

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1. Name of company

Henderson Group plc

2. Name of director

Nicholas Toby Hiscock



06012576

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OFFICE OF INTERNATIONAL CORPORATE FINANCE

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest

Notification is in respect of Shareholder named in two above

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

Nicholas Toby Hiscock

5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)

n/a

6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

Performance share ward granted in accordance with the Henderson Group plc Long Term Incentive Plan (see boxes 17 to 22 below).

7. Number of shares / amount of stock acquired

8. Percentage of issued class

9. Number of shares/amount of stock disposed

10. Percentage of issued class

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THOMSON FINANCIAL

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11. Class of security

12. Price per share

13. Date of transaction

14. Date company informed

15. Total holding following this notification

16. Total percentage holding of issued class following this notification

**If a director has been granted options by the company please complete the following boxes.**

17. Date of grant

2 March 2006

18. Period during which or date on which exercisable

Exercisable during period of 6 months from 2 March 2009

19. Total amount paid (if any) for grant of the option

Nil

20. Description of shares or debentures involved: class, number

Performance Share Award granted in accordance with the Henderson Group plc Long Term Incentive Plan ('LTIP'). The Award is exercisable only if certain conditions are met, including Henderson Group plc's Total Shareholder Return when compared to companies in its comparator group (as defined in the LTIP). The number of shares that vest will depend on the extent to which the performance conditions are satisfied. The aggregate market value of the shares (averaged over the three month period immediately prior to the date of the grant) capable of being acquired (at nil cost) under this award is £375,000, being 454,500 ten pence ordinary shares and equal to 125% of Mr Hiscock's salary.

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

Zero

22. Total number of shares or debentures over which options held following this notification

1,684,880

23. Any additional information

24. Name of contact and telephone number for queries

Sonia Whiteside  
0207 818 4768

25. Name and signature of authorised company official responsible for making this notification

Sonia Whiteside  
Assistant Company Secretary

Date of Notification

3 March 2006

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**Update of number of securities quoted on ASX**

1 March 2006

The attached form provides an update to the number of CDIs quoted on the ASX and the net transfers from the CDI register during February 2006.

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CORPORATE FINANCE

Henderson Group plc  
4 Broadgate,  
London EC2M 2DA  
Registered in England  
No. 2072534  
ABN 30 106 988 836

## Appendix 3B

### **New issue announcement, application for quotation of additional securities and agreement**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Henderson Group plc

ABN

30 106 988 836

We (the entity) give ASX the following information.

#### **Part 1 - All issues**

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | CHESSE Depository Interests (CDIs)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 681,568,816 At 31 January 2006<br>(16,827,240) Net transfers<br>664,741,576 At 28 February 2006 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | CDIs over fully paid ordinary shares quoted on the London Stock Exchange (LSE)                  |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>N/A</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Net transfers of securities between CDIs and ordinary shares listed on LSE</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Various dates during February 2006</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="755 1283 1031 1318">Number</th> <th data-bbox="1031 1283 1299 1318">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="755 1318 1031 1514">664,741,576</td> <td data-bbox="1031 1318 1299 1514">CDIs</td> </tr> </tbody> </table>	Number	+Class	664,741,576	CDIs
Number	+Class				
664,741,576	CDIs				

+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		1,154,578,739	Fully paid ordinary shares quoted on the LSE
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing securities	

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

- 
- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders   |  |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |

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+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="776 1352 1052 1381">Number</th> <th data-bbox="1052 1352 1321 1381">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="776 1381 1052 1554"></td> <td data-bbox="1052 1381 1321 1554"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

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## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .Sonia Whiteside.....Date: 1 March 2006.....  
(Assistant Company secretary)

Print name: Sonia Whiteside

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+ See chapter 19 for defined terms.

Henderson Group plc  
Block listing application

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CORPORATE FINANCE

14 March 2006

<b>Type of issue for which application is being made:</b>
Block listing – Henderson Group plc Sharesave Scheme
<b>Amount and full description of each class of security for which application is being made:</b>
1,000,000 ordinary shares of 10 pence each fully paid in respect of Henderson Group plc Sharesave Scheme
Total 1,000,000 Ordinary Shares of 10 pence each to trade on the London Stock Exchange and to be admitted to the Official List upon issuance.

These securities are identical in all respects with each other and with existing class of security.

