

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	28 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	31 March 2017
No. of securities held prior to change	343,278
Class	Ordinary Shares of 12.5 pence each
Number acquired	53,604
Number disposed	25,195
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. 25,195 shares disposed on-market at an average price of 231.9 pence per share.
No. of securities held after change	371,687

+ 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 2014 and 2016 DEP. 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 Deferred Equity Plan (DEP)
Nature of interest	Restricted shares paid in lieu of STI payments, conditional on remaining in employment. 2014 DEP: 33.3% capable of vesting in each of April 2015 (vested), 2016 (vested) and 2017 (vested). 2015 DEP: 33.3% capable of vesting in each of March 2016 (vested), 2017 (vested) and 2018. 2016 DEP: 33.3% capable of vesting in each of April 2017 (vested), 2018 and 2019
Name of registered holder (if issued securities)	Greenwood Nominees Limited
Date of change	31 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	2014 DEP: 24,993 restricted shares 2015 DEP: 26,342 restricted shares 2016 DEP: 85,832 restricted shares
Interest acquired	-
Interest disposed	2014 DEP: 24,993 restricted shares 2016 DEP: 28,611 restricted shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	2015 DEP: 26,342 restricted shares 2016 DEP: 57,221 restricted shares

Detail of contract	Henderson Group Buy as You Earn Plan (BAYE)
Nature of interest	Shares held in trust in accordance with the BAYE
Name of registered holder (if issued securities)	Greenwood Nominees Limited
Date of change	31 March 2017

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No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	4,981 partnership shares 9,962 matching shares 5,891 free shares 2,677 dividend shares
Interest acquired	54 partnership shares 108 matching shares
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Partnership shares purchased on-market, at an average price of 232.0834 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan.
Interest after change	5,035 partnership shares 10,070 matching shares 5,891 free shares 2,677 dividend shares

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.