

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	Andrew James Formica
Date of last notice	29 April 2016

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>	Ordinary shares held in a self-invested personal pension (SIPP) – registered holder: Hargreaves Lansdown Pension Trustees Limited Ordinary shares held by Director for connected person (son) – registered holder: Charles Stanley CDIs – registered holder HSBC PBCI
Date of change	5 May 2016
No. of securities held prior to change	413,719 ordinary shares in SIPP 165 ordinary shares for connected person (son) 6,307,530 CDIs representing ordinary shares
Class	Ordinary shares
Number acquired	615,816 ordinary shares
Number disposed	615,816 ordinary shares*

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired on vesting of a share plan and at no cost to the Director. *Shares relating to share plans are currently being disposed of on-market over a number of days to help maintain an orderly market. A further announcement to confirm the disposal price will be released once the sale of shares is complete.
No. of securities held after change	413,719 ordinary shares in SIPP 165 ordinary shares for connected person (son) 6,307,530 CDIs representing ordinary shares
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 2011 ESOP. Shares disposed on-market to fund UK tax and national insurance costs and for financial planning.

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 – communicated to employees as the Employee Share Ownership Plan (ESOP)
Nature of interest	2011 ESOP: Shares purchased with part of pre-tax STI and held in trust, 33.3% capable of vesting in each of March 2014 (vested), 2015 (vested) and 2016 (vested), and potential matching shares dependent on performance conditions.
Name of registered holder (if issued securities)	Greenwood Nominees Limited
Date of change	5 May 2016
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	2011 ESOP: 205,272 shares and potential matching shares dependent on performance conditions.
Interest acquired	2011 ESOP: 410,544 matching shares awarded under the plan at 242.3 pence per share as part of the 2016 vesting.
Interest disposed	2011 ESOP: 615,816 shares (205,272 shares vested, being 33.3% of 2011 ESOP award, plus 410,544 matching shares)
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

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
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.