

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **HENDERSON GROUP LIMITED**

ACN/ARSN **133 992 766**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and its related bodies corporate**

ACN (if applicable) **000 431 827**

There was a change in the interests of the Substantial holder on **_05_ / _06_ / _2017_**

The previous notice was given to the company on **_06_ / _01_ / _2017_**

The previous notice was dated **_04_ / _01_ / _2017_**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	165,604,501	14.63%	16,044,053	8.01%

3. 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 substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer annexure 3				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer annexure 1 & 2				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
Perpetual Investment Management Limited	Related bodies corporate of Perpetual Limited
Perpetual Trustee Company Limited	Related bodies corporate of Perpetual Limited

6. Addresses

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

Name	Address
Perpetual Limited	18/123 Pitt Street Sydney, NSW 2000
Perpetual Investment Management Limited	18/123 Pitt Street Sydney, NSW 2000
Perpetual Trustee Company Limited	18/123 Pitt Street Sydney, NSW 2000

Signature

Print name **GLEND A CHARLES**

Capacity **DEPUTY COMPANY SECRETARY**

ANNEXURE 1 - Perpetual Investments Account Codes & Details

Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, as Responsible Entity for:

INTERNAL CODE	REGISTRATION DETAILS
17	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
26	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
33	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
118	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
212	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
649	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
650	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
652	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
653	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
651	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
654	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
670	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
695	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
774	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001

855	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2093	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2095	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2124	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2125	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2127	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2128	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2199	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2130	RBC Investor Services Australia Nominees Pty Ltd <BKCUST A/C> GPO Box 5430 Sydney NSW 2001
2089	RBC Investor Services Australia Nominees Pty Limited <PICREDIT> GPO Box 5430 Sydney NSW 2001
2086	RBC Investor Services Australia Nominees Pty Ltd <PI CREDIT A/C> GPO Box 5430 Sydney NSW 2001
106	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
133	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
323	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
669	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001

139	RBC Investor Services Australia Nominees Pty Ltd <PIQTE2 A/C> GPO Box 5430 Sydney NSW 2001
44	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
108	UBS Nominees Pty Ltd Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000
414	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
696	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
941	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000

Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, as Trustee for:

ALL 'SS' CODES	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
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Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, under Investment Management Agreements with:

INTERNAL CODE	REGISTRATION DETAILS
227	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
248	BNP Paribas Noms Pty Ltd P.O. Box R209 Royal Exchange Sydney NSW 1225
702	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
740	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
786	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2085	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225

2122	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2131	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2216	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
220	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
221	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
222	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
224	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
2163	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
194	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
779	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2101	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2152	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2161	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2172	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
210	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001

215	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
230	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
231	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
392	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
394	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
449	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
773	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
788	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
791	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
2100	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
2166	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
711	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
787	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2083	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2097	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001

2160	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
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Perpetual Trustee Company Limited as trustee, custodian or nominee

INTERNAL CODE	REGISTRATION DETAILS
T2	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T3	The Trust Company Limited GPO Box 4270 Sydney NSW 2001
T4	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T6	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T7	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001

ANNEXURE 2

PRESENT RELEVANT INTERESTS

ASXCode	Internal Code	Holding
HGG	248	358,979
HGG	17	237,222
HGG	26	588,362
HGG	2130	304,068
HGG	194	117,458
HGG	2216	457,106
HGG	2166	230,436
HGG	711	37,966
HGG	2085	76,337
HGG	212	267,900
HGG	2172	78,777
HGG	2163	747,979
HGG	2100	81,667
HGG	2161	12,818
HGG	702	104,833
HGG	2152	536,003
HGG	649	1,395,044
HGG	230	381,223
HGG	650	243,736
HGG	2125	34,889
HGG	786	125,568
HGG	2131	246,141
HGG	2124	29,979
HGG	2127	78,389
HGG	779	77,399
HGG	651	430,824
HGG	670	2,620
HGG	740	146,841
HGG	2097	97,259
HGG	941	236,139
HGG	44	1,116,329
HGG	696	617,609
HGG	695	1,058,051
HGG	215	597,971
HGG	220	365,649
HGG	652	2,064,777
HGG	392	830,464
HGG	653	608,946
HGG	T2	813,533
HGG	449	206,762

