

HENDERSON GROUP PLC

14 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:	Silchester International Investors LLP
4. Full name of shareholder(s) (if different from 3.):	Silchester International Investors International Value Equity Taxable Trust Silchester International Investors International Value Equity Trust Silchester International Investors International Value Equity Group Trust Silchester International Investors Tobacco Free International Value Equity Trust The Calleva Trust
5. Date of the transaction and date on which the threshold is crossed or reached:	13 th February 2017
6. Date on which issuer notified:	14 th February 2017
7. Threshold(s) that is/are crossed or reached:	Above 5%

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
JE00B3CM9527 Ordinary Shares	56,204,113	56,204,113			56,661,381		5.01%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ⁱ	Exercise/ Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A

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
N/A	N/A	N/A	N/A	N/A	Nominal
					Delta
					N/A
					N/A

Total (A+B+C)

Number of voting rights	Percentage of voting rights
56,661,381	5.01%

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

N/A

Proxy Voting:

10. Name of the proxy holder:	Silchester International Investors LLP
11. Number of voting rights proxy holder will cease to hold:	N/A
12. Date on which proxy holder will cease to hold voting rights:	N/A

13. Additional information:

Silchester International Investors LLP ("Silchester") acts as investment manager for the clients detailed in Question 4 above (our "Clients"). In acting for our Clients, Silchester are given full discretion over their investments and are empowered to vote on their behalf. However, we do not act as our Clients' custodian and therefore shares are not held in our name but in the name of each Client's custodian bank.

The change in Silchester's holdings was due to a series of transactions over a series of different trading days. Details of the number of shares held before the change (shown in Section A) represent the shares held by Silchester's clients immediately before the date of triggering this Notice of Substantial Shareholder's Interest (a notification of crossing 5% of the company's voting rights) and not as of the last trading day before which this disclosure was triggered.

Notification is provided based on a total voting rights figure of 1,131,842,109.

14. Contact name:

Timothy J. Linehan, Chief Compliance Officer

15. Contact telephone number:

0207 518 7125