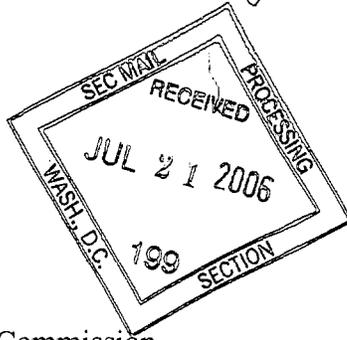


# VEDDER PRICE

JOHN S. MARTEN  
312-609-7753  
jmarten@vedderprice.com



VEDDER, PRICE, KAUFMAN & KAUFMAN  
222 NORTH  
CHICAGO  
312-609-  
FACSIMIL  
  
06015411

OFFICES IN CHICAGO, NEW YORK CITY, AND ROSELAND, NEW JERSEY

July 20, 2006

## VIA FEDEX

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
100 F Street N.E.  
Washington, D.C. 20549

# SUPPL

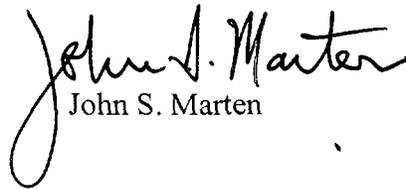
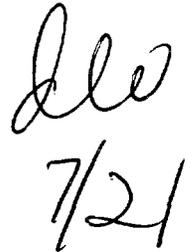
Re: **File No. 82-34758**  
Henderson Group plc (f/k/a HHG plc) Exemption  
Pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended

Ladies and Gentlemen:

This letter is being furnished to the Securities and Exchange Commission (the "Commission") on behalf of Henderson Group plc (f/k/a HHG plc), a company incorporated under the laws of England and Wales ("Henderson"), pursuant to Rule 12g3-2(b)(1)(iii) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As required under the rule, the documents listed on the attached Schedule A includes information that Henderson has made or is required to be made public, distributed to security holders or filed with the UK Listing Authority, the UK Registrar of Companies, the Australian Stock Exchange or the Australian Securities Investment Commission. In accordance with paragraphs (b)(4) and (b)(5) of Rule 12g3-2, this letter and the documents furnished herewith are being furnished with the understanding that such letter and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission, for any purpose, that Henderson is subject to the Exchange Act.

Please feel free to contact me at your earliest convenience if you have any questions or need any additional information. In addition, please date stamp the enclosed copy of this cover letter and return it in the enclosed self-addressed, stamped envelope.

Sincerely,

  
John S. Marten  


**PROCESSED**  
JUL 24 2006  
THOMSON  
FINANCIAL

JSM/ect  
Enclosures  
cc: Kristin Rice  
Mark L. Winget, Esq.

CHICAGO/#138554.11

**SCHEDULE A**

**DOCUMENTS MADE OR REQUIRED TO BE MADE PUBLIC, DISTRIBUTED TO SECURITY HOLDERS OR FILED WITH THE UK LISTING AUTHORITY, THE UK REGISTRAR OF COMPANIES, THE AUSTRALIAN STOCK EXCHANGE OR THE AUSTRALIAN SECURITIES INVESTMENT COMMISSION  
BY HENDERSON GROUP PLC**

- Update of Number of Securities Quoted on ASX dated June 1, 2006
- Update of Number of Securities Quoted on ASX dated July 3, 2006
- Notification of Major Interests in Shares dated June 28, 2006
- Notification of Major Interests in Shares dated June 15, 2006
- Share Repurchase Programme dated July 3, 2006
- Pearl IMAs & trading update dated June 30, 2006
- Notice of Interim Results dated June 9, 2006
- Return of Allotment of Shares dated May 31, 2006
- Return of Allotment of Shares dated May 31, 2006
- Return of Allotment of Shares dated June 1, 2006
- Return of Allotment of Shares dated June 7, 2006
- Return of Allotment of Shares dated June 14, 2006
- Return of Allotment of Shares dated June 21, 2006
- Return of Allotment of Shares dated June 28, 2006
- 363a – Annual Return dated May 29, 2006