ANNEXURE 3

CHANGES IN RELEVANT INTERESTS

Account	Security	Volume	Value	AsAtDate
26	HGG	48,160	\$ 167,130.97	02/02/2017
26	HGG	18,423	\$ 63,900.62	02/02/2017
26	HGG	1,855	\$ 6,409.59	02/02/2017
2097	HGG	2,430	\$ 8,428.51	02/02/2017
2097	HGG	6,350	\$ 22,036.57	02/02/2017
26	HGG	2,910	\$ 10,476.08	31/01/2017
2097	HGG	245	\$ 846.55	02/02/2017
2097	HGG	47,891	\$ 172,437.65	31/01/2017
786	HGG	6,971	\$ 24,194.37	02/02/2017
786	HGG	2,667	\$ 9,251.59	02/02/2017
786	HGG	269	\$ 929.58	02/02/2017
2097	HGG	- 50,173	\$ 204,541.40	05/01/2017
740	HGG	4,566	\$ 15,839.06	02/02/2017
740	HGG	11,935	\$ 41,423.01	02/02/2017
215	HGG	43,326	\$ 150,372.30	02/02/2017
740	HGG	460	\$ 1,589.62	02/02/2017
215	HGG	16,574	\$ 57,493.79	02/02/2017
215	HGG	1,669	\$ 5,767.55	02/02/2017
740	HGG	23,845	\$ 85,852.28	31/01/2017
215	HGG	94,202	\$ 339,167.79	31/01/2017
786	HGG	- 1,360	\$ 5,543.72	05/01/2017
449	HGG	16,329	\$ 56,673.35	02/02/2017
449	HGG	6,247	\$ 21,670.31	02/02/2017
449	HGG	629	\$ 2,173.64	02/02/2017
449	HGG	48,096	\$ 173,166.32	31/01/2017
2100	HGG	2,531	\$ 8,778.84	02/02/2017
2100	HGG	6,616	\$ 22,959.69	02/02/2017
2100	HGG	255	\$ 881.10	02/02/2017
2100	HGG	13,265	\$ 47,754.35	31/01/2017
2101	HGG	- 1,601,032	\$ 6,372,107.36	19/01/2017
695	HGG	57,000	\$ 197,808.67	02/02/2017
695	HGG	21,805	\$ 75,631.18	02/02/2017
695	HGG	2,195	\$ 7,584.39	02/02/2017
695	HGG	90,000	\$ 324,002.39	31/01/2017
2085	HGG	6,189	\$ 21,480.28	02/02/2017
2085	HGG	2,367	\$ 8,210.92	02/02/2017
2085	HGG	238	\$ 822.45	02/02/2017
2085	HGG	12,549	\$ 45,181.81	31/01/2017
2127	HGG	2,439	\$ 8,459.73	02/02/2017
2127	HGG	6,374	\$ 22,119.87	02/02/2017
2127	HGG	246	\$ 850.00	02/02/2017
2166	HGG	11,166	\$ 38,749.68	02/02/2017
2166	HGG	4,271	\$ 14,814.07	02/02/2017
2166	HGG	430	\$ 1,485.78	02/02/2017
696	HGG	55,500	\$ 192,603.17	02/02/2017
696	HGG	21,231	\$ 73,640.25	02/02/2017
696	HGG	2,138	\$ 7,387.44	02/02/2017

