

# Appendix 3Z

## Final 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 30/9/2001.

<b>Name of entity</b>	<b>HENDERSON GROUP PLC.</b>
<b>ABN</b>	<b>67 133 992 766</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Tim How
<b>Date of last notice</b>	29 June 2012
<b>Date that director ceased to be director</b>	30 May 2017

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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.

<b>Number &amp; class of securities</b>
1,178 ordinary shares of US\$1.50 each
(Previous notice showed 11,780 shares of US\$0.15 each; however a '10 for 1' consolidation of shares was approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017 and became effective on 30 May 2017)

+ See chapter 19 for defined terms.

## Appendix 3Z

### Final Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

<b>Name of holder &amp; nature of interest</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest</small>	<b>Number &amp; class of securities</b>
N/A	Nil

#### Part 3 – Director's interests in contracts

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	-

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<b>ABN</b>	<b>67 133 992 766</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Robert Jeens
<b>Date of last notice</b>	29 June 2012
<b>Date that director ceased to be director</b>	30 May 2017

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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.

<b>Number &amp; class of securities</b>
1,128 ordinary shares of US\$1.50 each
(Previous notice showed 11,281 shares of US\$0.15 each; however a '10 for 1' consolidation of shares was approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017 and became effective on 30 May 2017)

+ See chapter 19 for defined terms.

## Appendix 3Z

### Final Director's Interest Notice

---

#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

Name of holder & nature of interest	Number & class of securities
Note: Provide details of the circumstances giving rise to the relevant interest  TD Direct Investing Nominees Ltd	341 ordinary shares of US\$1.50 each  (Previous notice showed 3,413 shares of US\$0.15 each prior to share consolidation as described above)

#### Part 3 – Director's interests in contracts

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
No. and class of securities to which interest relates	-

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<b>Name of entity</b>	<b>HENDERSON GROUP PLC.</b>
<b>ABN</b>	<b>67 133 992 766</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Roger Thompson
<b>Date of last notice</b>	2 May 2017
<b>Date that director ceased to be director</b>	30 May 2017

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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.

<b>Number &amp; class of securities</b>
NIL

+ See chapter 19 for defined terms.

## Appendix 3Z

### Final Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

Name of holder & nature of interest	Number & class of securities
<p>Note: Provide details of the circumstances giving rise to the relevant interest</p> <p>JPMorgan Chase Bank</p>	<p>22,501 ordinary shares of US\$1.50 each</p> <p>(Previous notice showed 225,015 ordinary shares of US\$0.15; however a '10 for 1' consolidation of shares was approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017 and became effective on 30 May 2017)</p>

#### Part 3 – Director's interests in contracts

Detail of contract	Henderson Group Long Term Incentive Plan (LTIP)
Nature of interest	Nil-cost options capable of vesting after three years subject to performance conditions, including relative TSR, over three to four calendar years as below
Name of registered holder (if issued securities)	-
No. and class of securities to which interest relates	<p>2013 LTIP: 34,300 nil-cost options vested in April 2016</p> <p>2014 LTIP: 13,161 nil-cost options: 745 capable of vesting in April 2017 and 12,416 capable of vesting in April 2018</p> <p>2015 LTIP: 35,445 nil-cost options: 23,630 capable of vesting in March 2018 and 11,815 capable of vesting in March 2019</p> <p>2016 LTIP: 40,000 nil-cost options: 26,667 capable of vesting in March 2019 and 13,333 capable of vesting in March 2020</p> <p>(See above for details on '10 for 1' consolidation of shares)</p>

Detail of contract	Henderson Group Sharesave Scheme
Nature of interest	Savings-related share option scheme via monthly deductions from salary.

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+ See chapter 19 for defined terms.

