Financial Services Authority

Henderson Group plc

6 September 2012

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:	Henderson Group plc
2. Reason for the notification (please tick the appropriate box or boxes)	
An acquisition or disposal of voting rights	X
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 Limited, AMP Life Limited, AMP Capital Investors Limited, and Ipac Asset Management Limited

4. Full name of shareholder(s) (if different from 3.):	Commonwealth Bank Officers Superannuation Corporation Pty Limited as trustee for the Officers' Superannuation Fund, Government Employees Superannuation Board, Queensland Local Government Superannuation Board, Russell Investment Management Limited, Stichting Pensioenfonds ABP, State Super Financial Services Australia Limited and Stichting Pensioenfonds Hoogovens
5. Date of the transaction (and date on which the threshold is crossed or reached if different):	05 September 2012
6. Date on which issuer notified:	06 September 2012
7. Threshold(s) that is/are crossed or reached:	5% (crossing below 5%)
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**
AU000000HGG2 (CDI)	55,915,469	55,915,469	54,513,115	47,456,110	7,057,005	4.266%	0.634%

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**	**% of voting rights**

			exercised/ converted.	

Total (A+B)	
Number of voting rights	% of voting rights
54,513,115	4.90%

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:	Level 24, AMP Sydney Cove Building 33 Alfred Street Sydney New South Wales 2000 Fax: +61 2 9257 1541

14. Contact name:	James Crook, Senior Legal Counsel, AMP Capital Investors Limited
15. Contact telephone number:	+61 2 9257 1512