

**Henderson Group plc**

**17 February 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):	13 February 2015
<b>6. Date on which issuer notified:</b>	17 February 2015
<b>7. Threshold(s) that is/are crossed or reached:</b>	From 11.33% to 10.17%
<b>8. Notified details:</b>	

## 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
Ordinary Shares	129,085,576	129,085,576	115,931,961	115,931,961		10.17%	

## 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
115,931,961	10.17%

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

- Perpetual Investments: Voting Rights: 115,931,961; Percentage Held: 10.17%

**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