

HENDERSON GROUP PLC

24 February 2017

Attached is a notification which was required to be announced under London Stock Exchange Listing Rules

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:	Henderson Group plc
2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>
3. Full name of person(s) subject to the notification obligation:	AMP Life Limited, AMP Capital Investors Limited, Ipac Asset Management Limited
4. Full name of shareholder(s) (if different from 3.):	FSS Trustee Corporation ATF First State Super Scheme
5. Date of the transaction and date on which the threshold is crossed or reached:	23 February 2017
6. Date on which issuer notified:	24 February 2017
7. Threshold(s) that is/are crossed or reached:	3% (crossing above 3%)

8. Notified details:							
A: Voting rights attached to shares							
Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights	
			Direct	Direct	Indirect	Direct	Indirect
AU000000HGG2(CDI)	33,152,084	33,152,084	34,535,238	33,476,979	1,058,259	2.9577%	0.0935%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date	Exercise/ Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date	Exercise/ Conversion period	Number of voting rights instrument refers to	% of voting rights	
					Nominal	Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
34,535,238	3.0512%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

AMP Life Limited is an indirect wholly owned subsidiary of AMP Limited

AMP Capital Investors Limited is an indirect majority owned subsidiary of AMP Limited

Ipac Asset Management Limited is an indirect wholly owned subsidiary of AMP Limited

Proxy Voting:

10. Name of the proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

33 Alfred Street
Sydney New South Wales 2000

Australia
Fax: +61 2 9257 1599

14. Contact name:

Natalie Kooyman, Head of Enterprise Risk
Management, AMP Capital Investors Limited

15. Contact telephone number:

+61 2 9257 3615