

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme Henderson Group plc

ACN/ARSN

(ARBN) 133 992 766/ (ABN) 67 133 992 766**1. Details of substantial holder (1)**Name AustralianSuper Pty LtdACN/ARSN (if applicable) 006 457 987The holder became a substantial holder on 04 / 09 / 2014**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>ORDINARY</b>	<b>56,842,681</b>	<b>56,842,681</b>	<b>5.01%</b>

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>AustralianSuper Investments Pty Ltd as trustee for AustralianSuper Private Equity Trust</b>	<b>SHAREHOLDER</b>	<b>ORD 56,842,681</b>

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>AustralianSuper Investments Pty Ltd as trustee for AustralianSuper Private Equity Trust</b>	<b>JPMorgan Nominees Australia Ltd.</b>	<b>JPMorgan Nominees Australia Ltd.</b>	<b>ORD 56,842,681</b>

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>Refer Attached</b>				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Australian Super Pty Ltd	Level 33, 50 Lonsdale Street Melbourne VIC 3000

**Signature**

print name

*TIM KELLY*

capacity

*SENIOR MANAGER*

sign here

*[Signature]*

date

*10 SEPT 2014*

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person ( eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**Henderson Group Plc**

<b>Security</b>	<b>Currency</b>	<b>Transaction</b>	<b>Date</b>	<b>Units</b>	<b>Price</b>
BB36CD8	AUD	Share sale	13/05/2014	500 \$	7.85
BB36CD8	AUD	Share purchase	14/05/2014	612 \$	8.03
BB36CD8	AUD	Share purchase	26/05/2014	290883 \$	8.19
BB36CD8	AUD	Share purchase	26/05/2014	700 \$	8.16
BB36CD8	AUD	Share purchase	2/06/2014	450 \$	8.40
BB36CD8	AUD	Share purchase	4/06/2014	750 \$	8.60
BB36CD8	AUD	Share purchase	17/06/2014	249 \$	8.54
BB36CD8	AUD	Share purchase	19/06/2014	700 \$	8.65
BB36CD8	AUD	Share purchase	24/06/2014	284 \$	8.78
BB36CD8	AUD	Share purchase	26/06/2014	179 \$	8.69
BB36CD8	AUD	Share sale	30/06/2014	700 \$	8.15
BB36CD8	AUD	Share purchase	17/07/2014	19799 \$	7.76
BB36CD8	AUD	Share purchase	18/07/2014	81249 \$	7.73
BB36CD8	AUD	Share purchase	21/07/2014	140546 \$	7.74
BB36CD8	AUD	Share purchase	21/07/2014	22739 \$	7.70
BB36CD8	AUD	Share purchase	22/07/2014	12563 \$	7.65
BB36CD8	AUD	Share purchase	23/07/2014	550 \$	7.79
BB36CD8	AUD	Share purchase	24/07/2014	3125 \$	8.02
BB36CD8	AUD	Share purchase	30/07/2014	200 \$	7.75
BB36CD8	AUD	Share purchase	30/07/2014	145 \$	7.76
BB36CD8	AUD	Share purchase	1/08/2014	1000 \$	7.79
BB36CD8	AUD	Share purchase	4/08/2014	875 \$	7.75
BB36CD8	AUD	Share purchase	7/08/2014	221 \$	7.78
BB36CD8	AUD	Share purchase	12/08/2014	39000 \$	7.69
BB36CD8	AUD	Share purchase	25/08/2014	255 \$	8.21
BB36CD8	AUD	Share purchase	27/08/2014	658 \$	7.73
BB36CD8	AUD	Share purchase	28/08/2014	1000 \$	7.71
BB36CD8	AUD	Share sale	29/08/2014	725645 \$	7.82
BB36CD8	AUD	Share purchase	1/09/2014	207 \$	7.70
BB36CD8	AUD	Share sale	2/09/2014	39582 \$	7.81
BB36CD8	AUD	Share purchase	4/09/2014	1000 \$	7.77
BB36CD8	AUD	Share sale	4/09/2014	284 \$	7.81