the Company's issued capital at that date. If the Company was to purchase the maximum number of ordinary shares permitted under this Resolution and under Resolution 18 these options would then represent 1.80% of the Company's issued share capital.

EXPLANATORY NOTES

CONTINUED

The proportion of ordinary shares to be bought back pursuant to each of this Resolution and Resolution 18 will be determined by the Directors in what they believe to be in the best interests of shareholders generally.

Resolution 18: Contingent Purchase Contract

The Directors consider that it is advantageous for the Company to renew the authority to 'buy back' interests in its own CHESS Depository Interests (CDIs) in certain circumstances. However, as CDIs are interests in shares, rather than shares themselves, the Companies (Jersey) Law 1991 provisions which provide for a buy back of shares do not apply to CDIs. The Company, therefore, cannot buy CDIs pursuant to Resolution 17.

The Company wishes to achieve a similar result by entering into a Contingent Purchase Contract (CP Contract) with Credit Suisse (Australia) Limited and certain of its affiliates (Credit Suisse) as identified in the CP Contract. It is proposed that Credit Suisse will buy the CDIs in Australia and then convert the CDIs into ordinary shares (Converted Shares). The Company would then have an obligation to buy any Converted Shares from Credit Suisse up to a maximum amount as explained below.

Article 57 of the Companies (Jersey) Law 1991 provides that any such purchase of shares must be approved by shareholders by special resolution and they must also approve the CP Contract. The Company seeks authority by way of a special resolution to enter into the CP Contract to buy back up to a maximum number of Converted Shares as explained below.

The maximum number of Converted Shares which could be bought back by the Company, together with the number of ordinary shares bought back by the Company under Resolution 17, would be limited to 110,000,000 which represents just under 10% of the Company's issued share capital as at 8 March 2012.

Under the terms of the CP Contract, the minimum price (exclusive of expenses) which can be paid by Credit Suisse for a CDI is the Australian dollar equivalent of 12.5 pence per CDI and the maximum price which can be paid by Credit Suisse for a CDI is an amount (exclusive of expenses) which is equal to 105% of the average of closing prices for CDIs over the previous five days on which sales of CDIs were recorded on the ASX. The price to be paid by the Company for a Converted Share is the price paid by Credit Suisse for the relevant CDI plus any stamp duty, stamp duty reserve tax, or other applicable transfer tax relating to the CDIs purchased by Credit Suisse.

The authority sought by this resolution will expire at the end of the next AGM or 2 November 2013, whichever is earlier.

The Directors would use this authority only if they believe at the time that such purchase would be in the best interests of shareholders generally.

Converted Shares purchased under this authority may be held as treasury shares. The Companies (Jersey) Law 1991 allows the Company to purchase and hold treasury shares in its issued capital rather than cancelling those shares. Treasury shares do not carry voting rights and have no entitlement to dividends. Treasury shares may be cancelled, sold or used to meet the Company's obligations under its employee share schemes. If treasury shares are used in the Company's employee share schemes then, so long as this is required under institutional guidance, the Company will treat them as if they were an issue of new ordinary shares for the purpose of meeting the antidilution limits applicable to such schemes.

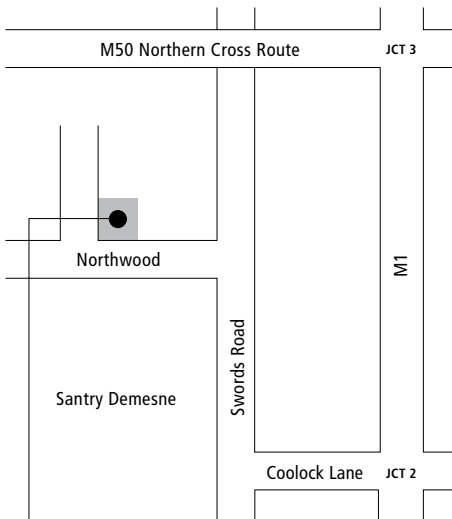
Any Converted Shares purchased, but not held as treasury shares, would be cancelled.

