

**Henderson Group plc**

**26 October 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="checked" type="checkbox"/>	X
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>	AMP Life Limited, AMP Capital Investors Limited, Ipac Asset Management Limited	

<b>4. Full name of shareholder(s)</b> (if different from 3.):	AMP Capital Asia Quant Fund, AUSCOAL Superannuation Fund, FSS Trustee Corporation ATF First State Super Scheme, Government Employees Superannuation Board, Stichting Pensioenfonds Hoogovens, IAG Asset Management atf IAGAM Equity Trust, Insurance Manufacturers of Australia Pty Limited, QLD Local Government Super Board, Suncorp Group Australia Equity Active Trust and Nikko AM Australian Shares Multi-Manager Fund
<b>5. Date of the transaction</b> (and date on which the threshold is crossed or reached if different):	23 October 2015
<b>6. Date on which issuer notified:</b>	26 October 2015
<b>7. Threshold(s) that is/are crossed or reached:</b>	3% (crossing below 3%)
<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
AU0000 00HGG2 (CDI)	35,019,448	35,019,448	33,988,184	31,566,298	2,421,886	2.779%	0.213%

### 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	% of voting rights

			exercised/ converted.	
Total (A+B)				
Number of voting rights		% of voting rights		
33,988,184		2.992%		
9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:				
AMP Life Limited is an indirect wholly owned subsidiary of AMP Limited				
AMP Capital Investors Limited is an indirect wholly owned subsidiary of AMP Limited				
Ipac Asset Management Limited is an indirect wholly owned subsidiary of AMP Limited				

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:	33 Alfred Street Sydney New South Wales 2000  Australia  Fax: +61 2 9257 1599
14. Contact name:	Natalie Kooyman, Head of Enterprise Risk Management, AMP Capital Investors Limited
15. Contact telephone number:	+61 2 9257 3615

## ANNEX NOTIFICATION OF MAJOR INTERESTS IN SHARES

### A: Identity of the person or legal entity subject to the notification obligation

<b>Full name</b> (including legal form for legal entities)	AMP Life Limited, AMP Capital Investors Limited, and Ipac Asset Management Limited – each a company incorporated in Australia
<b>Contact address</b> (registered office for legal entities)	33 Alfred Street Sydney New South Wales 2000 Australia
<b>Phone number</b>	+61 2 9257 3615
<b>Other useful information</b> (at least legal representative for legal persons)	Contact: Natalie Kooyman, AMP Capital Investors Limited

### B: Identity of the notifier, if applicable

<b>Full name</b>	
<b>Contact address</b>	
<b>Phone number</b>	
<b>Other useful information</b> (e.g. functional relationship with the person or legal entity subject to the notification obligation)	