

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 Formica
Date of last notice	3 October 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	
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	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

+ See chapter 19 for defined terms.

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 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
Date of change	31 October 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	13,276 partnership shares 24,663 matching shares 10,657 free shares 17,152 dividend shares
Interest acquired	64 partnership shares 128 matching shares
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Partnership shares purchased on-market, at an average price of 232.3354 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan.
Interest after change	13,340 partnership shares 24,791 matching shares 10,657 free shares 17,152 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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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	3 October 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	
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	
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 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
Date of change	31 October 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	2,190 partnership shares 4,380 matching shares Nil free shares 432 dividend shares
Interest acquired	64 partnership shares 128 matching shares
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Partnership shares purchased on-market, at an average price of 232.3354 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan.
Interest after change	2,254 partnership shares 4,508 matching shares Nil free shares 432 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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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	Philip Wagstaff
Date of last notice	3 October 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	
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	
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 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
Date of change	31 October 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	4,708 partnership shares 9,416 matching shares 5,891 free shares 2,677 dividend shares
Interest acquired	54 partnership shares 108 matching shares
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Partnership shares purchased on-market, at an average price of 232.3354 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan.
Interest after change	4,762 partnership shares 9,524 matching shares 5,891 free shares 2,677 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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