

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	HENDERSON GROUP PLC.
ABN	67 133 992 766

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Philip Wagstaff
Date of last notice	1 March 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
Date of change	6 March 2017
No. of securities held prior to change	-
Class	Ordinary Shares of 12.5 pence each
Number acquired	621,353
Number disposed	292,036
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Shares acquired on vesting of a share plan and at no cost to the Director. Shares disposed on-market at an average price of 225.3767 pence per share.
No. of securities held after change	329,317

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares acquired on vesting of 2012 RSP. Shares disposed on-market purely to fund UK tax and national insurance costs.
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Henderson Group Restricted Share Plan (RSP)
Nature of interest	Restricted shares subject to employment based conditions.
Name of registered holder (if issued securities)	Greenwood Nominees Limited
Date of change	6 March 2017
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	2012 RSP: 932,030 shares capable of vesting in March 2017 2016 RSP: 613,447 shares, 33.3% capable of vesting in each of March 2018, 2019 and 2020
Interest acquired	-
Interest disposed	2012 RSP: 621,353 shares vested in accordance with the employment based conditions (the remaining 310,677 shares lapsed having failed to meet their performance criteria)
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	2016 RSP: 613,447 shares, 33.3% capable of vesting in each of March 2018, 2019 and 2020

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.