

HENDERSON GROUP PLC

22 July 2016

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

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: | Henderson Group PLC |
| 2 Reason for the notification (please tick the appropriate box or boxes): | |
| An acquisition or disposal of voting rights | <input checked="" type="checkbox"/> |
| 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: | Perpetual Limited and Subsidiaries |
| 4. Full name of shareholder(s) (if different from 3.): | |
| 5. Date of the transaction and date on which the threshold is crossed or reached: | 20 July 2016 |
| 6. Date on which issuer notified: | 22 July 2016 |
| 7. Threshold(s) that is/are crossed or reached: | From 8.88% to 10.01% |

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 | 100,544,656 | 100,544,656 | 113,342,021 | | 113,342,021 | | | 10.01% | |

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 |
|-------------------------|-----------------------------|
| 113,342,021 | 10.01% |

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

Perpetual Investments: Voting Rights: 113,342,021; percentage held: 10.01%

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:

Angel Place, 123 Pitt Street
GPO BOX 4171
Sydney NSW 2001
AUSTRALIA

14. Contact name:

Glenda Charles – Deputy Company Secretary

15. Contact telephone number:

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