

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	8 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	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	

+ 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	
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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 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 and four calendar years
Name of registered holder (if issued securities)	-
Date of change	1 May 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	2013 LTIP: 350,000 nil-cost options capable of vesting 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
Interest acquired	2015 LTIP: 354,457 nil-cost options: 236,304 capable of vesting in March 2018 and 118,153 capable of vesting in March 2019
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	2013 LTIP: 350,000 nil-cost options capable of vesting 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

Detail of contract	Henderson Group Buy as You Earn Plan (BAYE)
Nature of interest	Shares held in trust in accordance with the BAYE
Name of registered holder (if issued securities)	Greenwood Nominees Limited

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Date of change	30 April 2015
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	1,150 partnership shares 2,300 matching shares Nil free shares 54 dividend shares
Interest acquired	54 partnership shares 108 matching shares
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Partnership shares purchased on-market, at an average price of 279.36 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan.
Interest after change	1,204 partnership shares 2,408 matching shares Nil free shares 54 dividend 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

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