



4 August 2016

The Manager  
Market Announcements Office  
ASX Limited  
By fax 1300 135 638

Dear Sir/Madam

**Henderson Group PLC (ABN 30 106 988 836)**

**Notice of ceasing to be a substantial holder: Form 605**

Please find attached a Form 605 (Notice of ceasing to be a substantial holder) in relation to shares in Henderson Group PLC (ABN 30 106 988 836); lodged on behalf of Bennelong Funds Management Group Pty Ltd (ACN 144 676 344) in accordance with section 671B of the Corporations Act 2001.

Yours sincerely

A handwritten signature in black ink, appearing to read "Jeff Phillips".

Jeff Phillips  
Chief Financial Officer  
Encl



**Form 605****Corporations Act 2001****Section 671B****Notice of ceasing to be a substantial holder**

**To:** Henderson Group PLC  
**ABN:** 30 106 988 836  
**ASX Code:** HGG

**1. Details of substantial holder**

**Name:** Bennelong Funds Management Group Pty Ltd (ACN 144 676 344)

The holder ceased to be a substantial holder on: 02 August 2016  
 The previous notice was given to the company on 15 July 2016  
 The previous notice was dated 15 July 2016

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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	Consideration given in relation to change	Class and number of securities	Person's votes affected
02/08/2016	Bennelong Funds Management Group Pty Ltd	Change in calculation of substantial holding, to be based on total shares on issue (Ordinary Shares + CHESS Depositary Interests)	N/A	44,781,522 CHESS Depositary Interests	44,781,522

### 3. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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
Not Applicable	

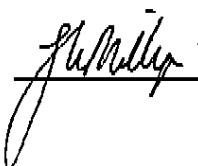
### 4. Addresses

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

Name	Address
Bennelong Funds Management Group Pty Ltd	Level 1, 9 Queen Street, Melbourne VIC 3000

### Signature

Print name: JEFFREY PHILLIPS Capacity: COMPANY SECRETARY

Sign here:  Date: 4/8/16