

# Form 603

Corporations Act 2001  
Section 671B

## Notice of Initial Substantial Holder

To Company Name/Scheme HENDERSON GROUP PLC (HGG)  
ACN/ARSN 092 680 683

### 1. Details of Substantial Holder

Name Suncorp-Metway Limited and its subsidiaries as listed in Annexure 1  
ACN/ARSN (if applicable) 010 831 722

The holder became a Substantial Holder on: 10/05/2010

### 2. Details of Voting Power

The total number of votes attached to all the voting shares in the company or voting scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of Securities	Number of Securities	Person's Votes	Voting Power
Ordinary Shares	39,712,976	39,712,976	7.1169%

### 3. Details of Relevant Interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of Relevant Interest	Nature of Relevant Interest	Class & Number of Securities
Suncorp Metway Investment Management Ltd	Investment Manager	Ordinary Shares
Tyndall Investment Management Ltd	Investment Manager	Ordinary Shares
New Zealand Guardian Trust Company Ltd	Investment Manager	Ordinary Shares

### 4. Details of Present Registered Holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Persons Entitled to be Registered as Holder	Class & Number of Securities
Refer to Annexure 2			

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of Relevant Interest	Date of Acquisition	Consideration	Class & Number of Securities
Refer Annexure 2			

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name & ACN/ARSN (if applicable)	Nature of Association
Suncorp Metway Investment Management Ltd	Subsidiary of Suncorp-Metway Limited
Tyndall Investment Management Ltd	Subsidiary of Suncorp-Metway Limited
New Zealand Guardian Trust Company Ltd	Subsidiary of Suncorp-Metway Limited

## 7. Addresses

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

Name	Address
Suncorp Metway Investment Management Ltd	Level 18, 36 Wickham Terrace, Brisbane Qld 4000
Tyndall Investment Management Ltd	Level 10, 321 Kent Street, Sydney NSW 2000
New Zealand Guardian Trust Company Ltd	Level 7, 48 Shortland Street, Auckland, NZ

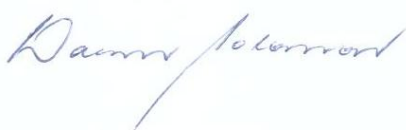
## Signature

Print Name: D. Solomon

Capacity: Corporate Secretary

Sign Here:

Date: 12/05/2010



**ANNEXURE 1 – Part 4. Details of Present Registered Holders**

Holder of Relevant Interest	Registered Holder of Securities	Persons Entitled to be Registered as Holder	Class & Number of Securities
Suncorp Metway Investment Management Limited	Suncorp Custodian Services Pty Limited (AET)	1,434,267	Fully Paid Ordinary
Suncorp Metway Investment Management Limited	Suncorp Custodian Services Pty Limited (RSHRUS)	8,359	Fully Paid Ordinary
Tyndall Investment Management Ltd	BNP Paribas Securities Services (Custodian)	11,861,022	Fully Paid Ordinary
Tyndall Investment Management Ltd	JP Morgan Worldwide Securities Services (Custodian)	338,430	Fully Paid Ordinary
Tyndall Investment Management Ltd	National Nominees Limited (Custodian)	9,471,013	Fully Paid Ordinary
Tyndall Investment Management Ltd	State Street Australia Limited (Custodian)	1,394,639	Fully Paid Ordinary
Tyndall Investment Management Ltd	Suncorp Portfolio Services Ltd ATF Optimum Pooled Superannuation Trust (05)	470	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <Cambooya Pty Ltd>	400,631	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <PT Aus Capital Territory A/C>	177,303	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <Tyndall Australian Core Share Value Fund>	1,247,466	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <Tyndall Australian Share Income Fund>	145,139	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <Tyndall Australia Share Wholesale Portfolio A/C>	12,325,363	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <Cambooya Pty Ltd Foundtn A/C>	261,853	Fully Paid Ordinary
Tyndall Investment Management Ltd	Tasman Asset Management Ltd <ANZETCL RRO LG CGC WBUCK A/C>	280,141	Fully Paid Ordinary

Holder of Relevant Interest	Registered Holder of Securities	Persons Entitled to be Registered as Holder	Class & Number of Securities
Tyndall Investment Management Ltd	RAC Insurance Pty Limited	164,622	Fully Paid Ordinary
New Zealand Guardian Trust Company Ltd	ANZ Nominees Custodian Services Melbourne	202,258	Fully Paid Ordinary

**ANNEXURE 2 - Part 5. Consideration**

Holder of Relevant Interest	Date Range of Acquisition	Consideration	Class & Number of Securities
Suncorp Metway Investment Management Ltd	11/01/2010 - 10/05/2010	\$11,290.40	4,390 Fully Paid Ordinary
Tyndall Investment Management Ltd	11/01/2010 - 10/05/2010	\$89,311,443.22	38,488,179 Fully Paid Ordinary
New Zealand Guardian Trust Company Ltd	11/01/2010 - 10/05/2010	\$69,156.35	29,464 Fully Paid Ordinary