

# 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

<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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Andrew James Formica
<b>Date of last notice</b>	31 October 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Ordinary shares held in a self-invested personal pension (SIPP) – registered holder: Hargreaves Lansdown Pension Trustees Limited  Ordinary shares held by Director – registered holder: Charles Stanley  Ordinary shares held by Director for connected person (son) – registered holder: Charles Stanley  Ordinary shares held by Director – registered holder: Credit Suisse
<b>Date of change</b>	14 November 2017
<b>No. of securities held prior to change</b>	41,371 ordinary shares in SIPP 55,374 ordinary shares: Charles Stanley 16 ordinary shares for connected person (son): Charles Stanley 375,376 ordinary shares: Credit Suisse
<b>Class</b>	Ordinary shares of US\$1.50 each

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	Nil
<b>Number disposed</b>	105,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	US\$36.903 each
<b>No. of securities held after change</b>	41,371 ordinary shares in SIPP 55,374 ordinary shares: Charles Stanley 16 ordinary shares for connected person (son): Charles Stanley 270,376 ordinary shares: Credit Suisse
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares disposed on-market

## 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.

<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>	-
<b>Date of change</b>	16 November 2017
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	2014 Sharesave: 420 options capable of vesting on 1 June 2017 with an exercise price of 2140.00 pence per share. 2015 Sharesave: 396 options capable of vesting on 1 June 2018 with an exercise price of 2270.00 pence per share. 2017 Sharesave: 489 options capable of vesting on 1 June 2020 with an exercise price of 1840.00 pence per share.
<b>Interest acquired</b>	Nil
<b>Interest disposed</b>	2014 Sharesave: 420 options capable of vesting on 1 June 2017 with an exercise price of 2140.00 pence per share.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	US\$36.596 each

+ See chapter 19 for defined terms.

<b>Interest after change</b>	2015 Sharesave: 396 options capable of vesting on 1 June 2018 with an exercise price of 2270.00 pence per share.  2017 Sharesave: 489 options capable of vesting on 1 June 2020 with an exercise price of 1840.00 pence per share.
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**Part 3 – +Closed period**

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

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