

Annual General Meeting

30 April 2015

Henderson Group plc holds its 2015 Annual General Meeting today.

The scripts for the opening addresses by the Chairman and the Chief Executive are attached.

Part one: Henderson Group Chairman's address to Shareholders.

Part two: Henderson Group Chief Executive's address to Shareholders.

* * *

Investor enquiries

Miriam McKay
Head of Investor Relations

+44 (0) 20 7818 2106
miriam.mckay@henderson.com

Louise Curran
Investor Relations Manager

+44 (0) 20 7818 5927
louise.curran@henderson.com

Media enquiries

Angela Warburton
Head of Communications

+44 (0) 20 7818 3010
angela.warburton@henderson.com

United Kingdom: Maitland
Peter Ogden
George Trefgarne
+44 (0) 20 7379 5151

Australia: Cannings
Luis Garcia
+61 (0) 2 8284 9911

About Henderson

Henderson is an independent global asset manager, specialising in active investment. Named after its first client and founded in 1934, Henderson is a client-focused global business with over 900 employees worldwide and assets under management of £89.4bn (31 March 2015). Its core areas of investment expertise are European equities, global equities, global fixed income, multi-asset and alternatives.

Henderson is dual-listed on the Australian Securities Exchange (ASX) and the London Stock Exchange (LSE) and has a market capitalisation of approximately £3.3bn (24 April 2015).

Further information can be found at www.henderson.com/IR.

Forward-looking statements and other important information

This announcement contains forward-looking statements with respect to the financial condition, results and business of Henderson Group plc. By their nature, forward-looking statements involve risk and uncertainty because they relate to events, and depend on circumstances, that will occur in the future. Henderson's actual future results may differ materially from the results expressed or implied in these forward-looking statements. Nothing in this announcement should be construed as a profit forecast.

The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement. Nothing in this announcement should be construed as or is intended to be a solicitation for or an offer to provide investment advisory services.

Chairman's Address

Henderson celebrated its 80th birthday in 2014, which gave us the opportunity to appreciate our heritage as well as look forward to the future.

A unifying theme throughout our 80 year history has been our focus on our clients, which we celebrate and commemorate in this year's Annual Report.

When Henderson was founded in 1934, it wasn't named after a fund manager, an executive or an office location.

It was named after our first client, Alexander Henderson.

We continue to serve the Henderson family to this day.

The privilege of being trusted with our clients' money, and the stewardship responsibility this brings, are fundamental to the way we do business.

I see it as a key part of the Board's role to set a clear tone from the top, and to reinforce a client-centric attitude across the firm.

Customer interests and treating customers fairly featured regularly on this year's Board agenda, as did items designed to ensure clear strategic focus and rigorous implementation of strategy, for the benefit of our clients.

When the next instalment of Henderson's corporate history is written, I would like to think that 2014 will be remembered as a year of disciplined investment to fulfil our responsibility to serve our clients.

We took decisions to continue to build our investment management capabilities, to support geographic expansion in North America and Australia, and to continue to invest in global platforms.

Most of our investments focused on organic growth, but these initiatives were supplemented in October 2014 by the acquisition of Geneva Capital Management, to accelerate our progress in North America.

The launch of TIAA Henderson Real Estate in April 2014 marked the start of our staged strategic withdrawal from direct involvement in property as an asset class, recognising that clients need support from a much larger partner with substantial capital resources to stimulate future growth.

We announced the sale of our residual 40% holding in TH Real Estate on Tuesday to our joint venture partner, US fund manager TIAA-CREF, giving them 100% ownership.

While we will no longer be a shareholder in TH Real Estate, our partnership with them will continue, because they sub-advise our highly successful UK Property fund.

During 2014, the Henderson Board took decisions to restructure our involvement in two less liquid asset classes - Property and Private Equity.

Our Private Equity business is now in run-off, following the Initial Public Offering in February 2015 of a major fund asset, John Laing Group plc.

We recognise that returns were very disappointing for some of our Private Equity clients because of extremely difficult market conditions during and after the 2008 global financial crisis.

Although this outcome was clearly not what we hoped for, we did everything in our power to preserve and maximise value.

Looking more broadly at our 2014 results, I am struck by how clearly they show the benefits of decisive strategic thinking, including the acquisitions of New Star Asset Management in 2009 and Gartmore in 2011.

Henderson delivered record net client inflows in 2014 of £7.1bn, significantly outperforming our peer group in our major markets.

Despite a heightened level of organic investment in our business, underlying profit before tax rose 13% to £188m.

I will ask our Chief Executive, Andrew Formica, to tell you more about our 2014 financial results in just a moment.

I was particularly pleased to see the progress made across the business in 2014 to build the leadership team, in support of our growth and globalisation ambitions.

Rob Gambi joined as Chief Investment Officer in April, bringing considerable experience of running global investment teams.

With Roger Thompson (Chief Financial Officer) and Phil Wagstaff (Global Head of Distribution), he completes a strong senior team under the outstanding leadership of Andrew Formica.

Strong hires throughout the company demonstrate Henderson's increasing ability to attract high quality new recruits to what is seen as an attractive, ambitious, growing business.

Over the course of 2014, the Board continued its programme of engagement with a broad range of significant stakeholders, notably regulators and shareholders.

It is vitally important that we engage actively with our regulators, to maintain an open dialogue about their expectations and agenda.

We are committed to working responsibly with our regulators to strengthen our business and benefit our clients.

