

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holderTo Company Name/Scheme HENDERSON GROUP PLCACN/ARSN **1. Details of substantial holder (1)**Name Hyperion Asset Management LimitedACN/ARSN (if applicable) ACN 080 135 897The holder ceased to be a substantial holder on 04/08/2015The previous notice was given to the company on 27/05/2015The previous notice was dated 27/05/2015**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
		See 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/ARSN (if applicable)	Nature of association
Hyperion Holdings Limited ACN 109 308 894	Hyperion Asset Management Limited ACN 080 135 897 is a controlled body of Hyperion Holdings Limited within the meaning of Section 608(3) of the Corporations Act.

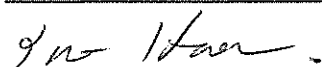
4. Addresses

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

Name	Address
Hyperion Asset Management Limited	L19/307 QUEEN STREET, BRISBANE QUEENSLAND 4000

Signatureprint name Mr Ian Harrisoncapacity Company Secretary

sign here

date 06/08/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
 - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
 - (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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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