Henderson Group plc

24 December 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[i]:	Henderson Group plc
2. Reason for the notification (please tick the appropriate box or boxes)	
An acquisition or disposal of voting rights	☒
An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	☐
An event changing the breakdown of voting rights	☐
Other (please specify):	☐
3. Full name of person(s) subject to the notification obligation:	AMP Life Limited, AMP Capital Investors Limited, Ipac Asset Management Limited
4. Full name of shareholder(s) (if different from 3.):	AUSCOAL Superannuation Fund, FSS Trustee Corporation ATF First State Super Scheme, 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

5. Date of the transaction (and date on which the threshold is crossed or reached if different):	23 December 2015
6. Date on which issuer notified:	24 December 2015
7. Threshold(s) that is/are crossed or reached:	3% (crossing above 3%)
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[ii]				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights	
			Direct	Direct	Indirect	Direct	Indirect
AU000000HGG2(CDI)	33,936,573	33,936,573	34,058,044	32,231,155	1,826,889	2.848%	0.161%

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 exercised/ converted.	% of voting rights

Total (A+B)

Number of voting rights	% of voting rights
34,058,044	3.009%

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