Henderson Group plc

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

1 June 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 May 2006.

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  | 626,303,845 At 30 April 2006<br>(101,458) Net transfers<br>626,202,387 At 31 May 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 May 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="760 1255 1036 1297">Number</th> <th data-bbox="1036 1255 1299 1297">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="760 1297 1036 1493">626,202,387</td> <td data-bbox="1036 1297 1299 1493">CDIs</td> </tr> </tbody> </table>	Number	+Class	626,202,387	CDIs
Number	+Class				
626,202,387	CDIs				

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1,154,953,353 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 +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +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 +security holders who will not be sent new issue documents  
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 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?  |  |

---

+ See chapter 19 for defined terms.

32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?

33 <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

---

<sup>+</sup> 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:

- the date from which they do
- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

---

## 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.

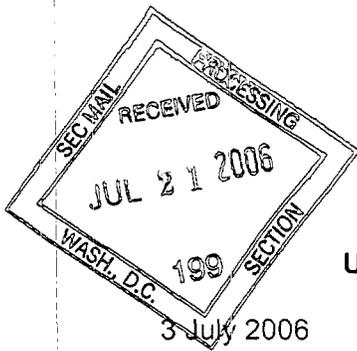
Sign here: ..... Date: 1 June 2006.....  
(Deputy Company secretary)

Print name: Wendy King

====

---

+ See chapter 19 for defined terms.



**Henderson Group plc**

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

3 July 2006

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

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  | 626,202,387 At 31 May 2006<br><u>19,035,343</u> Net transfers<br>645,237,730 At 30 June 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 June 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="760 1262 1036 1293">Number</th> <th data-bbox="1036 1262 1299 1293">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="760 1293 1036 1488">645,237,730</td> <td data-bbox="1036 1293 1299 1488">CDIs</td> </tr> </tbody> </table>	Number	+Class	645,237,730	CDIs
Number	+Class				
645,237,730	CDIs				

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1,155,140,983 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 +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +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 +security holders who will not be sent new issue documents  
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 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 |  |
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---

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

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*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

---

+ 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:

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- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
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relation to the next dividend,  
distribution or interest payment

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now

Example: In the case of restricted securities, end of  
restriction period

(if issued upon conversion of  
another security, clearly identify that  
other security)

	Number	+Class
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---

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- 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: ..... Date: 3 July 2006.....  
(~~Director~~/Deputy Company secretary)

Print name: Wendy King

====

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+ See chapter 19 for defined terms.

Henderson Group plc

28 June 2006



Attached is a notification which was required to be announced under London Stock Exchange Listing Rules.

## SCHEDULE 10

### NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company

Henderson Group plc

2. Name of shareholder having a major interest

The Goldman Sachs Group Inc

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

Notification is in respect of the shareholder named above

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

As in 2 above

5. Number of shares / amount of stock acquired

Not notified

6. Percentage of issued class

-

7. Number of shares / amount of stock disposed

Not notified

8. Percentage of issued class

-

9. Class of security

Ordinary shares

10. Date of transaction

Not notified

11. Date company informed

28 June 2006

12. Total holding following this notification

No longer has a disclosable interest

13. Total percentage holding of issued class following this notification

-

14. Any additional information

N/A

15. Name of contact and telephone number for queries

Mrs W J King – 020 7818 4233

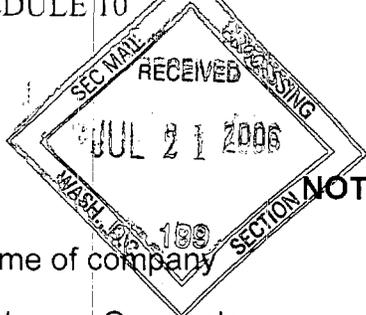
16. Name and signature of authorised company official responsible for making this notification

Mrs W J King – Deputy Company Secretary

Date of notification

28 June 2006

The FSA does not give any express or implied warranty as to the accuracy of this document or material and does not accept any liability for error or omission. The FSA is not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this document, or any material contained in it, or from any action or decision taken as a result of using this document or any such material.