<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	2014 Sharesave: 841 options capable of vesting on 1 June 2017 with an exercise price of 2140.00 pence per share.  (See above for details on '10 for 1' consolidation of shares)

<b>Detail of contract</b>	Henderson Group Buy as You Earn Plan (BAYE)
<b>Nature of interest</b>	Shares held in trust in accordance with the BAYE
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	264 partnership shares 529 matching shares Nil free shares 43 dividend shares  (See above for details on '10 for 1' consolidation of shares)

<b>Detail of contract</b>	Henderson Group Deferred Equity Plan (DEP)
<b>Nature of interest</b>	Restricted shares paid in lieu of STI payments, conditional on remaining in employment. 2015 DEP: 33.3% capable of vesting in each of April 2016 (vested), 2017 (vested) and 2018 2016 DEP: 33.3% capable of vesting in each of April 2017 (vested), 2018 and 2019 2017 DEP: 33.3% capable of vesting in each of April 2018, 2019 and 2020
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	2015 DEP: 1,477 restricted shares 2016 DEP: 2,966 restricted shares 2017 DEP: 5,315 restricted shares  (See above for details on '10 for 1' consolidation of shares)

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<b>ABN</b>	<b>67 133 992 766</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Philip Wagstaff
<b>Date of last notice</b>	2 May 2017
<b>Date that director ceased to be director</b>	30 May 2017

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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.

<b>Number &amp; class of securities</b>
37,168 ordinary shares of US\$1.50 each
(Previous notice showed 371,687 shares of US\$0.15 each; however a '10 for 1' consolidation of shares was approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017 and became effective on 30 May 2017)

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## Appendix 3Z

### Final Director's Interest Notice

---

#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
NIL	NIL

#### Part 3 – Director's interests in contracts

<b>Detail of contract</b>	Henderson Group Long Term Incentive Plan (LTIP)
<b>Nature of interest</b>	Nil-cost options capable of vesting after three years subject to performance conditions, including relative TSR, over three to four calendar years as below
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	2014 LTIP: 11,660 nil-cost options: 660 vested in April 2017 and 11,000 capable of vesting in April 2018 2015 LTIP: 26,781 nil-cost options: 17,854 capable of vesting in March 2018 and 8,927 capable of vesting in March 2019 2016 LTIP: 28,200 nil-cost options: 18,800 capable of vesting in March 2019 and 9,400 capable of vesting in March 2020 (See above for details on '10 for 1' consolidation of shares)

<b>Detail of contract</b>	Henderson Group Sharesave Scheme
<b>Nature of interest</b>	Savings-related share option scheme via monthly deductions from salary.
<b>Name of registered holder (if issued securities)</b>	-

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+ See chapter 19 for defined terms.

<b>No. and class of securities to which interest relates</b>	<p>2014 Sharesave: 420 options capable of vesting on 1 June 2017 with an exercise price of 2140.00 pence per share.</p> <p>2016 Sharesave: 436 options capable of vesting on 1 June 2019 with an option price of 2060.00 pence per share</p> <p>(See above for details on '10 for 1' consolidation of shares)</p>
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<b>Detail of contract</b>	Henderson Group Buy as You Earn Plan (BAYE)
<b>Nature of interest</b>	Shares held in trust in accordance with the BAYE
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	<p>508 partnership shares 1,017 matching shares 589 free shares 267 dividend shares</p> <p>(See above for details on '10 for 1' consolidation of shares)</p>

<b>Detail of contract</b>	Henderson Group Deferred Equity Plan (DEP)
<b>Nature of interest</b>	<p>Restricted shares paid in lieu of STI payments, conditional on remaining in employment.</p> <p>2015 DEP: 33.3% capable of vesting in each of April 2016 (vested), 2017 (vested) and 2018</p> <p>2016 DEP: 33.3% capable of vesting in each of April 2017 (vested), 2018 and 2019</p> <p>2017 DEP: 33.3% capable of vesting in each of April 2018, 2019 and 2020</p>
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	<p>2015 DEP: 2,634 restricted shares 2016 DEP: 5,722 restricted shares 2017 DEP: 15,292 restricted shares</p> <p>(See above for details on '10 for 1' consolidation of shares)</p>

<b>Detail of contract</b>	Henderson Group Restricted Share Plan (RSP)
<b>Nature of interest</b>	Restricted shares subject to employment based conditions.

+ See chapter 19 for defined terms.

**Appendix 3Z**  
**Final Director's Interest Notice**

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<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest relates</b>	2016 RSP: 61,344 shares, 33.3% capable of vesting in each of March 2018, 2019 and 2020  (See above for details on '10 for 1' consolidation of shares)

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