

Appendix 3X

Initial 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 30/9/2001.

Name of entity	HENDERSON GROUP PLC.
ABN	67 133 992 766

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Philip Wagstaff
Date of appointment	24 May 2016

Part 1 - Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
	Nil

Part 3 – 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 to four calendar years as below
Name of registered holder (if issued securities)	-
No. and class of securities to which interest relates	2014 LTIP: 330,000 nil-cost options: 220,000 capable of vesting in March 2017 and 110,000 capable of vesting in March 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

+ See chapter 19 for defined terms.

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 (vested), 2016 (vested) and 2017. 2015 DEP: 33.3% capable of vesting in each of March 2016 (vested), 2017 and 2018. 2016 DEP: 33.3% capable of vesting in each of April 2017, 2018 and 2019
Name of registered holder (if issued securities)	Greenwood Nominees Limited
No. and class of securities to which interest relates	2014 DEP: 24,993 restricted shares 2015 DEP: 52,684 restricted shares 2016 DEP: 85,832 restricted shares.

Detail of contract	Henderson Group Restricted Share Plan (RSP)
Nature of interest	Restricted shares subject to employment based conditions.
Name of registered holder (if issued securities)	Greenwood Nominees Limited
No. and class of securities to which interest relates	2012 RSP: 932,030 shares capable of vesting in March 2017 2016 RSP: 613,447 shares, 33.3% capable of vesting in each of March 2018, 2019 and 2020

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)	-
No. and class of securities to which interest relates	2014 Sharesave: 4,205 options capable of vesting on 1 June 2017 with an option price of 214.00 pence per share. 2016 Sharesave: 4,368 options capable of vesting on 1 June 2019 with an option price of 206.00 pence per share

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Detail of contract	Henderson Group Buy as You Earn Plan (BAYE)
Nature of interest	Shares held in trust accordance with the BAYE rules.
Name of registered holder (if issued securities)	Greenwood Nominees Limited
No. and class of securities to which interest relates	4,440 partnership shares 8,880 matching shares 5,891 free shares 1,804 dividend shares

+ See chapter 19 for defined terms.