

Henderson Group plc

9 June 2015

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

**TR-1: NOTIFICATION OF MAJOR INTEREST 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="checked" type="checkbox"/>                                                                                          |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | <input type="checkbox"/>                                                                                                            |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments                                                      | <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>                                                                                        | JCP Investment Partners Ltd                                                                                                         |
| <b>4. Full name of shareholder(s)</b><br>(if different from 3.):                                                                                                | National Nominees Limited; JPMorgan Nominees Australia Ltd; HSBC Custody Nominees (Australia) Limited; BNP Paribas Nominees Pty Ltd |
| <b>5. Date of the transaction and date on which the threshold is crossed or reached:</b>                                                                        | 4 June 2015                                                                                                                         |
| <b>6. Date on which issuer notified:</b>                                                                                                                        | 9 June 2015                                                                                                                         |
| <b>7. Threshold(s) that is/are crossed or reached:</b>                                                                                                          | 4% (crossing below 4%)                                                                                                              |

| 8. Notified details:                                        |                                                  |                         |                                                      |                         |          |                    |          |
|-------------------------------------------------------------|--------------------------------------------------|-------------------------|------------------------------------------------------|-------------------------|----------|--------------------|----------|
| 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                                             | Above 4%                                         | Above 4%                | 44,976,619                                           | 44,976,619              |          | 3.94               |          |

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

| C: Financial Instruments with similar economic effect to Qualifying Financial Instruments |                |                 |                             |                                              |                    |       |
|-------------------------------------------------------------------------------------------|----------------|-----------------|-----------------------------|----------------------------------------------|--------------------|-------|
| Resulting situation after the triggering transaction                                      |                |                 |                             |                                              |                    |       |
| Type of financial instrument                                                              | Exercise price | Expiration date | Exercise/ Conversion period | Number of voting rights instrument refers to | % of voting rights |       |
|                                                                                           |                |                 |                             |                                              | Nominal            | Delta |
|                                                                                           |                |                 |                             |                                              |                    |       |

| Total (A+B+C)           |                             |
|-------------------------|-----------------------------|
| Number of voting rights | Percentage of voting rights |
| 44,976,619              | 3.94                        |
|                         |                             |

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

JCP Investment Partners Ltd, Australian Equities fund manager, acquired shares for Funds and Portfolios.

**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:**

Level 23, Bourke Place, 600 Bourke Street, Melbourne  
VIC 3000 Australia  
613 9607 4100

**14. Contact name:**

Paul Joyce

**15. Contact telephone number:**

613 9607 4180