**SCHEDULE 10**

**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

1. Name of company  
 Henderson Group plc

2. Name of shareholder having a major interest  
 The Goldman Sachs Group Inc

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

Notification is in respect of the shareholder named above, with registered holders as in 4 below.

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

Goldman Sachs International	32,833,348
Goldman Sachs Securities (Nominees) Ltd	3,684,600

5. Number of shares / amount of stock acquired  
 Not notified

6. Percentage of issued class

-

7. Number of shares / amount of stock disposed  
 Not notified

8. Percentage of issued class

-

9. Class of security  
 Ordinary shares

10. Date of transaction  
 Not notified

11. Date company informed  
 14 June 2006

12. Total holding following this notification

36,517,948

13. Total percentage holding of issued class following this notification

3.16%

14. Any additional information

N/A

15. Name of contact and telephone number for queries

Mrs W J King – 020 7818 4233

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

Mrs W J King – Deputy Company Secretary

Date of notification

15 June 2006

The FSA does not give any express or implied warranty as to the accuracy of this document or material and does not accept any liability for error or omission. The FSA is not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this document, or any material contained in it, or from any action or decision taken as a result of using this document or any such material.

### Share repurchase programme

3 July 2006

Henderson Group plc announces that it has commenced a programme to buy back shares during the period 3 July 2006 to 25 August 2006, when Henderson Group will announce its first half 2006 results. The shares purchased are for the purpose of funding its employee-based share schemes. The shares will be held in treasury. The buy back programme will be managed by an independent third party, which makes its trading decisions in relation to Henderson Group's securities independently of, and uninfluenced, by Henderson Group.

Any share purchases will be effected within certain pre-set parameters, and in accordance with both the Company's general authority to repurchase shares and Chapter 12 of the Listing Rules.

The purchase of these shares does not affect the Company's plans to return surplus capital of approximately £200 million, as previously indicated, in the second half of 2006.

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

#### For further information:

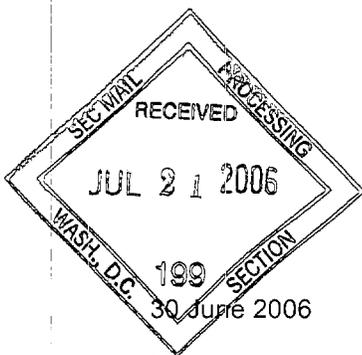
[www.henderson.com](http://www.henderson.com) or

Wendy King  
Deputy Company Secretary

+44 20 7818 4233  
[wendy.king@henderson.com](mailto:wendy.king@henderson.com)

Mav Wynn  
Henderson Group plc  
Head of Investor Relations

+44 (0)20 7818 5135  
[mav.wynn@henderson.com](mailto:mav.wynn@henderson.com)



# Henderson Group plc

## Pearl IMAs & trading update

Henderson Group announces today that it has entered into a number of new Investment Management Agreements (IMAs) and other related agreements with Pearl. The key terms of the new agreements are set out below:

- The overall impact on Henderson Group earnings from the new agreements with Pearl is expected to be broadly neutral during the period up to April 2015, relative to previous assumptions.
- Pearl will continue to use Henderson Global Investors (Henderson) as a fund manager, but will now have more market flexibility to withdraw and/or re-allocate assets between investment capabilities.
- Henderson has agreed a schedule of fees for the management of Pearl's listed assets. If actual fees fall below certain thresholds, Pearl agrees to pay compensation payments to Henderson to make good the shortfall, until April 2015. Pearl can terminate the new IMAs on three months' notice, but the compensation payments will still be payable to Henderson in all but a very limited number of exceptional circumstances.
- There also exists a realistic opportunity for Henderson to earn performance fees on top of the management fees for listed assets.
- Management of direct property investments (AUM: £466 million at 31 May 2006) and European private equity (AUM: £156 million at 31 May 2006) will be transferred to Pearl, although Pearl will continue to hold investments in Henderson's range of property funds and Henderson will continue to manage Pearl's remaining interests in private equity funds.
- Pearl Group Limited will receive a payment from Henderson, of approximately £12 million, in full and final settlement of all claims relating to non-tax warranties outstanding under the sale of the Life Services business agreement entered into last year. This will be deducted from the £50 million already held by Henderson Group on its balance sheet against warranties and indemnities given as part of the sale agreement.

