

14 December 2015

Henderson Group plc (the “Company”)

Share Buyback Programme

Henderson Group plc has today announced that it has completed its on-market share buyback programme (**Buyback**).

Under the Buyback, the Company has bought back and cancelled 9,012,801 of its ordinary shares of 12.5 pence each (**Shares**), of which 4,649,467 were CHES Depository Interests (**CDIs**) which have been converted into Shares and cancelled. The Company has expended a total amount of £24,987,703 million under the Buyback, of which A\$27,261,238 million (or £12,782,302 million) was expended on buying CDIs.

Further information regarding the completion of the purchase of CDIs is provided in the attached Appendix 3F.

Investor enquiries

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Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

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

Name of entity

Henderson Group plc

ABN/ARSN

67 133 992 766

We (the entity) give ASX the following information.

Description of buy-back

1 Type of buy-back

On-market buyback of CDIs

Details of all shares/units bought back

2 Number of shares/units bought back

4,649,467 CDIs

3 Total consideration paid or payable for the shares/units

A\$ 27,261,238
(which equates to £12,782,302)

4 If buy-back is an on-market buy-back - highest and lowest price paid

highest price: A\$6.37 per CDI
date:

17th November 2015

lowest price: A\$5.46 per CDI
date:

15th October 2015

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

Print name: Jacqui Irvine

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