As at 8 March 2012, there were 17,855,274 options over unissued ordinary shares in the Company outstanding under the Company's share schemes which represents 1.62% of the Company's issued capital at that date. If the Company was to purchase the maximum number of shares permitted under this Resolution and under Resolution 17, these options would then represent 1.80% of the Company's issued share capital.

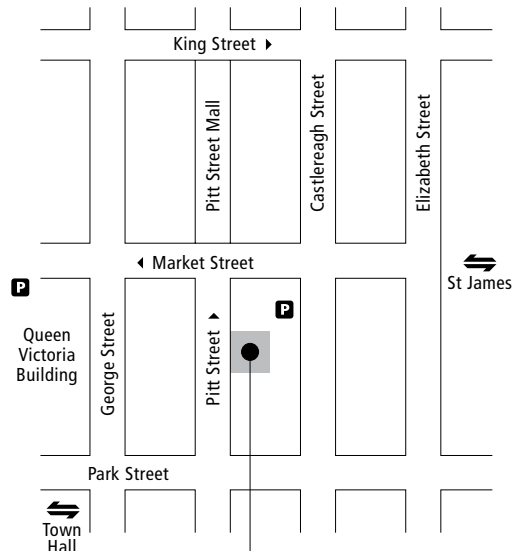
A draft of the CP Contract referred to in this Resolution is available for inspection by members of the Company at the Company's registered office and also at 201 Bishopsgate, London EC2M 3AE from and including 8 March 2012 up to and including 2 May 2012 and will be available from 8.45am (Dublin time) prior to and at the AGM itself.

The proportion of shares to be bought back pursuant to each of this Resolution and Resolution 17 will be determined by the Directors in what they believe to be in the best interests of shareholders generally.

MEETING LOCATIONS



Crowne Plaza
Northwood Park,
Santry Demesne, Santry,
Dublin, Republic of Ireland



Wesley Conference Centre
220 Pitt Street
Sydney NSW 2000 Australia

**For shareholder queries please contact
the Henderson Group Share Registry**

Australia

GPO Box 4578
Melbourne Victoria 8060
Phone: 1300 137 981
+ 61 (0) 3 9415 4081
Fax: + 61 (0) 3 9473 2500
Email: henderson@computershare.com.au

United Kingdom

Queensway House
Hilgrove Street
St Helier, Jersey JE1 1ES
Phone: + 44 (0) 1534 281842
Fax: + 44 (0) 870 8735851
Email: info@computershare.co.je

New Zealand

Private Bag 92119
Auckland 1142
Phone: 0800 888 017
Fax: + 64 (0) 9 488 8787
Email: henderson@computershare.com.au

Website

www.henderson.com

Registered office

47 Esplanade, St Helier, Jersey, JE1 0BD



"This product is from sustainably managed forests and controlled sources"



Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

The Chairman of Henderson Group plc invites you to attend the Annual General Meeting of the Company to be held at **Crowne Plaza, Northwood Park, Santry Demesne, Santry, Dublin** on 2 May 2012 at **9.00 am**.



MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

99999

000001

Shareholder Reference Number

C000000000



Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 2 May 2012



Cast your Proxy online 24/7...It's fast, easy and secure!
www.henderson.com/AGM2012

You will be asked to enter the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

SRN. C0000000000

PIN. 1245

To view the Annual Report online visit: www.henderson.com/AGM2012

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9.00 am (Dublin time) on 30 April 2012.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Shareholder Information Line on 01534 281842 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order

1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Shareholder Information Line on 01534 281842 to request a change of address form or go to www.henderson.com to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
< Designation >
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4



The Crowne Plaza - Airport Hotel is located in the heart of Santry Demesne, which is less than 2 miles from the Airport and less than a mile from the M1 and M50 motorway networks. It is beside Morton Athletics Stadium and a mere 5 miles from Dublin City centre.

Directions from the Airport

The main Airport exit leads to the airport roundabout, at this roundabout take the right exit signposted for Santry - drive 1.5 miles through 3 sets of traffic lights - at the 4th set of traffic lights take a right turn into Santry Demesne. The hotel is located 100 metres on the right-hand side.

