VIA FEDEX

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

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.

Very truly yours,

Corey L. Zarse

CLZ/kc
Enclosures
cc: Kristin Rice
    Mark L. Winget

CHICAGO/1385554.21
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

- Henderson Group plc – 88(2) Return of Allotment of Shares dated March 30, 2007
- Henderson Group plc – Record and Payment Dates dated April 2, 2007
- Henderson Group plc – Annual Information Update dated April 5, 2007
- Henderson Group plc – 88(2) Return of Allotment of Shares dated April 5, 2007
- Henderson Group plc – 88(2) Return of Allotment of Shares dated April 12, 2007
- Henderson Group plc – Sydney Registered Office Change dated April 23, 2007
- Henderson Group plc – Notification of Major Interests in Shares issuer notified April 23, 2007
- Henderson Group plc – Launch of Debt Issuance dated April 25, 2007
- Henderson Group plc – Change of Director Information dated April 27, 2007
- Henderson Group plc – Publication of Prospectus dated April 27, 2007
- Henderson Group plc – Update of Number of Securities Quoted on ASX, Voting Rights and Capital dated May 1, 2007
Return of Allotment of Shares

Company Number 2072534
Company Name In full Henderson Group plc

Shares allotted (including bonus shares):
(see Guidance Booklet GBAB)

Date or period during which shares were allotted
(If shares were allotted on one date enter that date in the "from" box)

Day 1
Month 0
Year 3

From

Day 2
Month 0
Year 7

To

Class of shares
(ordinary or preference etc)

Ordinary

Number allotted

28,928

Nominal value of each share

£0.10

Amount (if any) paid or due on each share (including any share premium)

£1.4492

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

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

% that each share is to be treated as paid up
% (If any) that each share is to be paid up in cash

Consideration for which the shares were allotted
(This information must be supported by the original or a certified copy of the contract or by Form 88(3) if the contract is not in writing)

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 or LP - 4 Edinburgh 2
<table>
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<tr>
<th>Shareholder details</th>
<th>Shares and share class allotted</th>
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<tbody>
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<td><strong>Class of shares allotted</strong></td>
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<td><strong>Number allotted</strong></td>
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<tr>
<td>Address</td>
<td></td>
</tr>
<tr>
<td>HSDL Nominees Limited, Trinity Road, Halifax, United Kingdom</td>
<td></td>
</tr>
<tr>
<td><strong>UK postcode</strong></td>
<td><strong>Number allotted</strong></td>
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<tr>
<td>HX1 2RG</td>
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<tr>
<td><strong>UK postcode</strong></td>
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</tr>
</tbody>
</table>

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

Signed: _____________________________

Date: _____________________________

Contact Details
You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Tel
DX number DX exchange
Henderson Group plc

Record and payment dates

02 April 2007

Henderson Group plc wishes to confirm the timetable for its proposed final dividend for the year ended 31 December 2006. This includes the dates when the processing of requests by holders of CHESS Depositary Interests (CDIs) to convert CDIs into ordinary shares, or by ordinary shareholders to convert ordinary shares into CDIs, will be suspended.

On 28 February 2007, the Directors announced their recommendation to pay a final dividend in respect of the year ended 31 December 2006 of 2.27 pence* per ordinary share. Payment of this dividend is subject to approval by shareholders at the Annual General Meeting to be held on 3 May 2007.

The timetable is as follows:

Last date for processing requests by CDI holders to convert CDIs into ordinary shares or by ordinary shareholders to convert ordinary shares into CDIs before the payment of dividend: Thu 19 April

CDIs commence trading on the ASX on an ex-dividend basis: Fri 20 April

Ordinary shares commence trading on the LSE on an ex-dividend basis: Wed 25 April

Record date for dividend: Fri 27 April

Processing recommences for requests by CDI holders to convert CDIs into ordinary shares and by ordinary shareholders to convert ordinary shares into CDIs: Wed 30 April

Dividend payment date: Tue 29 May

*For CDI holders, the A$ or the NZ$ equivalent will be confirmed on the record date.

