

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	Andrew James Formica
Date of last notice	1 November 2016

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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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 CDIs – registered holder HSBC PBCI
Date of change	4 November 2016
No. of securities held prior to change	413,719 ordinary shares in SIPP 165 ordinary shares for connected person (son) 3,153,765 CDIs representing ordinary shares
Class	Ordinary shares
Number acquired	1,029,000

+ See chapter 19 for defined terms.

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Number disposed	483,630
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired on vesting of a share plan and exercise of nil-cost options at no cost to the Director. Shares disposed on-market at an average price of 215.8284 pence per share.
No. of securities held after change	413,719 ordinary shares in SIPP 545,370 ordinary shares 165 ordinary shares for connected person (son) 3,153,765 CDIs representing ordinary shares
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 2013 LTIP. Shares disposed on-market to fund UK tax and national insurance costs

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 Long Term Incentive Plan (LTIP)
Nature of interest	Nil-cost options capable of vesting after three and four years subject to performance conditions, including relative TSR, over three to four calendar years as below
Name of registered holder (if issued securities)	-
Date of change	4 November 2016
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	2013 LTIP: 1,029,000 nil-cost options vested in April 2016 2014 LTIP: 790,000 nil-cost options: 526,667 capable of vesting in April 2017 and 263,333 capable of vesting in April 2018 2015 LTIP: 751,879 nil-cost options: 501,252 capable of vesting in March 2018 and 250,627 capable of vesting in March 2019 2016 LTIP: 840,000 nil-cost options: 560,000 capable of vesting in March 2019 and 280,000 capable of vesting in March 2020
Interest acquired	-
Interest disposed	2013 LTIP: 1,029,000 nil-cost options
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-

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Interest after change	2014 LTIP: 790,000 nil-cost options: 526,667 capable of vesting in April 2017 and 263,333 capable of vesting in April 2018 2015 LTIP: 751,879 nil-cost options: 501,252 capable of vesting in March 2018 and 250,627 capable of vesting in March 2019 2016 LTIP: 840,000 nil-cost options: 560,000 capable of vesting in March 2019 and 280,000 capable of vesting in March 2020
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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.