\* \* \*

**Contacts**

[www.henderson.com](http://www.henderson.com)

Sonia Whiteside  
Assistant Company Secretary  
Henderson Group plc

+44 (0) 20 7818 4768  
sonia.whiteside@henderson.com

Henderson Group plc  
4 Broadgate  
London EC2M 2DA  
Registered in England  
No. 2072534  
ABN 30 106 988 836

Appendix 3Y  
Change of Director's Interest Notice

Rule 3.19A.2

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# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	Henderson Group plc
<b>ABN</b>	30 106 988 836

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Nicholas Toby Hiscock
<b>Date of last notice</b>	4 May 2005

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	
<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	
<b>No. of securities held after change</b>	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Grant of Options in accordance with the Henderson Group Plc Long Term Incentive Plan</p>
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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Detail of contract</b></p>	<p>The Henderson Group plc Long Term Incentive Plan ('LTIP')</p>
<p><b>Nature of interest</b></p>	<p>Performance share award granted in accordance with the Henderson Group plc Long Term Incentive Plan.</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>2 March 2006, being the date of grant of the award</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>Performance Share Award granted in accordance with the Henderson Group plc Long Term Incentive Plan ('LTIP'). The Award is exercisable only if certain conditions are met, including Henderson Group plc's Total Shareholder Return when compared to companies in its comparator group (as defined in the LTIP). The number of shares that vest will depend on the extent to which the performance conditions are satisfied. The aggregate market value of the shares (averaged over the three month period immediately prior to the date of the grant) capable of being acquired (at nil cost) under this award is £375,000 being 454,500 ten pence ordinary shares and equal to 125% of Mr Hiscock's salary.</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>See 'Interest acquired' above. There is no consideration for the grant of the award.</p>
<p><b>Interest after change</b></p>	<p>N/A</p>

+ See chapter 19 for defined terms.



# 88(2)

## Return of Allotment of Shares

*Please complete in typescript, or in bold black capitals.*

CHFP010      **Company Number**      2072534

**Company Name in full**      Henderson Group plc

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### Shares allotted (including bonus shares):

Date or period during which shares were allotted

(if shares were allotted on one date enter that date in the "from" box)

From						To					
Day	Month	Year		Day	Month	Year					
0	1	0	3	2	0	0	6				

Class of shares <i>(ordinary or preference etc)</i>	Ordinary		
Number allotted	29,535		
Nominal value of each share	£0.10		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	£0.824		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

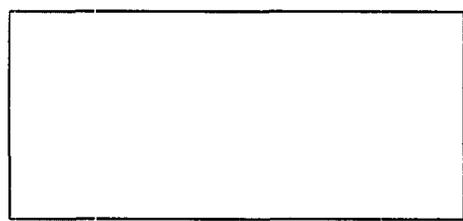
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

*(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)*

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff  
 For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
 For companies registered in Scotland      DX 235 Edinburgh

**Names and addresses of the allottees** (List joint share allotments consecutively) Company No 2072534

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 29,535
Address Greenwood Nominees Limited, 20 Moorgate, London, United Kingdom		
UK postcode   EC2R 6DA		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

0

**Signed** \_\_\_\_\_ **Date** \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Henderson Secretarial Services Limited, 4 Broadgate,	
London, EC2M 2DA, England	
Tel	
DX number	DX exchange





# 88(2)

## Return of Allotment of Shares

*Please complete in typescript,  
or in bold black capitals.*

CHFP010      **Company Number**      2072534

**Company Name in full**      Henderson Group plc

**Shares allotted (including bonus shares):**

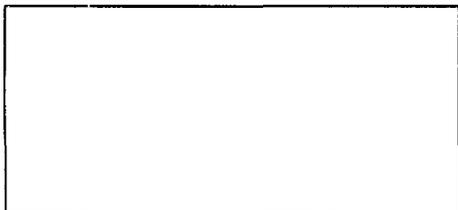
Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To							
	Day	Month	Year	Day	Month	Year					
	0	8	0	3	2	0	0	6			
<b>Class of shares</b> <small>(ordinary or preference etc)</small>	Ordinary										
<b>Number allotted</b>	5,322										
<b>Nominal value of each share</b>	£0.10										
<b>Amount (if any) paid or due on each share</b> <small>(including any share premium)</small>	£0.416										

**List the names and addresses of the allottees and the number of shares allotted to each overleaf**

**If the allotted shares are fully or partly paid up otherwise than in cash please state:**

% that each share is to be treated as paid up     

Consideration for which the shares were allotted  
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)



**When you have completed and signed the form send it to the Registrar of Companies at:**

**Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff**  
For companies registered in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
For companies registered in Scotland      **DX 235 Edinburgh**

