



Date: 09-Sep-05

The Manager
Listings Department
Australian Stock Exchange Limited

No. of Pages (incl.): 3

NOTICE OF PERSON CEASING TO BE A SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671 of the Corporations Law, AMP Limited hereby advises that it is no longer a substantial holder in Henderson Group PLC.

The enclosed ASIC Form 605 discloses all required details.

Yours faithfully,

Ross Gulliford
Head of Custody
BNP Paribas Securities Services
Phone: 02 9222 0200

**Form 605
Corporations Law
Section 671B**

Notice of Ceasing to be a Substantial Holder

To: **Henderson Group PLC**

ACN/ARSN: 106 988 836

1. Details of substantial holder

Name: AMP Limited ACN 079 354 519 and its related bodies corporate.

The holder ceased to be a substantial holder on 08-Sep-2005
The previous notice was given to the company on 06-May-2005
The previous notice was dated 10-May-2005

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial holder or an associate in voting securities of the company, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

<i>Date of change</i>	<i>Person whose relevant interest changed</i>	<i>Nature of change</i>	<i>Consideration given in relation to change</i>	<i>Class and number of securities affected</i>	<i>Person's votes affected</i>
16-Jun-2005 to 3-Aug-2005	AMP Capital Aust. Equity Market Neutral Fund	Share acquisition	\$545,203.61	CHESS Depositary Interests 367,240	367,240
31-Aug-2005 to 1-Sep-2005	AMP Capital Aust. Equity Market Neutral Fund	Share disposal	-\$204,315.40	CHESS Depositary Interests -124,500	-124,500
12-May-2005 to 7-Sep-2005	AMP Capital Investors Limited	Share acquisition	\$5,601,297.99	CHESS Depositary Interests 3,797,916	3,797,916
13-May-2005 to 11-Aug-2005	AMP Capital Investors Limited	Share disposal	-\$4,827,934.20	CHESS Depositary Interests -3,304,721	-3,304,721
7-Sep-2005 to 8-Sep-2005	AMP Financial Services Holdings Limited	Share disposal	-\$212,160,000.00	CHESS Depositary Interests -130,560,000	-130,560,000
27-May-2005 to 5-Sep-2005	AMP Life Limited	Share acquisition	\$6,802,537.99	CHESS Depositary Interests 4,376,925	4,376,925
2-Jun-2005 to 1-Sep-2005	AMP Life Limited	Share disposal	-\$4,715,316.93	CHESS Depositary Interests -3,080,998	-3,080,998
05-Sep-05	Cogent Nominees Pty Limited	Share acquisition	\$583,318.62	CHESS Depositary Interests 360,000	360,000
17-May-2005 to 5-Sep-2005	Cogent Nominees Pty Limited <SMP Accounts>	Share acquisition	\$6,032,612.28	CHESS Depositary Interests 4,044,694	4,044,694
17-Jun-2005 to 1-Sep-2005	Cogent Nominees Pty Limited <SMP Accounts>	Share disposal	-\$4,031,285.39	CHESS Depositary Interests -2,633,100	-2,633,100
09-Jun-05	State Authority Superannuation Enhanced Index Share Fund	Share acquisition	\$34,076.93	CHESS Depositary Interests 23,103	23,103
20-Jun-2005 to 1-Sep-2005	State Authority Superannuation Enhanced Index Share Fund	Share disposal	-\$112,414.49	CHESS Depositary Interests -68,501	-68,501

3. Change 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:

<i>Name and 'ACN</i>	<i>Nature of association</i>
No Changes	

4. Addresses

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

<i>Name</i>	<i>Address</i>
AMP Financial Services Holdings Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Life Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 22, 33 Alfred Street, Sydney NSW 2000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
State Authority Superannuation Enhanced Index Share Fund	Level 14, 83 Clarence Street, Sydney NSW 2000