

Form 605

Corporations Law
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Henderson Group PLC

ACN/ARSN 092 680 683

1. Details of substantial holder (1)

Name JCP Investment Partners Ltd

ACN (if applicable) 085 400 540

The holder ceased to be a substantial holder on 23/03/2015

The previous notice was given to the company on 24/02/2015

The previous notice was dated 24/02/2015

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
REFER 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 (if applicable)	Nature of association
N/A	

4. Addresses

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

Name	Address
JCP Investment Partners Ltd	Level 23, Bourke Place, 600 Bourke Street, Melbourne VIC 3000 Australia

Signature

print name Nancy Day capacity Company Secretary

sign here  date 25/03/2015

As at 23rd March 2015								
Entity	Instruments	Type of transaction	Ccy	Consideration	Quantity	Total Positions	Issued Share Capital	% Owned
Trades from 23rd February 2015 to 23rd March 2015						58,578,688	1,139,980,878	5.14%
JCP	Henderson Group PLC	Sale	AUD	-\$ 3,516,376.95	-684,800			
JCP	Henderson Group PLC	Sale	AUD	-\$ 938,449.18	-185,300			
JCP	Henderson Group PLC	Sale	AUD	-\$ 2,416,049.06	-463,400			
JCP	Henderson Group PLC	Sale	AUD	-\$ 1,824,467.02	-344,903			
JCP	Henderson Group PLC	Sale	AUD	-\$ 7,452,169.01	-1,357,331			
Balance as at 23rd March 2015						55,542,954	1,140,854,910	4.87%

*JCP" = JCP Investment Partners Ltd



 Nancy Day
 Company Secretary
 25/03/2015

Holder of Relevant Interest	Registered Holder of Securities	Class	Number of Securities
JCP Investment Partners Ltd	National Nominees Limited	Fully Paid Ordinary	27,432,086
JCP Investment Partners Ltd	JP Morgan Nominees Australia Ltd	Fully Paid Ordinary	3,644,533
JCP Investment Partners Ltd	HSBC Custody Nominees (Australia) Limited	Fully Paid Ordinary	22,075,903
JCP Investment Partners Ltd	BNP Paribas Nominees Pty Limited	Fully Paid Ordinary	2,390,432
			<u>55,542,954</u>



Nancy Day
Company Secretary
25/03/2015