

Henderson Group plc

5 August 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

| | |
|---|--|
| 1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: | HENDERSON GROUP PLC |
| 2 Reason for the notification (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"/> |
| 3. Full name of person(s) subject to the notification obligation: | HYPERION ASSET MANAGEMENT LIMITED |
| 4. Full name of shareholder(s) (if different from 3.): | |
| 5. Date of the transaction and date on which the threshold is crossed or reached: | 04 August 2015 |
| 6. Date on which issuer notified: | 05 August 2015 |
| 7. Threshold(s) that is/are crossed or reached: | From 5.04% to 4.92% |

| 8. Notified details: | | | | | | | |
|---|--|-------------------------|--|-------------------------|----------|--------------------|----------|
| 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 |
| CHESS Depository Interests (CDIs) | 57,520,655 | 57,520,655 | 56,136,581 | 56,136,581 | | 4.92% | |

| 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 |
| 56,136,581 | 4.92% |

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

See annexure A

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 19, 307 Queen Street
Brisbane Qld 4000
Australia

14. Contact name:

Mr M Arnold

15. Contact telephone number:

61 (7) 3020 3777

Annexure A

Security Code:

HGG.ASX

HYPERION
ASSET MANAGEMENT

| FromDate | ToDate | Person Whose Relevant Interest Changed | Nature of Change | Consideration | Number of Securities | Class | Person's votes affected |
|-----------|-----------|---|------------------|---------------|----------------------|--------|-------------------------|
| 25-May-15 | 04-Aug-15 | Auscoal Superannuation Pty Ltd | SELL | -303,292.16 | -48,922 | shares | -48,922 |
| 25-May-15 | 04-Aug-15 | BUSS (Queensland) Pty Ltd | SELL | -165,794.25 | -26,752 | shares | -26,752 |
| 25-May-15 | 04-Aug-15 | Commonwealth Bank Officers Superannuation Corporation Pty Ltd | SELL | -953,496.09 | -155,942 | shares | -155,942 |
| 25-May-15 | 04-Aug-15 | <Commonwealth Bank Group Super> | SELL | -227,142.85 | -36,651 | shares | -36,651 |
| 25-May-15 | 04-Aug-15 | ColINVEST Limited | SELL | -690,683.16 | -111,434 | shares | -111,434 |
| 25-May-15 | 04-Aug-15 | Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super> | SELL | -77,504.72 | -13,160 | shares | -13,160 |
| 25-May-15 | 04-Aug-15 | The Greater Metropolitan Cemeteries Trust | SELL | -887,512.20 | -143,127 | shares | -143,127 |
| 25-May-15 | 04-Aug-15 | First State Super Pty Ltd | SELL | -869,215.79 | -145,498 | shares | -145,498 |
| 25-May-15 | 04-Aug-15 | Hyperion Small Growth Companies Fund | SELL | -356,175.93 | -57,465 | shares | -57,465 |
| 25-May-15 | 04-Aug-15 | Insurance Commission Western Australia | SELL | -203,197.96 | -35,068 | shares | -35,068 |
| 25-May-15 | 04-Aug-15 | Innova Australian Share Fund | SELL | -3,600.72 | -581 | shares | -581 |
| 25-May-15 | 04-Aug-15 | KARU Pty Ltd ATF Murdoch Family Trust No 1 | SELL | -459,932.73 | -74,205 | shares | -74,205 |
| 25-May-15 | 04-Aug-15 | Maritime Super Pty Ltd | SELL | -38,291.72 | -6,887 | shares | -6,887 |
| 25-May-15 | 04-Aug-15 | Murdoch Investments Pty Ltd ATF The Scope Investment Trust | SELL | -1,259,830.62 | -203,282 | shares | -203,282 |
| 25-May-15 | 04-Aug-15 | SAS TRUSTEE CORPORATION | BUY | 416,009.39 | 70,468 | shares | 70,468 |
| 25-May-15 | 04-Aug-15 | Unipension Invest F.M.B.A | SELL | -2,275,137.14 | -366,906 | shares | -366,906 |
| 25-May-15 | 04-Aug-15 | United Super Pty Ltd | SELL | -162,800.89 | -26,269 | shares | -26,269 |
| 25-May-15 | 04-Aug-15 | The University of Queensland | SELL | -14,489.10 | -2,393 | shares | -2,393 |
| 25-May-15 | 04-Aug-15 | Individually Managed Accounts | SELL | -8,532,088.64 | -1,384,074 | shares | -1,384,074 |

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

gws idan 6 AUGUST 2015

Signed by:

Mr I W Harrison

Capacity:

Company Secretary