Henderson Group will report its 2006 half-year results on 25 August 2006. Despite recent market volatility, Henderson Group continues to perform strongly. In particular:

- Henderson is on track to beat its 74% cost to income ratio target for 2006 and, assuming benign markets, our objective is to improve this ratio further. We will provide a new target for 2007 when we report our 2006 half-year results.
- Subject to shareholder and UK Court approval, approximately £200 million surplus capital will be returned to shareholders by the end of October.

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

- In conjunction with this return of surplus capital, Henderson Group has agreed with its Pension Scheme Trustees to contribute £80 million, in excess of regular contributions, over the next two years towards the Scheme's deficit, to strengthen its mortality provisions and to re-orientate the Scheme's investment strategy to a liability driven investment approach. £40 million of this amount was provided for under IAS principles on the 31 December 2005 balance sheet and, as previously announced, the Towry Law UK sale proceeds have been earmarked to fund the balance of the additional contributions.
- In addition, the Board continues to review the efficiency of the Henderson Group balance sheet. The Board is in the process of considering a further capital return in 2007, subject to finalisation by the regulatory authorities of the new Capital Requirements Directive, gearing the Group balance sheet to a prudent degree and benign market conditions.

Comment from Chief Executive, Roger Yates: "Overall, the new IMAs are a satisfactory outcome for both parties. Pearl achieves more flexibility over assets under management and we achieve certainty of revenues and a realistic opportunity to earn performance fees. The new agreements provide a sustainable basis for the relationship over the next nine years. Meanwhile, Henderson's business performance continues to improve and we remain confident that we will show further good growth this year."

Jonathan Moss, Managing Director Pearl Assurance commented: "We are pleased to have reached agreement with Henderson on a new series of Investment Management Agreements. These address the matters raised by Pearl with Henderson earlier this year. We look forward to a long and successful relationship with Henderson in the future."

#### **Details of teleconference on Monday, 3 July:**

Conference title: Henderson Group  
Chairperson: Roger Yates

#### **Australia – 5.00 pm (Sydney time), 8.00 am (London time)**

From  
Australia 1800 9890 15 (free call)  
United Kingdom 0500 5510 88 (free call)  
All other countries +44 (0)20 7162 0125 (this is not a free call)

#### **Notes to editors**

##### **About Henderson Group plc**

Henderson Group plc is headquartered in London and listed on the London and Australian stock exchanges. It is a member of both the FTSE 250 and the ASX 200 indices. Henderson Group consists of Henderson Global Investors, a leading European based investment manager with over £67.7 billion of assets under management and the Corporate office.

As at 31 December 2005, Pearl Group's assets managed by Henderson Global Investors were £28.0 billion.

The focus of the Group is to build the asset management operations into a more profitable and valuable business.

**About the sale of the Life Services business**

Further information can be found in the Circular sent to shareholders in early 2005.  
This document is available from the Henderson Group website.

**Further information**

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

**Investor enquiries**

Mav Wynn

Henderson Group Head of Investor Relations +44 20 7818 5135  
[investor.relations@henderson.com](mailto:investor.relations@henderson.com)

**Media enquiries**

***United Kingdom – Finsbury***

Andrew Mitchell

+44 20 7251 3801

***Australia - Cannings***

Gloria Barton

+61 2 9252 0622



# Henderson Group plc

## Notice of interim results

9 June 2006

Henderson Group plc will announce its interim results for the six months ending 30 June 2006 on Friday, 25 August 2006.

