

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	Roger Thompson
Date of last notice	1 April 2015

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>	Registered Holder: JPMorgan Chase Bank
Date of change	1 April 2015
No. of securities held prior to change	181,606
Class	Ordinary Shares of 12.5 pence each
Number acquired	12,516
Number disposed	5,883
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. Shares disposed on-market at an average price of 283.33 pence per share.
No. of securities held after change	188,239

+ 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 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, 2016 and 2017
Name of registered holder (if issued securities)	Greenwood Nominees Limited
Date of change	1 April 2015
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: 37,549 restricted shares
Interest acquired	-
Interest disposed	2014 DEP: 12,516 restricted shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	2014 DEP: 25,033 restricted 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.