

Form 605
Corporations Act 2001
Section 671B

Amended notice of ceasing to be a substantial holder

To: Henderson Group PLC
ACN: 106 988 836
ASX Code: HGI

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited, on behalf of itself and its subsidiaries.

The holder ceased to be a substantial holder on: 26 March 2007
The previous notice was given to the company on: 13 March 2007
The previous notice was dated: 12 March 2007

2. 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 a substantial holding notice to the company or scheme as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
01/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 3,622.18	1,044	1,044
13/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 125,694.62	- 36,466	- 36,466
14/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 4,933.74	- 1,489	- 1,489
21/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 756,830.73	- 216,533	- 216,533
22/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 13,780,258.31	- 3,925,000	- 3,925,000
23/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 15,274,649.30	- 4,280,000	- 4,280,000

26/03/2007	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 4,219,412.41	- 1,175,000	- 1,175,000
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3. Changes 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:

Name & ACN	Nature of association
Not applicable	

4. Addresses

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

Name	Address
IOOF Holdings Limited	Level 29, 303 Collins Street Melbourne Victoria 3000
Perennial Value Management Limited	Level 29, 303 Collins Street Melbourne Victoria 3000
Henderson Group PLC	Level 4 , Deutsche Bank Place Corner Hunter and Phillip Streets Sydney, NSW 2000