For further information:
www.henderson.com or

Mav Wynn
Head of Investor Relations
mav.wynn@henderson.com
2 April 2007

Copies of the annual report and accounts for the year ended 31 December 2006, the 2007 Annual General Meeting notice, proxy forms and CDI voting forms have today been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility, which is situated at:

Financial Services Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

Telephone: +44(0) 20 7066 1000

These documents are also available on the Company's website at http://www.henderson.com

* * * *

Henderson Group plc
4 Broadgate
London EC2M 2DA
Registered in England
No. 2072534 A6N 30 106 988 836

Contacts
Steven O'Brien
Company Secretary
Henderson Group plc
Ph: 0207 618 4841
NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

1. Name of the issuer

HENDERSON GROUP PLC

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or
(ii) DR 3.1.4R(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or
(iii) both (i) and (ii)

(ii) DIRECTOR

3. Name of person discharging managerial responsibilities/director

NICHOLAS TOBY HISCOCK

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

NOTIFICATION IS IN RESPECT OF THE SHAREHOLDER NAMED IN 2 ABOVE

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

BENEFICIAL

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

ORDINARY SHARES OF TEN PENCE EACH
7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them

NICHOLAS TOBY HISCOCK – 202,703
HARGREAVES LANSDOWN PENSION TRUSTEES LIMITED – 93,245

8. State the nature of the transaction

ACQUISITION OF SHARES ON 2 APRIL 2007 AS A RESULT OF THE VESTING OF SHARES HELD IN THE LONG TERM INCENTIVE SCHEME, AND THE SUBSEQUENT PART SALE.

9. Number of shares, debentures or financial instruments relating to shares acquired

350,724

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

INSIGNIFICANT

11. Number of shares, debentures or financial instruments relating to shares disposed

176,561 ORDINARY SHARES

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

INSIGNIFICANT

13. Price per share or value of transaction

151.8262 PENCE

14. Date and place of transaction

2 APRIL 2007

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

295,948 (OF WHICH 93,245 IS HELD IN A SELF INVESTED PERSONAL PENSION)
16. Date issuer informed of transaction

3 APRIL 2007

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17 Date of grant

N/A.................................

18. Period during which or date on which it can be exercised

N/A.................................

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

N/A.................................

20. Description of shares or debentures involved (class and number)

N/A.................................

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

N/A.................................

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

N/A.................................

23. Any additional information

FOLLOWING THESE TRANSACTIONS NICHOLAS TOBY HISCOCK HAS A CONTINGENT ENTITLEMENT UNDER THE RULES OF THE LONG TERM INCENTIVE PLAN OF 1,868,500 ORDINARY 10 PENCE SHARES

24. Name of contact and telephone number for queries

MRS W J KING – 020 7818 4233
Name and signature of duly authorised officer of issuer responsible for making notification

MRS W J KING, DEPUTY COMPANY SECRETARY

Date of notification

3 APRIL 2007

END
NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

(1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
(2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
(3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
(4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

HENDERSON GROUP PLC

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or

(ii) DR 3.1.4R(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

(ii) DIRECTOR

3. Name of person discharging managerial responsibilities/director

ROGER PHILIP YATES

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

NOTIFICATION IS IN RESPECT OF THE SHAREHOLDER NAMED IN 2 ABOVE

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

BENEFICIAL

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

ORDINARY SHARES OF TEN PENCE EACH

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

AS IN 2 ABOVE
8. State the nature of the transaction

ACQUISITION OF SHARES ON 2 APRIL 2007 AS A RESULT OF THE VESTING OF SHARES HELD IN THE LONG TERM INCENTIVE PLAN AND SUBSEQUENT PART SALE.

9. Number of shares, debentures or financial instruments relating to shares acquired

1,096,011

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

0.12%

11. Number of shares, debentures or financial instruments relating to shares disposed

775,000 ORDINARY SHARES

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

0.09%

13. Price per share or value of transaction

151.8262 PENCE

14. Date and place of transaction

2 APRIL 2007

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

1,552,661

16. Date issuer informed of transaction

3 APRIL 2007
If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17. Date of grant

N/A ......................................

18. Period during which or date on which it can be exercised

N/A ......................................

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

N/A ......................................

20. Description of shares or debentures involved (class and number)

N/A ......................................

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

N/A ......................................

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

N/A ......................................

