



Register of ASX Settlement Operating Rule Waivers

16 to 31 January 2017

The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Settlement Operating rules. Waivers are published bi-monthly and include information such as:

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

**For all product enquiries, please contact:
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Rule Number	13.5.12
Date	20/01/2017
ASX Code	HGG
Listed Company	HENDERSON GROUP PLC.
Waiver Number	WLC170005-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Henderson Group PLC (the "Company") a waiver from ASX Settlement Operating Rule 13.5.12 on the following conditions:</p> <p>1.1 The waiver only applies in respect of the period set out below (the "Relevant Period"):</p> <p>I. From and including 26 May 2017 up to and including 30 May 2017.</p> <p>2. In relation to the above Relevant Period, if there are any changes to such periods, the waiver will apply to those revised periods, provided that the Company:</p> <p>I. notifies ASX Settlement ("ASXS") of the change to the period at least two (2) business days prior to the change (the "Notification"); and</p> <p>II. ASXS does not object to the change within a period of one (1) business day from the date it receives the Notification.</p> <p>3. The Company issues a market release informing investors that no conversions (transmutations) will be processed during the Relevant Period.</p>
Basis For Decision	<p>Underlying Policy ASX Settlement Operating Rule 13.5.12 requires an Issuer or a Depository Nominee to not refuse or fail to register, or give effect to, or otherwise interfere with the process and registration of the following:</p> <p>a) A paper-based transfer of Principal Financial Products; b) A Transfer of CDIs; c) A Transmutation of Principal Financial Products to CDIs; d) A Transmutation of CDIs to Principal Financial Products; e) A shunt from a DI Register to a Principal Register; or f) A shunt from a Principal Register to a DI Register.</p> <p>Present Application The waiver is considered necessary to prevent the potential for a holder to gain inappropriate access to the Company's register as a result of differences from when the Company will be delisted from the London Stock Exchange and commencement of trading on the New York Stock Exchange and ASX Limited. Such disparity may create an entitlement imbalance with respect to the proposed Merger between the Company and Janus Capital.</p>