

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:	<p style="text-align: right;">Henderson Group plc</p>
2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/> X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>
3. Full name of person(s) subject to the notification obligation:	<p style="text-align: right;">IOOF Holdings Limited</p>
4. Full name of shareholder(s) (if different from 3.):	<p style="text-align: right;">IOOF Holdings Limited and its subsidiaries</p>
5. Date of the transaction and date on which the threshold is crossed or reached:	<p style="text-align: right;">28 May 2012</p>
6. Date on which issuer notified:	<p style="text-align: right;">30 May 2012</p>
7. Threshold(s) that is/are crossed or reached:	<p style="text-align: right;">6% (crossing above 6%)</p>

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	Indirect	Direct	Indirect	Direct	Indirect	
Ordinary shares	57,058,774	57,058,774	68,844,815		68,844,815			6.2%	

B: Qualifying Financial Instruments

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

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments

Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date	Exercise/ Conversion period	Number of voting rights instrument refers to	% of voting rights'	
					Nominal	Delta

Total (A+B+C)

Number of voting rights	Percentage of voting rights
68,844,815	6.2%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

Perennial Investment Partners Limited (ACN 087 901 620) – 68,828,478
IOOF Investment Management Limited (ACN 006 695 021) – 16,337

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 6, 161 Collins Street
Melbourne

14. Contact name:

Danielle Corcoran (Company Secretary)

15. Contact telephone number:

+61 (0)3 9028 3048