23. Any additional information

FOLLOWING THESE TRANSACTIONS ROGER PHILIP YATES HAS A CONTINGENT ENTITLEMENT UNDER THE RULES OF THE LONG TERM INCENTIVE PLAN OF 5,337,000 ORDINARY 10 PENCE SHARES

24. Name of contact and telephone number for queries

MRS W J KING – 020 7818 4233

Name and signature of duly authorised officer of issuer responsible for making notification

MRS W J KING, DEPUTY COMPANY SECRETARY

Date of notification

3 APRIL 2007

END
Pursuant to United Kingdom Prospectus Rule 5.2, Henderson Group plc sets out below a brief description of the information published throughout the twelve months ended 4 April 2006 by the Company. Further details on the information may be obtained from the Company. All information was notified to a RIS in London and Australia. Some of the information referred to below was provided as at a specific date and may now be out of date.

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<td>Schedule 10 - Perennial Group</td>
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<td>CDI Update for June 2005</td>
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<td>Transition to IFRS</td>
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<td>Schedule 11 notification</td>
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<td>11:06 09-Jun-05</td>
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<td>Schedule 10 Notification</td>
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<tr>
<td>16:45 17-May-05</td>
<td>Block listing application</td>
</tr>
<tr>
<td>17:30 16-May-05</td>
<td>AGM notice of meeting</td>
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</table>
13:17 13-May-05  Schedule 10 - AMP Limited
10:52 12-May-05  Henderson Group plc Sch. 10
09:45 05-May-05  Schedule 10 Notification
18:16 04-May-05  Director Shareholding
18:12 04-May-05  Director shareholding
11:09 04-May-05  Update to Number of CDIs
11:05 28-Apr-05  Schedule 10 Notification
07:30 26-Apr-05  Restoration - Henderson Grp
17:13 25-Apr-05  Court approval of Reduction

- ENDS -

For further information, please contact:

Sonia Whiteside
Assistant Group Company Secretary
Telephone: 020 7818 4768
Return of Allotment of Shares

Company Number
2072534

Company Name in full
Henderson Group plc

Shares allotted (including bonus shares):
(see Guidance Notelet GBAG)

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<tr>
<th>Class of shares</th>
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<th>To</th>
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<tr>
<td>Ordinary</td>
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Date or period during which shares were allotted
(if shares were allotted on one date enter that date in the "from" box)

Number allotted
8,771

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 and class of shares allotted to each overleaf:

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in cash please state:
% that each share is to be treated as paid up
% (if any) that each share is to be paid up in cash

Consideration for which the shares were allotted
(This information must be supported by the original or a certified copy of the contract or by Form 88(3) If the contract is not in writing)

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 or LP - 4 Edinburgh 2
### Shareholder details

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<thead>
<tr>
<th>Name(s)</th>
<th>THE PUBLIC</th>
</tr>
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<tbody>
<tr>
<td>Address</td>
<td>HSBD Nominees Limited, Trinity Road, Halifax, United Kingdom</td>
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<tr>
<td>UK postcode</td>
<td>HX1 2RG</td>
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Please enter the number of continuation sheets (if any) attached to this form

**Signed**

**Date**

**Contact Details**

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

- Henderson Secretarial Services Limited, 4 Broadgate,
  - London, EC2M 2DA, England
  - Tel
  - DX number
  - DX exchange
Return of Allotment of Shares

Company Number

Henderson Group plc

Company Name in full

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)

Class of shares:

(ordinary or preference etc)

Number allotted

1,221

Nominal value of each share

£0.10

Amount (if any) paid or due on each share (including any share premium)

£0.696

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

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

% that each share is to be treated as paid up
% (if any) that each share is to be paid up in cash

Consideration for which the shares were allotted

(This information must be supported by the original or a certified copy of the contract or by Form 88(3) if the contract is not in writing)