**Names and addresses of the allottees** (List joint share allotments consecutively) Company No 2072534

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 5,322
Address HSDL Nominees Limited, Trinity Road, Halifax, United Kingdom		
UK postcode <u>  HX1 2RG  </u>		
Name	Class of shares allotted	Number allotted
Address		
UK postcode <u>                    </u>		
Name	Class of shares allotted	Number allotted
Address		
UK postcode <u>                    </u>		
Name	Class of shares allotted	Number allotted
Address		
UK postcode <u>                    </u>		

Please enter the number of continuation sheets (if any) attached to this form 0

Signed \_\_\_\_\_ Date \_\_\_\_\_  
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Henderson Secretarial Services Limited, 4 Broadgate,	
London, EC2M 2DA, England	
Tel	
DX number	DX exchange





# 88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

2072534

Company Name in full

Henderson Group plc

### Shares allotted (including bonus shares):

	From	To																
	Day    Month    Year	Day    Month    Year																
Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">5</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">3</td> <td style="width: 20px; text-align: center;">2</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">6</td> </tr> </table>	1	5	0	3	2	0	0	6	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 20px;"></td> </tr> </table>								
1	5	0	3	2	0	0	6											

Class of shares <small>(ordinary or preference etc)</small>	Ordinary		
Number allotted	13,335		
Nominal value of each share	£0.10		
Amount (if any) paid or due on each share <small>(including any share premium)</small>	£0.416		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
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Consideration for which the shares were allotted <small>(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)</small>	
---	--

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ    DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland    DX 235 Edinburgh

**Names and addresses of the allottees** (List joint share allotments consecutively) Company No 2072534

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 13,335
Address HSDL Nominees Limited, Trinity Road, Halifax, United Kingdom		
UK postcode   HX1 2RG		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form 0

**Signed** \_\_\_\_\_ **Date** \_\_\_\_\_  
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Henderson Secretarial Services Limited, 4 Broadgate,	
London, EC2M 2DA, England	
Tel	
DX number	DX exchange





# 88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

**Company Number**

2072534

**Company Name in full**

Henderson Group plc

RECEIVED  
 2008 APR 17 11:23  
 OFFICE OF THE REGISTRAR  
 CORPORATE AFFAIRS  
 To

### Shares allotted (including bonus shares):

Date or period during which shares were allotted

(If shares were allotted on one date enter that date in the "from" box)

From						To					
Day	Month	Year	Day	Month	Year						
2	2	03									

Class of shares <i>(ordinary or preference etc)</i>	Number allotted	Nominal value of each share	Amount (if any) paid or due on each share <i>(including any share premium)</i>
Ordinary	26,027	£0.10	£0.416

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

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Consideration for which the shares were allotted

*(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)*


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When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff  
 For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
 For companies registered in Scotland      DX 235 Edinburgh

**Names and addresses of the allottees** (List joint share allotments consecutively) Company No 2072534

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 26,027
Address HSDL Nominees Limited, Trinity Road, Halifax, United Kingdom		
UK postcode <input type="text" value="HX1 2RG"/>		
Name _____	Class of shares allotted _____	Number allotted _____
Address _____		
UK postcode <input type="text"/>		
Name _____	Class of shares allotted _____	Number allotted _____
Address _____		
UK postcode <input type="text"/>		
Name _____	Class of shares allotted _____	Number allotted _____
Address _____		
UK postcode <input type="text"/>		

Please enter the number of continuation sheets (if any) attached to this form 0

Signed \_\_\_\_\_ Date \_\_\_\_\_  
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Henderson Secretarial Services Limited, 4 Broadgate,	
London, EC2M 2DA, England	
Tel	
DX number	DX exchange



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88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

2072534

Company Name in full

Henderson Group plc

## Shares allotted (including bonus shares):

Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	From			To		
	Day	Month	Year	Day	Month	Year
	2	9	03	2	0	06
Class of shares (ordinary or preference etc)	Ordinary					
Number allotted	26,027					
Nominal value of each share	£0.10					
Amount (if any) paid or due on each share (including any share premium)	£0.416					

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

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Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)


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Name	Class of shares allotted	Number allotted
Address		
UK postcode <input type="text"/>		
Name	Class of shares allotted	Number allotted
Address		
UK postcode <input type="text"/>		

Please enter the number of continuation sheets (if any) attached to this form

0

**Signed** \_\_\_\_\_ **Date** \_\_\_\_\_  
A director / secretary / administrator / administrative receiver / receiver manager / receiver

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