

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 | 1 September 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 | 19 & 20 September 2016 |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | 13,209 partnership shares 24,529 matching shares 10,657 free shares 16,254 dividend shares |
| Interest acquired | 483 dividend shares on 19 September 2016 (at an average price of 229.6034 pence per share) 415 dividend shares on 20 September 2016 (at an average price of 230.2786 pence per share) |
| Interest disposed | - |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | Dividends paid on plan shares were reinvested by purchasing shares on-market on 19 September 2016 and 20 September 2016 at the average prices shown above. |
| Interest after change | 13,209 partnership shares 24,529 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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| 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 | Roger Thompson |
| Date of last notice | 1 September 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 | 19 September 2016 |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | 2,124 partnership shares 4,248 matching shares Nil free shares 341 dividend shares |
| Interest acquired | 91 dividend shares on 19 September 2016 (at an average price of 229.6034 pence per share) |
| Interest disposed | - |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | Dividends paid on plan shares were reinvested by purchasing shares on-market on 19 September 2016 at the average price shown above. |
| Interest after change | 2,124 partnership shares 4,248 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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| 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 | Philip Wagstaff |
| Date of last notice | 1 September 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.

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|---|--|
| 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 | 19 September 2016 |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | 4,653 partnership shares 9,306 matching shares 5,891 free shares 2,369 dividend shares |
| Interest acquired | 308 dividend shares on 19 September 2016 (at an average price of 229.6034 pence per share) |
| Interest disposed | - |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | Dividends paid on plan shares were reinvested by purchasing shares on-market on 19 September 2016 at the average price shown above. |
| Interest after change | 4,653 partnership shares 9,306 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 |

⁺ See chapter 19 for defined terms.