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

DX 235 Edinburgh or LP - 4 Edinburgh 2

for companies registered in Scotland
Names and addresses of the allottees

<table>
<thead>
<tr>
<th>Shareholder details</th>
<th>Shares and share class allotted</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Name(s)</strong></td>
<td><strong>Class of shares allotted</strong></td>
</tr>
<tr>
<td>THE PUBLIC</td>
<td><strong>Number allotted</strong></td>
</tr>
<tr>
<td>Address</td>
<td></td>
</tr>
<tr>
<td>HSDB Nominees Limited, Trinity Road, Halifax, United Kingdom</td>
<td></td>
</tr>
<tr>
<td>UK postcode</td>
<td>HX1 2RG</td>
</tr>
<tr>
<td><strong>Name(s)</strong></td>
<td><strong>Class of shares allotted</strong></td>
</tr>
<tr>
<td>Address</td>
<td><strong>Number allotted</strong></td>
</tr>
<tr>
<td>UK postcode</td>
<td></td>
</tr>
<tr>
<td><strong>Name(s)</strong></td>
<td><strong>Class of shares allotted</strong></td>
</tr>
<tr>
<td>Address</td>
<td><strong>Number allotted</strong></td>
</tr>
<tr>
<td>UK postcode</td>
<td></td>
</tr>
<tr>
<td><strong>Name(s)</strong></td>
<td><strong>Class of shares allotted</strong></td>
</tr>
<tr>
<td>Address</td>
<td><strong>Number allotted</strong></td>
</tr>
<tr>
<td>UK postcode</td>
<td></td>
</tr>
</tbody>
</table>

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

Signed

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

Date

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Tel
DX number
DX exchange

Page 2
Henderson Group plc

Debt issuance

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES, CANADA OR JAPAN.

16 April 2007

Henderson Group plc (the ‘Issuer’) announces today a proposed offering (the ‘Offering’) of approximately GBP150 million of senior bonds, to be listed on the London Stock Exchange, with a maturity of 5 years. The Issuer has mandated The Royal Bank of Scotland Plc (‘RBS’) and UBS Limited (‘UBS’) to act as joint lead managers (the ‘Joint Lead Managers’) of the Offering.

The Offering, which will be unrated, will be launched, subject to market conditions, following an investor roadshow in the UK during this week.

For further information:
www.henderson.com or

Mav Wynn
Head of Investor Relations
maw.wynn@henderson.com

This announcement does not constitute or form part of an offer to sell or issue, or any solicitation of an offer to buy or subscribe for, any securities referred to herein in the United States, Canada, Australia, Japan or in any other jurisdiction.
Sydney registered office change

23 April 2007

The Company's registered office address in Australia has changed to:
Level 5
Deutsche Bank Place
126 Phillip Street
Sydney NSW 2000

The Company's registered office in the UK, and its head office, is unchanged:
4 Broadgate
London
EC2M 2DA

For further information
www.henderson.com or

Wendy King
Henderson Group plc
Deputy Company secretary

+44 (0)20 7818 4233
wendy.king@henderson.com
TR-1: NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:
   Henderson Group plc

2. Reason for the notification (please tick the appropriate box or boxes)

- An acquisition or disposal of voting rights [X]
- An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached
- An event changing the breakdown of voting rights
- Other (please specify):

3. Full name of person(s) subject to the notification obligation:
   AMP Limited, AMP Life Limited and AMP Capital Investors Limited

4. Full name of shareholder(s) (if different from 3.):
   Stichting Pensionfonds Hoogovens, Stichting Pensionfonds ABP, Queensland Local Government Superannuation Board, Public Sector Super Scheme, State Authority Superannuation Enhanced Index Share Fund, Government Employees Superannuation Board, Commonwealth Bank Officers Superannuation Corporation Pty Limited as trustee for the Officers' Superannuation Fund, Telstra Super Pty Limited and Equipsuper
5. Date of the transaction (and date on which the threshold is crossed or reached): 19 April 2007

6. Date on which issuer notified: 23 April 2007

7. Threshold(s) that is/are crossed or reached: 5%

8. Notified details:

A: Voting rights attached to shares

<table>
<thead>
<tr>
<th>Class/type of shares if possible using the ISIN CODE</th>
<th>Situation previous to the Triggering transaction</th>
<th>Resulting situation after the triggering transaction</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>Number of Voting Rights</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ordinary shares (via CHESS Depository Interests)</td>
<td>44,463,729</td>
<td>44,463,729</td>
</tr>
</tbody>
</table>

B: Financial Instruments

Resulting situation after the triggering transaction

<table>
<thead>
<tr>
<th>Type of financial instrument</th>
<th>Expiration date</th>
<th>Exercise/ Conversion Period/ Date</th>
<th>Number of voting rights that may be acquired if the instrument is exercised/ converted.</th>
<th>% of voting rights</th>
</tr>
</thead>
</table>

Total (A+B)

<table>
<thead>
<tr>
<th>Number of voting rights</th>
<th>% of voting rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>45,494,031</td>
<td>5%</td>
</tr>
</tbody>
</table>
9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

AMP Life Limited is an indirect wholly owned subsidiary of AMP Limited.
AMP Capital Investors Limited is an indirect wholly owned subsidiary of AMP Limited.