Directions from Dublin City Centre / M1

Follow signs for M1 / Dublin- Airport. Take the 2nd exit off the M1 signposted for Santry / Coolock and follow signs for Santry. At the T-junction turn right, pass the Morton Athletics Stadium, turn left at the next set of traffic lights into Santry Demesne. The hotel is located 100 metres on the right-hand side.

Directions from M50

Follow signs for M1 / City centre. From the M1 take the 1st exit signposted for Santry / Coolock, cross over the flyover following signs for Santry. At the T-junction turn right, pass the Morton Athletics Stadium, turn left at the next set of traffic lights into Santry Demesne. The hotel is located 100 metres on the right-hand side.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



C000000000



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement*/the voting entitlement shown in the box above on my/our behalf at the Annual General Meeting of Henderson Group plc to be held at **Crowne Plaza, Northwood Park, Santry Demesne, Santry, Dublin** on 2 May 2012 at 9.00 am, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Resolutions	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive the Directors' Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To reappoint Mr D J Jacob as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Report on Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To reappoint Mr R C H Jeens as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 5.05 pence per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To reappoint Mr R L Pennant-Rea as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint Mr J N B Darkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To reappoint Ernst & Young LLP as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To reappoint Mr K C Dolan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to agree the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Mr D G R Ferguson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To give limited authority to the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint Mr A J Formica as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To disapply pre-emption rights to a limited extent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint Mrs S J Garrod as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To reappoint Mr T F How as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company to enter into a Contingent Purchase Contract	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

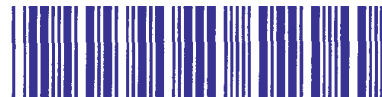
DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



000001
000
SAM
MR JOHN SAMPLE
FLAT 123
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN VIC 3030

Shareholder Reference Number (SRN)



I 1234567890 I N D

Voting Instruction Form

Please read the instructions overleaf.

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A

Voting instruction – please mark 'X'

I/We appoint CHES Depostary Nominees Pty Limited (CDN) to vote on my/our behalf with respect to the Resolutions below in the manner instructed in section C below.

OR

– please mark box A **OR** B

B

Appointment of Proxy

CHES Depostary Nominees Pty Limited (CDN) appoints the Chairman of the meeting as its proxy – please mark 'X'

OR the following person:

Write the name of the person if this is someone other than the Chairman of the meeting.

If you wish to attend, speak and vote at the meeting, write your own name.

to attend, speak and vote on my/our behalf at the Annual General Meeting of Henderson Group plc to be held on **2 May 2012 at 6.00pm (Sydney time)** and at any adjournment of the meeting. CDN instructs its proxy to vote on the resolutions proposed at the meeting in accordance with the following directions. Where no direction is given, the proxy may vote as they see fit or abstain in relation to the proposed resolutions. **Where no direction is given and the Chairman votes as proxy, you acknowledge that he will vote in favour of the proposed resolutions.** In addition, the proxy can vote as they see fit, or abstain, on any other business of the meeting, including amendments to resolutions, and at any adjournment of the meeting.

C

Voting directions – please mark 'X' to indicate your directions

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive the Directors' Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To reappoint Mr R C H Jeens as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Report on Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To reappoint Mr R L Pennant-Rea as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 5.05 pence per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To reappoint Ernst & Young LLP as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint Mr J N B Darkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to agree the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To reappoint Mr K C Dolan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To give limited authority to the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Mr D G R Ferguson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To disapply pre-emption rights to a limited extent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint Mr A J Formica as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint Mrs S J Garrod as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company to enter into a Contingent Purchase Contract	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To reappoint Mr T F How as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To reappoint Mr D J Jacob as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

FOLD
HERE

D

Signatures – please sign in the boxes below

Individual or first CDI holder

Sole director and sole company secretary

CDI holder 2

Director

CDI holder 3

Director/company secretary

CHES Depostary Nominees Pty Limited

Fionnuala Hanrahan

Ms Fionnuala Hanrahan, Company Secretary,
Henderson Group plc (Agent for CHES
Depostary Nominees Pty Limited)

Notes to the Voting Instruction Form

1. Holders of CHESS Depository Interests (CDIs) who do not wish to attend the meeting may instruct CDN (the registered owner of the shares represented by their CDIs) to vote on their behalf on the resolutions set out in the Notice of Annual General Meeting. To instruct CDN to vote on your behalf and to direct CDN how to vote on each resolution:
 - Mark the box in section A with an 'X';
 - Indicate your voting directions by completing section C;
 - Sign the Form in section D (refer to note 5);
 - Do not complete section B; and
 - Return your completed form to Computershare Investor Services Pty Limited in the envelope provided so that it is received no later than 6.00pm (Sydney time), Thursday, 26 April 2012.