2166	HGG	17,500	\$	63,000.47	31/01/2017
696	HGG	85,000	\$	306,002.26	31/01/2017
651	HGG	946	\$	3,281.22	02/02/2017
651	HGG	2,472	\$	8,578.65	02/02/2017
651	HGG	17,249	\$	59,859.68	02/02/2017
651	HGG	6,598	\$	22,885.33	02/02/2017
651	HGG	95	\$	328.25	02/02/2017
651	HGG	664	\$	2,294.32	02/02/2017
653	HGG	17,625	\$	61,164.53	02/02/2017
653	HGG	6,742	\$	23,384.78	02/02/2017
653	HGG	17,428	\$	60,480.86	02/02/2017
653	HGG	6,667	\$	23,124.64	02/02/2017
651	HGG	22,312	\$	80,323.79	31/01/2017
653	HGG	671	\$	2,318.51	02/02/2017
653	HGG	679	\$	2,346.15	02/02/2017
653	HGG	1,878	\$	6,761.98	31/01/2017
653	HGG	28,731	\$	103,449.63	31/01/2017
2152	HGG	44,108	\$	153,069.20	02/02/2017
2152	HGG	16,873	\$	58,524.41	02/02/2017
2152	HGG	1,699	\$	5,870.56	02/02/2017
2152	HGG	90,545	\$	325,964.40	31/01/2017
392	HGG	60,512	\$	210,020.04	02/02/2017
392	HGG	23,148	\$	80,298.43	02/02/2017
392	HGG	2,331	\$	8,055.22	02/02/2017
392	HGG	128,463	\$	462,522.15	31/01/2017
227	HGG	- 2,417,867	\$	10,597,752.85	12/05/2017
2160	HGG	- 3,126,587	\$	12,350,018.65	02/05/2017
194	HGG	12,134	\$	42,113.69	02/02/2017
194	HGG	4,642	\$	16,102.69	02/02/2017
227	HGG	- 2,471,144	\$	10,831,271.27	12/05/2017
194	HGG	467	\$	1,613.81	02/02/2017
194	HGG	32,381	\$	116,585.55	31/01/2017
702	HGG	3,292	\$	11,419.66	02/02/2017
702	HGG	8,606	\$	29,868.99	02/02/2017
702	HGG	331	\$	1,143.83	02/02/2017
653	HGG	- 48,467	\$	197,586.50	05/01/2017
702	HGG	19,558	\$	70,417.23	31/01/2017
2160	HGG	5,770	\$	20,013.38	02/02/2017
2160	HGG	15,085	\$	52,349.89	02/02/2017
2160	HGG	581	\$	2,007.53	02/02/2017
2131	HGG	7,165	\$	24,851.98	02/02/2017
2131	HGG	18,729	\$	64,995.76	02/02/2017
2131	HGG	721	\$	2,491.27	02/02/2017
227	HGG	41,293	\$	143,241.88	02/02/2017
227	HGG	107,940	\$	374,629.22	02/02/2017
227	HGG	4,158	\$	14,368.77	02/02/2017
227	HGG	124,878	\$	449,201.83	31/01/2017
227	HGG	9,440	\$	33,988.07	31/01/2017
779	HGG	- 45,816	\$	177,834.12	23/01/2017
212	HGG	15,000	\$	52,054.91	02/02/2017
212	HGG	5,738	\$	19,902.39	02/02/2017
212	HGG	578	\$	1,997.16	02/02/2017
212	HGG	23,000	\$	82,800.61	31/01/2017

2161	HGG	6,821	\$	24,175.26	01/02/2017
2161	HGG	10,605	\$	41,947.99	23/01/2017
230	HGG	30,858	\$	107,099.39	02/02/2017
230	HGG	11,804	\$	40,947.06	02/02/2017
230	HGG	1,188	\$	4,105.37	02/02/2017
230	HGG	54,186	\$	195,092.96	31/01/2017
652	HGG	10,722	\$	37,189.52	02/02/2017
652	HGG	28,029	\$	97,269.81	02/02/2017
652	HGG	29,957	\$	103,906.59	02/02/2017
652	HGG	78,309	\$	271,757.87	02/02/2017
652	HGG	1,080	\$	3,731.73	02/02/2017
652	HGG	3,016	\$	10,421.20	02/02/2017
652	HGG	154,248	\$	555,296.90	31/01/2017