

3 October 2016

Henderson Group plc (the “Company”) Share Buyback Programme

As a result of Henderson Group plc and Janus Capital Group Inc. reaching a definitive agreement for an all-stock merger of equals, Henderson Group plc has today announced that it has stopped its on-market share buyback programme (“Buyback”) which it first announced on 18 May 2016.

Under the Buyback, the Company has not bought back any of its ordinary shares of 12.5 pence each (“Shares”), nor has it bought back any of its CHES Depository Interests (“CDIs”). Accordingly, the Company has not expended any cash on buying back either shares or CDIs under the Buyback.

Further information regarding the cessation of the Buyback 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	ABN/ARSN
Henderson Group plc	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
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Details of all shares/units bought back

2	Number of shares/units bought back	0 CDIs
3	Total consideration paid or payable for the shares/units	A\$ 0 (which equates to £0)
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: n/a date: n/a lowest price: n/a date: 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: 3 October 2016.....
(General Counsel and Company Secretary)

Print name: Jacqui Irvine

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