

18 May 2016

**Henderson Group plc**  
**Share Buyback Programme**

Henderson Group plc (**the Company**) has today announced its intention to commence its on-market share buyback programme (**Buyback**) on 1 June 2016. Under the Buyback, Henderson Group intends to expend an aggregate maximum amount of £25 million to buy its ordinary shares on the London Stock Exchange and to buy its CHESS Depositary Interests (CDIs) on the ASX, in each case through Merrill Lynch International. The Buyback will be completed by 31 December 2016.

Any purchases will be effected in accordance with the Company's general authority to purchase shares and CDIs granted by its shareholders at the Company's 2016 Annual General Meeting and in accordance with all relevant regulatory requirements.

Further information regarding the proposed purchase of CDIs on the ASX is provided in the attached Appendix 3C.

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# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

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

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 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                                          |
| 2 | <sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)          | CHESS Depository Interests (CDIs)                  |
| 3 | Voting rights (eg, one for one)                                                                            | One for one                                        |
| 4 | Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding) | Fully paid                                         |
| 5 | Number of shares/units in the <sup>+</sup> class on issue                                                  | 643,425,852 as of 17 May 2016                      |
| 6 | Whether shareholder/unitholder approval is required for buy-back                                           | Shareholder approval given at AGM on 28 April 2016 |
| 7 | Reason for buy-back                                                                                        | To return surplus capital to shareholders          |

- |   |                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> ) | CDIs will be bought on-market by Merrill Lynch International, as instructed by the Company under the terms of a Contingent Purchase Contract approved by shareholders on 28 April 2016. Purchased CDIs will be converted to ordinary shares. The ordinary shares will be cancelled by the Company.<br>Shareholders also approved an on-market purchase of the Company's ordinary shares which are listed on the LSE. |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## On-market buy-back

- |    |                                                                                                                                                                                               |                                                                                                                                                                                 |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 9  | Name of broker who will act on the company's behalf                                                                                                                                           | Merrill Lynch Equities (Australia) Limited will purchase CDIs on behalf of Merrill Lynch International.                                                                         |
| 10 | Deleted 30/9/2001.                                                                                                                                                                            |                                                                                                                                                                                 |
| 11 | <p>If the company/trust intends to buy back a maximum number of shares - that number</p> <p><small>Note: This requires a figure to be included, not a percentage.</small></p>                 | Henderson Group plc intends to expend an aggregate maximum amount of £25 million on the Buyback in the period to 31 December 2016.                                              |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | The buy back is to be undertaken between 1 June 2016 and 31 December 2016 (excluding the close period from 1 July 2016 until release of the half year results on 28 July 2016). |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions                                                                                                | N/A                                                                                                                                                                             |

## Employee share scheme buy-back

|    |                                             |     |
|----|---------------------------------------------|-----|
| 14 | Number of shares proposed to be bought back | N/A |
|----|---------------------------------------------|-----|

|    |                                |     |
|----|--------------------------------|-----|
| 15 | Price to be offered for shares | N/A |
|----|--------------------------------|-----|

## Selective buy-back

|    |                                                                                              |     |
|----|----------------------------------------------------------------------------------------------|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
|----|----------------------------------------------------------------------------------------------|-----|

|    |                                             |     |
|----|---------------------------------------------|-----|
| 17 | Number of shares proposed to be bought back | N/A |
|----|---------------------------------------------|-----|

|    |                                |     |
|----|--------------------------------|-----|
| 18 | Price to be offered for shares | N/A |
|----|--------------------------------|-----|

## Equal access scheme

|    |                                                 |     |
|----|-------------------------------------------------|-----|
| 19 | Percentage of shares proposed to be bought back | N/A |
|----|-------------------------------------------------|-----|

|    |                                                                              |     |
|----|------------------------------------------------------------------------------|-----|
| 20 | Total number of shares proposed to be bought back if all offers are accepted | N/A |
|----|------------------------------------------------------------------------------|-----|

|    |                                |     |
|----|--------------------------------|-----|
| 21 | Price to be offered for shares | N/A |
|----|--------------------------------|-----|

|    |                                                                                                   |     |
|----|---------------------------------------------------------------------------------------------------|-----|
| 22 | +Record date for participation in offer<br><small>Cross reference: Appendix 7A, clause 9.</small> | N/A |
|----|---------------------------------------------------------------------------------------------------|-----|

## 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: 18 May 2016  
(General Counsel and Company Secretary)

Print name: Jacqui Irvine