### **Further information**

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

#### **Investor enquiries**

Mav Wynn

Henderson Group Head of Investor Relations

+44 20 7818 5135

[investor.relations@henderson.com](mailto:investor.relations@henderson.com)

#### **Media enquiries**

***United Kingdom – Finsbury***

Andrew Mitchell

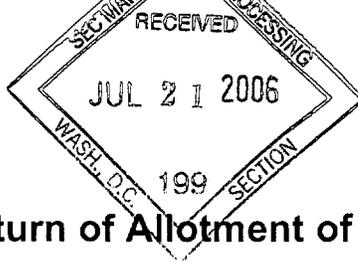
+44 20 7251 3801

***Australia – Cannings***

Peter Brookes

+61 2 9252 0622

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



**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
	3	1	05	2	0	06
<b>Class of shares</b> <small>(ordinary or preference etc)</small>	Ordinary					
<b>Number allotted</b>	6,670					
<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**

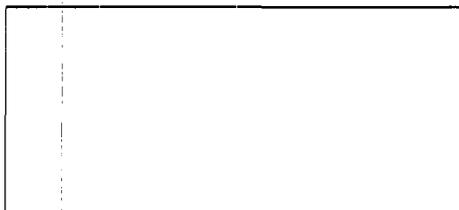
**If the allotted shares are fully or partly paid up otherwise than in cash please state:**

% that each share is to be treated as paid up

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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)

**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**

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 6,670
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





**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
	3	1	05	2	0	06
<b>Class of shares</b> <small>(ordinary or preference etc)</small>	Ordinary					
<b>Number allotted</b>	3,032					
<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					

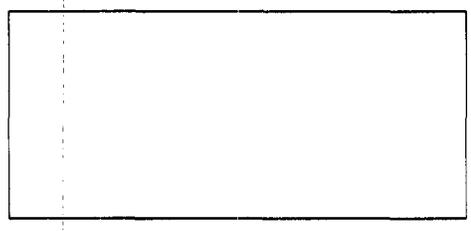
**List the names and addresses of the allottees and the number of shares allotted to each overleaf**

**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

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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)

**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)

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 3,032
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		
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
	01	06	2006			
Class of shares <small>(ordinary or preference etc)</small>	Ordinary					
Number allotted	58,071					
Nominal value of each share	£0.10					
Amount (if any) paid or due on each share <small>(including any share premium)</small>	£0.0773					

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

[Empty box for signature]

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 DX 235 Edinburgh
For companies registered in Scotland

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 58,071
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		
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

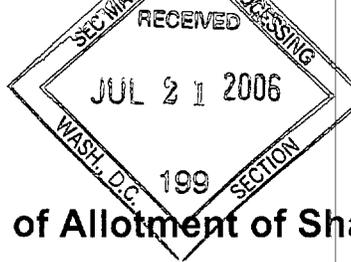
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

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



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OneWorld



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):

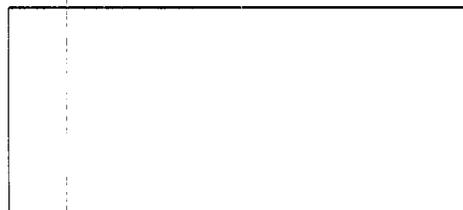
Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	07	06	2006			
Class of shares <small>(ordinary or preference etc)</small>	Ordinary					
Number allotted	19,177					
Nominal 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>	



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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)

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 19,177
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		
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





**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
1	4	06	2	0	06

To		
Day	Month	Year

**Class of shares**  
*(ordinary or preference etc)*

Ordinary			
Number allotted	4,848		
Nominal value of each share	£0.10		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	£416.00		

**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 89(3) if the contract is not in writing)*




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**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)*