This year saw us broaden and strengthen our engagement with our shareholders.

I was delighted to meet many of our loyal Australian shareholders in person during the Board's visit to Sydney for last year's AGM.

We also commissioned an Investor Perception Study to make sure we understood the views of the institutional shareholder community, and reviewed its implications at the Board.

We took very seriously the fact that only 71% of shareholders voted in favour of last year's Remuneration Report.

Tim How, Chairman of the Remuneration Committee, consulted widely with shareholders during 2014 about the changes to our remuneration policy and practice, which we propose to introduce in 2015.

As a result, we are delighted to have received higher levels of support this year.

The last matter on which I would like to update you is the Board's thinking on dividend and capital management.

Henderson's capital position strengthened during 2014, and we ended the year with a regulatory capital surplus.

We enter 2015 ready to fulfil our regulatory capital requirements without the benefit of our investment firm waiver from consolidated supervision, which expires in April 2016.

During 2015, our priority will be to manage our capital to achieve the right balance between building an appropriate level of capital buffer, continuing to invest for growth, and returning excess capital to shareholders.

The Board is recommending a final dividend for 2014 of 6.4 pence per share, bringing the total dividend for the year to 9 pence per share, a 12.5% increase over 2013 in sterling terms.

This means that for 2014, dividend growth will match earnings growth for the first time in many years.

We will continue to operate a progressive ordinary dividend policy and expect to continue to grow ordinary dividends broadly in line with earnings growth over the medium term.

To conclude, in our 80th anniversary year, we continued our long tradition of investing in people, capabilities and relationships, with the aim of delivering excellent performance and service to our clients.

Our growth and globalisation ambitions are on track, and I am confident in our ability to continue to deliver industry-leading net new money growth, and improved profitability.

In closing, I would like to thank my fellow Board members for their support and commitment, and extend my congratulations to everyone at Henderson for a successful year.

My thanks also to you, our shareholders, for your continuing support.

Now over to our CEO, Andrew Formica, to tell you more about our business's performance during 2014.

Chief Executive's Address

Thank you, Chairman.

What I thought I'd do this year is take you through a few slides, to summarise our progress during 2014 and our plans for the future.

Let's start with our 2014 results.

Assets Under Management – the money our clients have entrusted to us – was up 8% over the year to £81.2bn.

This growth was primarily driven by £7.1bn of net inflows. This is a record for Henderson.

Investment performance forms the bedrock of what we deliver to our clients.

As you can see here, our performance remains consistently strong, with 83% of funds outperforming over the important 3 year period.

Despite this being a year in which we invested heavily in our business, underlying profit before tax rose by 13%, as did earnings per share.

As the Chairman has already highlighted, the Board has proposed a final dividend of 6.4p a share, which takes our total dividend for the year to 9.0p a share - up nearly 13% in sterling terms.

To me, the most important number of all here is the level of net new client money flowing into Henderson.

Our strong investment performance of course contributes to this, as do our global distribution relationships, improved brand, and the increased diversification that we're building in our business.

These factors helped us maximise inflows when our strategies were in high demand in the first half of 2014, but also meant that our market share kept growing when clients became more defensive in the second half of the year.

Next I'd like to look beyond our financial results, at what we achieved operationally in 2014.

As I've already said, top of the list are strong investment returns for our clients and above industry net new money growth.

During the year, we continued to make substantial investments to grow our business.

- We added more investment managers to broaden and globalise our product line.

- We acquired Geneva Capital Management to expand our US presence.

- We started to build out our Australian business and launched two funds down there.

- We refreshed our brand

- And we made important upgrades to our portfolio management and finance systems amongst others.

As the Chairman has already highlighted, we reshaped our business where appropriate - notably the separation of our property business and launch of TH Real Estate.

We maintained cost discipline, and delivered an operating margin of 35.5% despite this being the peak year of investment in growth.

In summary, we delivered on our key priorities.

It was a great year both in new business won and investment performance, which led to a record year of shareholder returns.

Not only that: we have invested in our business to continue to diversify and grow on your behalf.

Now let me update you on what we have seen so far in 2015.

We issued our first quarter trading statement on Tuesday, which showed a very strong start to the year.

Assets under Management are now 10% higher, net flows of client money for the quarter were at record levels, and investment performance strengthened from our very good levels last year.

We also announced the logical next step in the development of TH Real Estate, which is for us to sell our remaining stake to our partner TIAA-CREF.

This will considerably strengthen our cash and capital position.

Broadening out to think about this year as a whole, 2015 is all about delivery.

We're as focused as ever on delivering strong investment performance for our clients, which should allow us to keep generating above industry new money growth.

Add to this our commitment to gradually improve our profitability, and you have a clear view of our focus for this year.

In short, what I've told everyone in the business is - simply repeat 2014!

Last year we set out an ambitious plan for our business, to achieve two objectives - growth and globalisation.

Markets permitting, the outcome of successful delivery of our plan would see us double our Assets under management by the end of 2018.

We've made a strong start in 2014, and in 2015 so far, with net new money growth and the contributions from markets and acquisitions putting us comfortably ahead of target.

If we sustain our investment performance and net new money growth and deploy our capital in a careful and targeted fashion, we will continue to deliver substantial returns to you, our shareholders.

I am genuinely excited about the initiatives we have under way to build a globally recognised investment brand, and I look forward to the fruits of our labours becoming more and more visible to all of you.

Thank you for supporting us, and here's to a successful 2015.