

Henderson Group plc

29 November 2016

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

**TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES**

<b>1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:</b>	HENDERSON GROUP PLC
<b>2 Reason for the notification</b> (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="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"/>
<b>3. Full name of person(s) subject to the notification obligation:</b>	Westpac Banking Corporation (and associated companies)
<b>4. Full name of shareholder(s)</b> (if different from 3.):	
<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b>	25 November 2016
<b>6. Date on which issuer notified:</b>	29 November 2016
<b>7. Threshold(s) that is/are crossed or reached:</b>	Below 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
Chess Depositary Interest	36,241,881	36,241,881	31,934,424	31,934,424		2.82%	

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
31,934,424	2.82%

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

Advance Asset Management Limited – 16,906,978  
Asgard Capital Management Limited – 34,546  
BT Funds Management Limited – 1,952,854  
BT Funds Management No.2 Limited – 110,168  
BT Investment Management (Institutional) Limited – 3,911,770  
BT Investment Management (Fund Services) Limited – 6,052,788  
Westpac Financial Services Limited – 2,083,843  
Westpac RE Limited – 881,477

**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:**

Westpac Banking Corporation  
Group Secretariat  
Level 20, Westpac Place  
275 Kent Street  
Sydney NSW 2000 Australia

**14. Contact name:**

Tim Hartin, Group Company Secretary

**15. Contact telephone number:**

+61 (0)2 8219 8990