

**Henderson Group plc**

**30 January 2015**

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

**TR-1: NOTIFICATION OF MAJOR INTERESTS 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="" type="checkbox"/> |
| An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | <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>                                                                             | Perpetual Limited and subsidiaries  |
| <b>4. Full name of shareholder(s)</b> (if different from 3.):                                                                                        |                                     |
| <b>5. Date of the transaction</b> (and date on which the threshold is crossed or reached if different):                                              | 28 January 2015                     |
| <b>6. Date on which issuer notified:</b>                                                                                                             | 30 January 2015                     |
| <b>7. Threshold(s) that is/are crossed or reached:</b>                                                                                               | From 12.45% to 11.33%               |
| <b>8. Notified details:</b>                                                                                                                          |                                     |

## A: Voting rights attached to shares

| Class/type of shares<br><br>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 |
| Ordinary Shares                                             | 141,856,182                                      | 141,856,182             | 129,085,576                                          | 129,085,576             |          | 11.33%             |          |

## B: Financial Instruments

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

## Total (A+B)

| Number of voting rights | % of voting rights |
|-------------------------|--------------------|
| 129,085,576             | 11.33%             |

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

- Perpetual Investments: Voting Rights: 129,085,576; Percentage Held: 11.33%

**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:**

Angel Place, 123 Pitt Street

GPO BOX 4171

Sydney NSW 2001

AUSTRALIA

**14. Contact name:**

Glenda Charles – Deputy Company Secretary

**15. Contact telephone number:**

(61) 2 9229 9134