

**Henderson Group plc**

**30 December 2009**

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

**TR-1: NOTIFICATION OF MAJOR INTEREST 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 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"/>
<b>3. Full name of person(s) subject to the notification obligation:</b>	BlackRock, Inc
<b>4. Full name of shareholder(s)</b> (if different from 3.):	
<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b>	24 <sup>th</sup> December 2009
<b>6. Date on which issuer notified:</b>	30 <sup>th</sup> December 2009
<b>7. Threshold(s) that is/are crossed or reached:</b>	Holding has gone above 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
JE00B3CM9527	N/A	N/A	N/A	N/A	23,594,207	N/A	2.86%
AU000000HGG2	N/A	N/A	N/A	N/A	26,340,528	N/A	3.19%

**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
CFD				728,874	Nominal
					Delta
					0.0884%

**Total (A+B+C)**

Number of voting rights	Percentage of voting rights
50,663,609	6.14%

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

On 1 December 2009, the Barclays Global Investors (BGI) business was acquired from Barclays Group plc by BlackRock Inc. Therefore we are making this disclosure as the new combined entity of BlackRock Inc following this acquisition.

BlackRock Investment Management (UK) Limited – 50,663,609 (6.14%)

**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:**

BlackRock Compliance Disclosures Team

**14. Contact name:**

Stuart Watchorn

**15. Contact telephone number:**

020 7743 5741; stuart.watchorn@blackrock.com