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 4,848
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		
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





**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/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	1	0 6	2	0	0 6

Day	Month	Year

Class of shares

*(ordinary or preference etc)*

Ordinary

Number allotted

46,741

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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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)

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 46,741
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**     

**Company Name in full**     

### Shares allotted (including bonus shares):

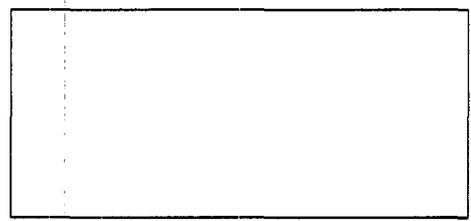
Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	2	8	06	2	0	06
<b>Class of shares</b> <small>(ordinary or preference etc)</small>	Ordinary					
<b>Number allotted</b>	19,726					
<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)

Shareholder details	Shares and share class allotted	
Name THE PUBLIC	Class of shares allotted £0.10 Ordinary	Number allotted 19,726
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





Please complete in typescript,  
or in bold black capitals.

**Annual Return**

CHFP010

**Company Number**

2072534

**Company Name in full**

Henderson Group plc

**Date of this return**

The information in this return is made up to

Day Month Year  
2 9 0 5 2 0 0 6

**Date of next return**

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year  
| | | | | | | |

**Registered Office**

Show here the address at the date of this return.

4 Broadgate

Any change of registered office must be notified on form 287.

Post town

London

County / Region

UK Postcode

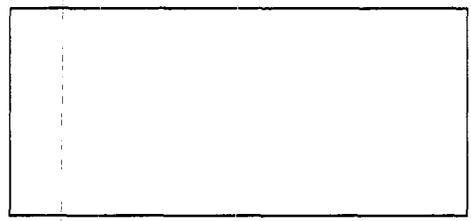
EC2M 2DA

**Principal business activities**

Show trade classification code number(s) for the principal activity or activities.

6512

If the code number cannot be determined, give a brief description of principal activity.



When you have completed and signed the form please 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  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland DX 235 Edinburgh

**Register of members**

If the register of members is not kept at the registered office, state here where it is kept.

Computershare Investor Services Plc, The Pavilions,  
 Bridgwater Road  
 Post town Bristol  
 County / Region \_\_\_\_\_ UK Postcode BS99 7NH

**Register of Debenture holders**

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town \_\_\_\_\_  
 County / Region \_\_\_\_\_ UK Postcode \_\_\_\_\_

**Company type**

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

} Please tick the appropriate box

**Company Secretary**

Details of a new company secretary must be notified on form 288a.

*(Please photocopy this area to provide details of joint secretaries).*

Name \* Style / Title Mr \_\_\_\_\_

Forename(s) Steven John \_\_\_\_\_

\* Voluntary details.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Address Surname O'Brien \_\_\_\_\_

3 The Bennetts, Culberden Down \_\_\_\_\_

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Post town Tunbridge Wells \_\_\_\_\_

County / Region \_\_\_\_\_ UK Postcode TN4 9RX

Country \_\_\_\_\_



**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

<b>Name</b>	* Style / Title	Mr		
		Day	Month	Year
	Date of birth	1   5   0   1   1   9   4   6		
	Forename(s)	Gerald Paul		
	Surname	Aherne		
<b>Address</b>		29 Prices Court, Cotton Row		
	Post town	London		
	County / Region		UK Postcode	SW11 3YR
	Country		Nationality	British
	<b>Business occupation</b>	Fund Manager		

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

\* Voluntary details.

