

8th December 2015

Henderson Group plc (the “Company”)

Share Buyback Programme

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

LSE	
Number of Shares purchased:	127,645
Average price paid per Share (pence)	297.85
ASX	
Number of CDIs purchased:	197,416
Average price paid per CDI (A\$)	6.19

Upon settlement of the above transaction, the Company will have 1,132,924,785 Shares in issue, of which 635,611,660 are held in the form of CDIs, equating to a total issued share capital of 1,132,924,785. 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 £21,870,154 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	8 th December 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	3,959,128 CDIs <

	Before previous day	Previous day
5 If buy-back is an on-market buy-back	<p>highest price paid: A\$6.37</p> <p>date: 17th November 2015</p> <p>lowest price paid: A\$5.46</p> <p>date: 15th October 2015</p>	<p>highest price paid: A\$6.23 per CDI</p> <p>lowest price paid: A\$6.16 per CDI</p> <p>highest price allowed under rule 7.33: A\$6.60 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

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:8 December 2015.....
(General Counsel and Company Secretary)

Print name: Jacqui Irvine

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