

# 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>	9 February 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>	
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	
<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	
<b>No. of securities held after change</b>	

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+ See chapter 19 for defined terms.

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### Change of Director's Interest Notice

<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	
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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.

<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>Date of change</b>	9 February 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 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
<b>Interest acquired</b>	-
<b>Interest disposed</b>	2014 LTIP: 510,867 nil-cost options lapsed having failed to meet their performance criteria.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	-
<b>Interest after change</b>	2014 LTIP: 279,133 nil-cost options: 15,800 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

## 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

+ See chapter 19 for defined terms.

**Appendix 3Y**  
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<b>If prior written clearance was provided, on what date was this provided?</b>	N/A
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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.2 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>	1 February 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>	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	
<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	
<b>No. of securities held after change</b>	
<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	

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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.

<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>Date of change</b>	9 February 2017
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	2013 LTIP: 343,000 nil-cost options vested in April 2016 2014 LTIP: 372,500 nil-cost options: 248,334 capable of vesting in April 2017 and 124,166 capable of vesting in April 2018 2015 LTIP: 354,457 nil-cost options: 236,304 capable of vesting in March 2018 and 118,153 capable of vesting in March 2019 2016 LTIP: 400,000 nil-cost options: 266,667 capable of vesting in March 2019 and 133,333 capable of vesting in March 2020
<b>Interest acquired</b>	-
<b>Interest disposed</b>	2014 LTIP: 240,884 nil-cost options lapsed having failed to meet their performance criteria.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	-
<b>Interest after change</b>	2013 LTIP: 343,000 nil-cost options vested in April 2016 2014 LTIP: 131,616 nil-cost options: 7,450 capable of vesting in April 2017 and 124,166 capable of vesting in April 2018 2015 LTIP: 354,457 nil-cost options: 236,304 capable of vesting in March 2018 and 118,153 capable of vesting in March 2019 2016 LTIP: 400,000 nil-cost options: 266,667 capable of vesting in March 2019 and 133,333 capable of vesting in March 2020

## 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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<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>	Philip Wagstaff
<b>Date of last notice</b>	1 February 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>	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	
<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	
<b>No. of securities held after change</b>	
<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	

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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.

<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>Date of change</b>	9 February 2017
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	2014 LTIP: 330,000 nil-cost options: 220,000 capable of vesting in April 2017 and 110,000 capable of vesting in April 2018 2015 LTIP: 267,812 nil-cost options: 178,541 capable of vesting in March 2018 and 89,271 capable of vesting in March 2019 2016 LTIP: 282,000 nil-cost options: 188,000 capable of vesting in March 2019 and 94,000 capable of vesting in March 2020
<b>Interest acquired</b>	-
<b>Interest disposed</b>	2014 LTIP: 213,400 nil-cost options lapsed having failed to meet their performance criteria.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	-
<b>Interest after change</b>	2014 LTIP: 116,600 nil-cost options: 6,600 capable of vesting in April 2017 and 110,000 capable of vesting in April 2018 2015 LTIP: 267,812 nil-cost options: 178,541 capable of vesting in March 2018 and 89,271 capable of vesting in March 2019 2016 LTIP: 282,000 nil-cost options: 188,000 capable of vesting in March 2019 and 94,000 capable of vesting in March 2020

## 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

+ See chapter 19 for defined terms.