Alternatively, you may submit your voting instruction electronically as explained in note 7 below.

2. CDI holders do not have an automatic right to attend, speak and vote at the meeting. If you wish to attend, speak and vote at the meeting you must instruct CDN (the registered owner of the shares represented by your CDIs) to nominate you as its proxy. To instruct CDN to appoint you as its proxy (you are entitled to instruct CDN to appoint one person as proxy to attend, speak and vote on a poll at the meeting):
 - **Do not** complete section A;
 - Mark the box in section B with an 'X' and enter your own name in the space provided;
 - Indicate your voting directions by completing section C;
 - Sign the Form in section D (refer to note 5); and
 - Return your completed form to Computershare Investor Services Pty Limited in the envelope provided so that it is received no later than 6.00pm (Sydney time), Monday, 30 April 2012.

At the meeting, as a proxy, you may vote as you choose on any resolution for which a voting direction has not been given and on any further or amended resolution.

Alternatively, you may submit your voting instruction electronically as explained in note 7.

3. If you do not wish to attend, speak and vote at the meeting you may instruct CDN (the registered owner of the shares represented by your CDIs) to nominate the Chairman of the meeting or someone else as its proxy.

To instruct CDN to appoint a proxy other than yourself and to direct the proxy how to vote on each resolution:

- **Do not** complete section A;
- Mark the first box in section B with an 'X' and enter the name of the person you would like to represent you at the meeting in the space provided. If you would like the Chairman of the meeting to represent you at the meeting, leave the space blank;
- Indicate your voting directions by completing section C;
- Sign the Form in section D (refer to note 5); and
- Return your completed form to Computershare Investor Services Pty Limited in the envelope provided so that it is received no later than 6.00pm (Sydney time), Monday, 30 April 2012.

At the meeting, the proxy may vote as he or she chooses on any resolution for which a voting direction has not been given and on any further or amended resolution.

Alternatively, you may submit your voting instruction electronically as explained in note 7.

4. The 'vote withheld' option overleaf is provided to enable you to give a direction to abstain on any particular resolution. However, it is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
5. Each CDI Holder should sign this Voting Instruction Form. If your CDIs are held in joint names all CDI Holders should sign in the boxes in section D. If you are signing as an attorney, then the power of attorney must have been noted by Computershare Investor Services Pty Limited or a certified copy of it must accompany this Voting Instruction Form.

Only duly authorised officers can sign on behalf of a company (refer to the instructions in the Notice of Annual General Meeting). Please sign in the boxes corresponding to the office held by the signatory, ie sole director and sole company secretary, director and director, or director and company secretary.
6. Where CDIs are held jointly, and more than one of the joint CDI holders gives an instruction, only the instruction of the senior CDI holder who tenders an instruction will be valid. Seniority is determined by the order in which the names appear on the register of CDI holders.
7. If you would like to submit your voting instruction electronically, you can do so via the Henderson Group website, www.henderson.com/AGM2012. You will require your Shareholder Reference Number, which is shown on the front of this Form, along with your postcode or country of residence.
8. Any document or information relating to voting instructions for the meeting may only be sent in one of the ways set out in these Notes.

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You can submit your voting instruction in the following ways:



Online

– www.henderson.com/AGM2012 – see note 7 above. You can submit your voting instruction using the internet 24 hours a day, seven days a week.



By post

– return this form in the reply-paid envelope provided or post it to:
Australia: GPO Box 4578, Melbourne, VIC 8060
New Zealand: Private Bag 92119, Auckland 1142



By Facsimile

– Australia: 03 9473 2555
New Zealand: 09 488 8787

