

# 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 Formica    |
| <b>Date of last notice</b> | 22 September 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.

|                                                                                                                                                          |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Direct or indirect interest</b>                                                                                                                       |  |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br>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><br>Note: If consideration is non-cash, provide details and estimated valuation                                                |  |
| <b>No. of securities held after change</b>                                                                                                               |  |

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

### 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 Buy as You Earn Plan (BAYE)                                                                                                                                        |
| <b>Nature of interest</b>                                                                                                                                                                   | Shares held in trust in accordance with the BAYE                                                                                                                                   |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                                     | Greenwood Nominees Limited                                                                                                                                                         |
| <b>Date of change</b>                                                                                                                                                                       | 30 September 2015                                                                                                                                                                  |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | 12,512 partnership shares<br>23,135 matching shares<br>10,657 free shares<br>14,553 dividend shares                                                                                |
| <b>Interest acquired</b>                                                                                                                                                                    | 58 partnership shares<br>116 matching shares                                                                                                                                       |
| <b>Interest disposed</b>                                                                                                                                                                    | -                                                                                                                                                                                  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | Partnership shares purchased on-market, at an average price of 260.6357 pence per share, via deduction from pretax salary.<br>Matching shares awarded in accordance with the plan. |
| <b>Interest after change</b>                                                                                                                                                                | 12,570 partnership shares<br>23,251 matching shares<br>10,657 free shares<br>14,553 dividend shares                                                                                |

### Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                               |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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 |

<sup>+</sup> See chapter 19 for defined terms.

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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> | 22 September 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.

|                                                                                                                                                          |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Direct or indirect interest</b>                                                                                                                       |  |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br>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><br>Note: If consideration is non-cash, provide details and estimated valuation                                                |  |
| <b>No. of securities held after change</b>                                                                                                               |  |

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+ See chapter 19 for defined terms.

|                                                                                                                                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

## 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 Buy as You Earn Plan (BAYE)                                                                                                                                        |
| <b>Nature of interest</b>                                                                                                                                                    | Shares held in trust in accordance with the BAYE                                                                                                                                   |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      | Greenwood Nominees Limited                                                                                                                                                         |
| <b>Date of change</b>                                                                                                                                                        | 30 September 2015                                                                                                                                                                  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | 1,427 partnership shares<br>2,854 matching shares<br>Nil free shares<br>186 dividend shares                                                                                        |
| <b>Interest acquired</b>                                                                                                                                                     | 57 partnership shares<br>114 matching shares                                                                                                                                       |
| <b>Interest disposed</b>                                                                                                                                                     | -                                                                                                                                                                                  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 | Partnership shares purchased on-market, at an average price of 260.6357 pence per share, via deduction from pretax salary.<br>Matching shares awarded in accordance with the plan. |
| <b>Interest after change</b>                                                                                                                                                 | 1,484 partnership shares<br>2,968 matching shares<br>Nil free shares<br>186 dividend shares                                                                                        |

## Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                               |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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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<sup>+</sup> See chapter 19 for defined terms.