<table>
<thead>
<tr>
<th>Proxy Voting:</th>
</tr>
</thead>
<tbody>
<tr>
<td>10. Name of the proxy holder:</td>
</tr>
<tr>
<td>11. Number of voting rights proxy holder will cease to hold:</td>
</tr>
<tr>
<td>12. Date on which proxy holder will cease to hold voting rights:</td>
</tr>
<tr>
<td>13. Additional information:</td>
</tr>
<tr>
<td>14. Contact name:</td>
</tr>
<tr>
<td>15. Contact telephone number:</td>
</tr>
</tbody>
</table>
Henderson Group plc

Launch of Debt issuance

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES, CANADA OR JAPAN.

25 April 2007

Further to the announcement of 16 April 2007, Henderson Group plc confirms today the pricing of an issue of £175 million senior unrated notes due 2 May 2012 (the "Notes"), at 125bps over the 5.00% 2012 UK Gilt. The Notes are expected to be issued on or about 2 May 2007 and the proceeds will be used for general corporate purposes. The joint lead managers of the issuance are The Royal Bank of Scotland plc and UBS Limited.

Application will be made to the UK Listing Authority and the London Stock Exchange to list and trade the Notes with effect from the issue date.

A prospectus, setting out full details of the Notes, is expected to be lodged on the London Stock Exchange and Australian Securities Exchange on or around Friday, 27 April 2007, following approval by the UK Listing Authority.

Henderson Group plc
4 Broadgate
London EC2M 2DA
Registered in England
No. 2072534
ABN 30 109 988 836

For further information:
www.henderson.com or

Mav Wynn
Head of Investor Relations
mawynn@henderson.com

This announcement does not constitute or form part of an offer to sell or issue, or any solicitation of an offer to buy or subscribe for, any securities referred to herein in the United States, Canada, Australia, Japan or in any other jurisdiction.
Henderson Group plc

Dividend rates

27 April 2007

Henderson Group plc wishes to confirm that shareholders on the register at 5.00pm today, the Record Date, will be entitled to a dividend in respect of the six months ended 31 December 2006 of 2.27 pence per ordinary share. For holders of CHESS Depositary Interests (CDIs), the A$ or the NZ$ equivalent will be 5.457323 cents (Australia) and 6.098076 cents (New Zealand) per CDI respectively.

Payment of the dividend is subject to approval by shareholders at the Annual General Meeting to be held on 3 May 2007. If approved, the dividend is expected to be paid on 29 May 2007.

The timetable is as follows:

Record Date for dividend                                      Fri 27 April
Processing recommences for requests by CDI holders to convert CDIs into ordinary shares and by ordinary shareholders to convert ordinary shares into CDIs    Mon 30 April
Dividend payment date                                         Tue 29 May

*The exchange rates that have been applied in translating the dividend amount are as follows: £1 = A$2.404107 and £1 = NZ$2.686377.

Henderson Group plc
4 Broadgate
London EC2M 2DA
Registered in England
No. 2072534
ABN 30 106 988 838

For further information:
www.henderson.com or

Mav Wynn
Head of Investor Relations
mav.wynn@henderson.com
Change of Director Information

27 April 2007

Notification is made in accordance with LR 9.6.14, that Henderson Group plc has been informed that Mr Rupert Pennant-Rea has retired as a Non-Executive Director of British American Tobacco p.l.c.

Wendy King
Henderson Group plc
Deputy Company secretary

+44 (0)20 7818 4233
wendy.king@henderson.com
Publication of prospectus

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES, CANADA OR JAPAN.

27 April 2007

The following prospectus has been approved by the UK Listing Authority and is available at the UK Listing Authority's Document Viewing Facility:

Prospectus for Henderson Group plc £175,000,000 6.50 per cent Notes due May 2012.

To view the full document, please paste the following URL into the address bar of your browser:


For further information:
www.henderson.com or

Mav Wynn
Head of Investor Relations
mav.wynn@henderson.com

This announcement does not constitute or form part of an offer to sell or issue, or any solicitation of an offer to buy or subscribe for, any securities referred to herein in the United States, Canada, Australia, Japan or in any other jurisdiction.
Update of number of securities quoted on ASX,
Voting Rights and Capital

1 May 2007

The attached form provides an update to the number of CDIs quoted on the ASX and
the net transfers from the CDI register during April 2007.