<b>Name</b>	* Style / Title			
		Day	Month	Year
	Date of birth	1   2   0   5   1   9   4   2		
	Forename(s)	Duncan George Robin		
	Surname	Ferguson		
<b>Address</b>		Clive Wood Farm, Clive		
	Post town	Shrewsbury		
	County / Region	Shropshire	UK Postcode	SY4 5PR
	Country	England	Nationality	British
	<b>Business occupation</b>	Actuary		

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

<b>Name</b>	* Style / Title	Mr		
		Day	Month	Year
<b>Date of birth</b>		0	8	0 1 1 9 6 0
<b>Forename(s)</b>	Nicholas Toby			
<b>Surname</b>	Hiscock			
<b>Address</b>	49 Burlington Avenue			
<b>Usual residential address</b>				
<b>Post town</b>	Kew			
<b>County / Region</b>	Surrey	<b>UK Postcode</b>	TW9 4DG	
<b>Country</b>	England	<b>Nationality</b>	English	
<b>Business occupation</b>	Chartered Accountant			

\* Voluntary details.

<b>Name</b>	* Style / Title	Mr		
		Day	Month	Year
<b>Date of birth</b>		1	1	1 2 1 9 5 3
<b>Forename(s)</b>	Anthony Charles			
<b>Surname</b>	Hotson			
<b>Address</b>	Aubrey House, Church Street, Wadenhoe			
<b>Usual residential address</b>				
<b>Post town</b>	Peterborough			
<b>County / Region</b>		<b>UK Postcode</b>	PE8 5ST	
<b>Country</b>	England	<b>Nationality</b>	British	
<b>Business occupation</b>	Consultant			

**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	Mr							
		Day	Month	Year					
	Date of birth	2	3	0	1	1	9	4	8
	Forename(s)	Rupert Lascelles							
	Surname	Pennant-Rea							
Address	59, Cranmer Court, Whiteheads Grove								
	Post town	London							
	County / Region	England	UK Postcode	SW3 3HW					
	Country	United Kingdom	Nationality	British					
	Business occupation	Company Director							

\* Voluntary details.

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title								
		Day	Month	Year					
	Date of birth	1	4	1	0	1	9	3	8
	Forename(s)	David John Seymour							
	Surname	Roques							
Address	High Down, Cokes Lane								
	Post town	Chalfont St Giles							
	County / Region	Buckinghamshire	UK Postcode	HP8 4TQ					
	Country		Nationality	British					
	Business occupation	Company Director							

**Directors**

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Name** \* Style / Title | Mr

Day Month Year

Date of birth | 0 4 | 0 4 | 1 9 5 7

Forename(s) | Roger Philip

Surname | Yates

**Address** | 10 Neville Street, South Kensington

Post town | London

County / Region | UK Postcode | SW7 3AR

Country | England Nationality | British

**Business occupation** | Managing Director

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

\* Voluntary details.

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Name** \* Style / Title |

Day Month Year

Date of birth | | | | | | | |

Forename(s) |

Surname |

**Address** |

Post town |

County / Region | UK Postcode |

Country | Nationality |

**Business occupation** |

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

**Issued share capital**

Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
Ordinary	1,154,943,651	£115,494,365.10
<b>Totals</b>		1,154,943,651 115,494,365.10

**List of past and present shareholders**

*(use attached schedule where appropriate)*  
A full list is required if one was not included with either of the last two returns.

There were no changes in the period

on paper

in another format

A list of changes is enclosed



A full list of shareholders is enclosed



**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

**Signed**

**Date**

† Please delete as appropriate.

† a director / secretary

When you have signed the return send it with the fee to the Registrar of Companies.  
Cheques should be made payable to **Companies House.**

This return includes  continuation sheets.  
*(enter number)*

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

**List of past and present shareholders  
Schedule to form 363a**

CHFP010      **Company Number**    2072534

**Company Name in full**    Henderson Group plc

- > Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- > You must provide a "full list" of all the company shareholders on:
  - The company's first annual return following the incorporation;
  - Every third annual return after a full list has been provided
- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name THE PUBLIC  Address HSDL Nominees Limited, Trinity Road, Halifax, United Kingdom  UK postcode    HX1 2RG	£0.10 Ordinary   Shares Held 1,154,943,651		
Name  Address  UK postcode    _____			
Name  Address  UK postcode    _____			