

15<sup>th</sup> September 2015

## Henderson Group plc (the “Company”)

### Share Buyback Programme

Further to the announcement by the Company on 8<sup>th</sup> September 2015 of the commencement of a share buyback programme, the Company announces that, on 15<sup>th</sup> September 2015, it purchased the following number of its ordinary shares of 12.5 pence each (**Shares**) for cancellation and the following number of its CHESS Depository Interests (**CDIs**) to be converted into a holding of Shares for cancellation:

<b>LSE</b>	
Number of Shares purchased:	202,366
Average price paid per Share (pence)	265.26
<b>ASX</b>	
Number of CDIs purchased:	243,433
Average price paid per CDI (A\$ )	5.70

Upon settlement of the above transaction, the Company will have 1,140,409,111 Shares in issue, of which 639,524,771 are held in the form of CDIs, equating to a total issued share capital of 1,140,409,111. This figure represents the total number of voting rights in the Company and may be used by shareholders as the denominator for the calculations by which they can determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA’s Disclosure Rules and Transparency Rules.

Of the £25 million that the Company intends to expend on buying Shares (including CDIs which have been converted to Shares), it will have expended £1,179,253.28 following the settlement of today's purchase.

As CDIs have been purchased by Merrill Lynch International on ASX (which will be converted into ordinary shares and cancelled by the Company), further information regarding that purchase of CDIs is provided in the attached Appendix 3E.

#### Investor enquiries

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## Appendix 3E

### Daily share buy-back notice (except minimum holding buy-back and selective buy-back)

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 30/9/2001, 11/01/10

Name of entity

Henderson Group plc

ABN/ARSN

67 133 992 766

We (the entity) give ASX the following information.

#### Information about buy-back

1	Type of buy-back	On-market buyback of CDIs
2	Date Appendix 3C was given to ASX	8th September 2015

#### Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

		Before previous day	Previous day
3	Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received	0 CDIs	243,433 CDIs
4	Total consideration paid or payable for the shares/units	A\$0 (which equates to £0)	A\$ 1,389,443 (which equates to c.£641,923)

	Before previous day	Previous day
5 If buy-back is an on-market buy-back	<p>highest price paid: n.a.</p> <p>date: <i>As applicable</i></p> <p>lowest price paid: n.a</p> <p>date: <i>As applicable</i></p>	<p>highest price paid: A\$5.74 per CDI</p> <p>lowest price paid: A\$5.67 per CDI</p> <p>highest price allowed under rule 7.33: A\$5.87 per CDI</p>

## Participation by directors

6 Deleted 30/9/2001.

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## How many shares/units may still be bought back?

7 If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back	So many as may be bought by expending not more than £25,000,000
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## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: ....15 September 2015.....  
(General Counsel and Company Secretary)

Print name: Jacqui Irvine

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