In conformity with Rule 5.6.1 of the UK Disclosure and Transparency Rules we would
also like to notify the market of the following:

At 30 April 2007, Henderson Group plc's capital consisted of 902,190,614 shares

Therefore, the total number of voting rights in Henderson Group plc was 899,818,215
as at 30 April 2007.

The above figure, 899,818,215, may be used by shareholders as the denominator for
the calculations by which they will determine if they are required to notify their
interest in, or a change to their interest in, Henderson Group plc under the FSA's
Disclosure and Transparency Rules.
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.


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

   CHESS Depositary Interests (CDIs)

2  Number of *securities issued or to be issued (if known) or maximum number which may be issued

   595,466,878  At 31 March 2007
   (8,822,166)  Net transfers
   586,644,712  At 30 April 2007

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.

01/01/2003
4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?

Yes

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

5 Issue price or consideration

N/A

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Net transfers of securities between CDIs and ordinary shares listed on LSE

7 Dates of entering *securities into uncertificated holdings or despatch of certificates

Various dates during April 2007

8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)

<table>
<thead>
<tr>
<th>Number</th>
<th>*Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>586,644,712</td>
<td>CDIs</td>
</tr>
</tbody>
</table>

* See chapter 19 for defined terms.
9 Number and *class of all
*securities not quoted on ASX
(including the securities in clause
2 if applicable)

<table>
<thead>
<tr>
<th>Number</th>
<th>Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>902,190,614</td>
<td>Fully paid ordinary shares quoted on the LSE</td>
</tr>
</tbody>
</table>

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.

01/01/2003
<table>
<thead>
<tr>
<th></th>
<th>Questions</th>
</tr>
</thead>
<tbody>
<tr>
<td>20</td>
<td>Names of any underwriters</td>
</tr>
<tr>
<td>21</td>
<td>Amount of any underwriting fee or commission</td>
</tr>
<tr>
<td>22</td>
<td>Names of any brokers to the issue</td>
</tr>
<tr>
<td>23</td>
<td>Fee or commission payable to the broker to the issue</td>
</tr>
<tr>
<td>24</td>
<td>Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders</td>
</tr>
<tr>
<td>25</td>
<td>If the issue is contingent on *security holders’ approval, the date of the meeting</td>
</tr>
<tr>
<td>26</td>
<td>Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled</td>
</tr>
<tr>
<td>27</td>
<td>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</td>
</tr>
<tr>
<td>28</td>
<td>Date rights trading will begin (if applicable)</td>
</tr>
<tr>
<td>29</td>
<td>Date rights trading will end (if applicable)</td>
</tr>
<tr>
<td>30</td>
<td>How do *security holders sell their entitlements in full through a broker?</td>
</tr>
<tr>
<td>31</td>
<td>How do *security holders sell part of their entitlements through a broker and accept for the balance?</td>
</tr>
</tbody>
</table>

* 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

+ See chapter 19 for defined terms.
**Entities that have ticked box 34(b)**

<table>
<thead>
<tr>
<th>Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>38</td>
<td>Number of securities for which quotation is sought</td>
</tr>
<tr>
<td>39</td>
<td>Class of securities for which quotation is sought</td>
</tr>
<tr>
<td>40</td>
<td>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</td>
</tr>
<tr>
<td></td>
<td>If the additional securities do not rank equally, please state:</td>
</tr>
<tr>
<td></td>
<td>• the date from which they do</td>
</tr>
<tr>
<td></td>
<td>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</td>
</tr>
<tr>
<td></td>
<td>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</td>
</tr>
<tr>
<td>41</td>
<td>Reason for request for quotation now</td>
</tr>
<tr>
<td></td>
<td>Example: In the case of restricted securities, end of restriction period</td>
</tr>
<tr>
<td></td>
<td>(if issued upon conversion of another security, clearly identify that other security)</td>
</tr>
<tr>
<td>42</td>
<td>Number and class of all securities quoted on ASX (including the securities in clause 38)</td>
</tr>
</tbody>
</table>

+ See chapter 19 for defined terms.

01/01/2003  Appendix 3B Page 7
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 May 2007..........

(Business/Deputy Company Secretary)

Print name: Wendy King

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