

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

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| 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.

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| Name of Director | Andrew Formica |
| Date of last notice | 5 June 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.

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| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) 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 CDIs – registered holder HSBC PBCI |
| Date of change | 11 June 2015 |
| No. of securities held prior to change | 413,719 ordinary shares in SIPP 6,307,530 CDIs representing ordinary shares |
| Class | Ordinary shares |
| Number acquired | 9,736 |
| Number disposed | 9,736 |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Shares disposed on-market at an average price of 283.8356 pence per share. |
| No. of securities held after change | 413,719 ordinary shares in SIPP 6,307,530 CDIs representing ordinary shares |

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Appendix 3Y

Change of Director's Interest Notice

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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 2012 SAYE. Shares disposed on-market to fund UK tax and national insurance costs and for financial planning. |
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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.

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| Detail of contract | Henderson Group Sharesave Scheme |
| Nature of interest | Savings-related share option scheme via monthly deductions from salary. |
| Name of registered holder (if issued securities) | - |
| Date of change | 11 June 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 | 2012 Sharesave: 9,736 options capable of vesting on 1 June 2015 with an exercise price of 92.432 pence per share. 2014 Sharesave: 4,205 options capable of vesting on 1 June 2017 with an exercise price of 214.00 pence per share. 2015 Sharesave: 3,964 options capable of vesting on 1 June 2018 with an exercise price of 227.00 pence per share. |
| Interest acquired | - |
| Interest disposed | 2012 Sharesave: 9,736 options exercised with an exercise price of 92.432 pence per share. |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | - |
| Interest after change | 2014 Sharesave: 4,205 options capable of vesting on 1 June 2017 with an exercise price of 214.00 pence per share. 2015 Sharesave: 3,964 options capable of vesting on 1 June 2018 with an exercise price of 227.00 pence per share. |

Part 3 – +Closed period

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| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
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Appendix 3Y
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| 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.