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Return of Allotment of Shares

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Company Number

02072534

Company Name

HENDERSON GROUP PLC

in full:

Shares Allotted (including bonus shares)

Date or period during To From which shares were allocated 31/10/2006 31/10/2006

Class of shares **ORDINARY** Number allotted 45298 Currency **GBP** Nominal value of 0.10

each share

Amount paid or due on each share

(including any share premium)

0.10

No shares allocated other than for cash

Names, addresses and share details of the allottees

Name THE PUBLIC Address: **HSDL NOMINEES LIMITED** Class of shares allotted **ORDINARY** Number allotted 45298

TRINITY ROAD

HALIFAX

UNITED KINGDOM HX1

2RG

Authorisation

Authoriser Designation: SECRETARY Date Authorised: 09/11/2006 Authenticated: Yes (E/W)