

**Henderson Group plc**

**22 April 2016**

Attached is a notification which was required to be announced under London Stock Exchange Listing Rules.

**TR-1: NOTIFICATION OF MAJOR INTEREST 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"/>
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"/>
<b>3. Full name of person(s) subject to the notification obligation:</b>	JCP Investment Partners Ltd
<b>4. Full name of shareholder(s)</b> (if different from 3.):	National Nominees Limited; JPMorgan Nominees Australia Ltd; HSBC Custody Nominees (Australia) Limited; BNP Paribas Nominees Pty Ltd
<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b>	20 April 2016
<b>6. Date on which issuer notified:</b>	22 April 2016
<b>7. Threshold(s) that is/are crossed or reached:</b>	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				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights	
			Direct	Direct	Indirect	Direct	Indirect
Ordinary shares	Below 3%	Below 3%	34,300,553	34,300,553		3.03	

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
34,300,553	3.03

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

JCP Investment Partners Ltd, Australian Equities fund manager, acquired shares for Funds and Portfolios.

**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 23, Bourke Place, 600 Bourke Street, Melbourne  
VIC 3000 Australia  
613 9607 4100

**14. Contact name:**

Paul Joyce

**15. Contact telephone number:**

613 9607 4180