

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	10 May 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	1 June 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	-
Number disposed	3,153,765 CDIs representing 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 transferred for nil consideration. The transfer market price at the date of transfer was AUD\$5.23 per share.
No. of securities held after change	413,719 ordinary shares in SIPP 165 ordinary shares for connected person (son) 3,153,765 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	Transfer to spouse as part of divorce settlement.

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 May & 1 June 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	12,954 partnership shares 24,019 matching shares 10,657 free shares 14,553 dividend shares
Interest acquired	56 partnership shares 112 matching shares 891 dividend shares (at an average price of 267.7594 pence per share) 810 dividend shares (at an average price of 257.9458 pence per share)
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 267.7594 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan. Dividends paid on plan shares were reinvested by purchasing shares on-market on 31 May and 1 June 2016 at the average prices shown above.
Interest after change	13,010 partnership shares 24,131 matching shares 10,657 free shares 16,254 dividend shares

+ See chapter 19 for defined terms.

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	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	
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	

+ See chapter 19 for defined terms.

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 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	1,868 partnership shares 3,736 matching shares Nil free shares 186 dividend shares
Interest acquired	56 partnership shares 112 matching shares 155 dividend 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 267.7594 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan. Dividend paid on plan shares were reinvested by purchasing shares on-market on 31 May 2016 at an average price of 267.7594 pence per share.
Interest after change	1,924 partnership shares 3,848 matching shares Nil free shares 341 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	24 May 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	

+ See chapter 19 for defined terms.

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 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	4,440 partnership shares 8,880 matching shares 5,891 free shares 1,804 dividend shares
Interest acquired	47 partnership shares 94 matching shares 565 dividend 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 267.7594 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan. Dividend paid on plan shares were reinvested by purchasing shares on-market on 31 May 2016 at an average price of 267.7594 pence per share.
Interest after change	4,487 partnership shares 8,974 matching shares 5891 free shares 2,369 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.