

**Henderson Group plc**

**24 March 2014**

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

**TR-1: NOTIFICATION OF MAJOR INTERESTS 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 financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | <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>                                                                             | AMP Life Limited, AMP Capital Investors Limited, Ipac Asset Management Limited                                                                                                                                                                                                                     |
| <b>4. Full name of shareholder(s)</b> (if different from 3.):                                                                                        | AMP Capital Asia Quant Fund, FSS Trustee Corporation ATF First State Super Scheme, Government Employees Superannuation Board, IAG Asset Management atf IAGAM Equity Trust, Insurance Manufacturers of Australia Pty Limited, Russell Investment Management Limited and Stichting Pensioenfonds ABP |

|                                                                                                         |                        |
|---------------------------------------------------------------------------------------------------------|------------------------|
| <b>5. Date of the transaction</b> (and date on which the threshold is crossed or reached if different): | 21 March 2014          |
| <b>6. Date on which issuer notified:</b>                                                                | 24 March 2014          |
| <b>7. Threshold(s) that is/are crossed or reached:</b>                                                  | 3% (crossing below 3%) |
| <b>8. Notified details:</b>                                                                             |                        |

### A: Voting rights attached to shares

| Class/<br>type of<br>shares<br><br>if<br>possible<br>using the<br>ISIN<br>CODE | Situation previous to<br>the Triggering<br>transaction |                               | Resulting situation after the triggering transaction |                            |           |                    |          |
|--------------------------------------------------------------------------------|--------------------------------------------------------|-------------------------------|------------------------------------------------------|----------------------------|-----------|--------------------|----------|
|                                                                                | Number of<br>Shares                                    | Number of<br>Voting<br>Rights | Number of<br>shares                                  | Number of voting<br>rights |           | % of voting rights |          |
|                                                                                |                                                        |                               | Direct                                               | Direct                     | Indirect  | Direct             | Indirect |
| AU0000<br>00HGG2<br>(CDI)                                                      | 43,989,873                                             | 43,989,873                    | 33,203,392                                           | 30,366,887                 | 2,836,505 | 2.701%             | 0.252%   |

### B: Financial Instruments

| Resulting situation after the triggering transaction |                    |                                      |                                                                                                     |                       |
|------------------------------------------------------|--------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------|
| Type of financial<br>instrument                      | Expiration<br>date | Exercise/ Conversion<br>Period/ Date | Number of voting<br>rights that may be<br>acquired if the<br>instrument is<br>exercised/ converted. | % of voting<br>rights |
|                                                      |                    |                                      |                                                                                                     |                       |

### Total (A+B)

| Number of voting rights | % of voting rights |
|-------------------------|--------------------|
| 33,203,392              | 2.953%             |

**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:**

Prue Milne, Executive Legal Counsel, AMP Capital Investors Limited

**15. Contact telephone number:**

+61 2 9257 1511

**C: Additional information**