

Facsimile Transmission



To: Company Announcements Office
Company: ASX
Fax No: 1300 135 638
From: Mr I Harrison
Date: 27 January 2015
Subject: Notice of ceasing to be a substantial shareholder Notice
Pages (incl. Cover): 4

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Please find following a Form 605 Notice ceasing to be a substantial shareholder for holdings in Henderson Group PLC by Hyperion Asset Management Limited.

A handwritten signature in black ink, appearing to read "I Harrison".

Mr I Harrison
Company Secretary

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme HENDERSON GROUP PLC

ACN/ARSN

1. Details of substantial holder (1)Name Hyperion Asset Management LimitedACN/ARSN (if applicable) ACN 080 135 897The holder ceased to be a substantial holder on 21/01/2015The previous notice was given to the company on 17/03/2014The previous notice was dated 17/03/2014**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
		See Annexure A			

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Hyperion Holdings Limited ACN 109 308 894	Hyperion Asset Management Limited ACN 080 135 897 is a controlled body of Hyperion Holdings Limited within the meaning of Section 608(3) of the Corporations Act.

4. Addresses

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

Name	Address
Hyperion Asset Management Limited	L22/307 QUEEN STREET, BRISBANE QUEENSLAND 4000

Signatureprint name Mr Ian Harrisoncapacity Company Secretary

sign here

date 23/01/2015

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (5) 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.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A

Security Code: HGG.ASX

HYPERION
ASSET MANAGEMENT

FromDate	ToDate	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Number of Securites	Class	Person's votes affected
21-Jul-14	21-Jan-15	Auscoal Superannuation Pty Ltd	SELL	-7,969,654.30	-1,950,218	shares	-1,950,218
21-Jul-14	21-Jan-15	BUSS (Queensland) Pty Ltd	SELL	-1,322,862.23	-338,442	shares	-338,442
		Commonwealth Bank Officers Superannuation Corporation Pty Ltd	SELL	-969,834.21	-233,316	shares	-233,316
21-Jul-14	21-Jan-15	<Commonwealth Bank Group Super>					
21-Jul-14	21-Jan-15	Coal Mining (Long Service Leave) Funding Corporation	SELL	-1,255,184.74	-328,814	shares	-328,814
21-Jul-14	21-Jan-15	CoINVEST Limited	SELL	-150,184.76	-38,000	shares	-38,000
			SELL	-892,410.30	-224,500	shares	-224,500
21-Jul-14	21-Jan-15	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>					
21-Jul-14	21-Jan-15	The Greater Metropolitan Cemeteries Trust	SELL	-191,185.22	-47,174	shares	-47,174
21-Jul-14	21-Jan-15	First State Super	SELL	-4,109,496.60	-991,219	shares	-991,219
21-Jul-14	21-Jan-15	Hyperion Small Growth Companies Fund	BUY	398,844.55	97,258	shares	97,258
21-Jul-14	21-Jan-15	Hyperion Small Growth Companies Fund	SELL	-1,143,492.73	-268,987	shares	-268,987
21-Jul-14	21-Jan-15	Insurance Commission Western Australia	SELL	-2,205,646.16	-498,632	shares	-498,632
21-Jul-14	21-Jan-15	Optimix Wholesale Australian Share Trust	SELL	-11,215,503.21	-2,873,133	shares	-2,873,133
21-Jul-14	21-Jan-15	Innova Australian Share Fund	SELL	-314,572.96	-69,595	shares	-69,595
21-Jul-14	21-Jan-15	KARU Pty Ltd ATF Murdoch Family Trust No 1	SELL	-34,492.56	-8,602	shares	-8,602
21-Jul-14	21-Jan-15	Maritime Super Pty Ltd	SELL	-1,458,001.11	-359,130	shares	-359,130
21-Jul-14	21-Jan-15	Meat Industry Employees' Superannuation Fund Pty Ltd	SELL	-1,620,738.42	-412,857	shares	-412,857
21-Jul-14	21-Jan-15	Murdoch Investments Pty Ltd ATF The Scope Investment Trust	SELL	-7,782.26	-1,979	shares	-1,979
21-Jul-14	21-Jan-15	SAS TRUSTEE CORPORATION	BUY	2,246,026.24	545,152	shares	545,152
21-Jul-14	21-Jan-15	SAS TRUSTEE CORPORATION	SELL	-1,446,844.83	-348,909	shares	-348,909
21-Jul-14	21-Jan-15	Unipension Invest F.M.B.A	BUY	1,499,133.15	392,948	shares	392,948
21-Jul-14	21-Jan-15	Unipension Invest F.M.B.A	SELL	-572,077.96	-146,377	shares	-146,377
21-Jul-14	21-Jan-15	United Super Pty Ltd	SELL	-1,779,484.55	-450,000	shares	-450,000
21-Jul-14	21-Jan-15	Hyperion_IMA	SELL	-24,264.51	-6,099	shares	-6,099
21-Jul-14	21-Jan-15	Individually managed accounts	BUY	75,163.70	19,472	shares	19,472
21-Jul-14	21-Jan-15	Individually managed accounts	SELL	-106,959.87	-26,513	shares	-26,513
				-34,571,505.85	-8,567,666		-8,567,666

This is Annexure "A" of 1 page as mentioned in form 605 Notice of change of interests of substantial holder

Mr I W Harrison 23/1/15

Signed by: Mr I W Harrison
Capacity: Company Secretary