

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	Sarah Arkle
Date of last notice	3 December 2013

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	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: Halifax Share Dealing Limited
Date of change	30 May 2017
No. of securities held prior to change	663 ordinary shares (Direct) 20,000 ordinary shares (Indirect)
Class	Ordinary Shares of US\$0.15 each
Number acquired	Nil
Number disposed	Nil (see Nature of Change)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A (see Nature of Change)
No. of securities held after change	66 ordinary shares of US\$1.50 (Direct) 2,000 ordinary shares of US\$1.50 (Indirect)

+ See chapter 19 for defined terms.

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Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	'10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017.
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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	Non-Executive Director Fee - Annual Stock Retainer
Nature of interest	Annual stock retainer with a face value at the date of grant of US\$100,000 awarded retrospectively, one year in arrears from the beginning of the service period
Name of registered holder (if issued securities)	-
Date of change	30 May 2017
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>	-
Interest acquired	Annual stock retainer (as described above) for the year ended 30 May 2018
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
Interest after change	Annual stock retainer (as described above) for the year ended 30 May 2018

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	Kalpana Desai
Date of last notice	22 December 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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
Date of change	30 May 2017
No. of securities held prior to change	20,000
Class	Ordinary shares of US\$0.15 each
Number acquired	Nil
Number disposed	Nil (see Nature of Change)
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A (see Nature of Change)
No. of securities held after change	2,000 ordinary shares of US\$1.50

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	'10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017.
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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	Non-Executive Director Fee - Annual Stock Retainer
Nature of interest	Annual stock retainer with a face value at the date of grant of US\$100,000 awarded retrospectively, one year in arrears from the beginning of the service period
Name of registered holder (if issued securities)	-
Date of change	30 May 2017
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	-
Interest acquired	Annual stock retainer (as described above) for the year ended 30 May 2018
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil
Interest after change	Annual stock retainer (as described above) for the year ended 30 May 2018

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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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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Kevin Dolan
Date of last notice	29 June 2012

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	-
Date of change	30 May 2017
No. of securities held prior to change	3,083
Class	Ordinary shares of US\$0.15 each
Number acquired	Nil
Number disposed	Nil (see Nature of Change)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A (see Nature of Change)
No. of securities held after change	308 ordinary shares of US\$1.50

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	'10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017.
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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	Non-Executive Director Fee - Annual Stock Retainer
Nature of interest	Annual stock retainer with a face value at the date of grant of US\$100,000 awarded retrospectively, one year in arrears from the beginning of the service period
Name of registered holder (if issued securities)	-
Date of change	30 May 2017
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	-
Interest acquired	Annual stock retainer (as described above) for the year ended 30 May 2018
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil
Interest after change	Annual stock retainer (as described above) for the year ended 30 May 2018

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	Andrew James Formica
Date of last notice	2 May 2017

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Ordinary shares held in a self-invested personal pension (SIPP) – registered holder: Hargreaves Lansdown Pension Trustees Limited Ordinary shares held by Director – registered holder: Charles Stanley Ordinary shares held by Director for connected person (son) – registered holder: Charles Stanley CDIs – registered holder HSBC PBCI
Date of change	30 May 2017
No. of securities held prior to change	413,719 ordinary shares in SIPP 1,153,744 ordinary shares 165 ordinary shares for connected person (son) 3,153,765 CDIs representing ordinary shares
Class	Ordinary shares of US\$0.15 each
Number acquired	Nil

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Number disposed	Nil (see Nature of Change)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil (see Nature of Change)
No. of securities held after change	41,371 ordinary shares in SIPP 115,374 ordinary shares 16 ordinary shares for connected person (son) 315,376 CDIs representing ordinary shares (in each case, ordinary shares of US\$1.50)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	'10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017.

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 Long Term Incentive Plan (LTIP)
Nature of interest	Nil-cost options capable of vesting after three years subject to performance conditions, including relative TSR, over three to four calendar years as below
Name of registered holder (if issued securities)	-
Date of change	30 May 2017
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	2014 LTIP: 263,333 nil-cost options: 263,333 capable of vesting in April 2018 2015 LTIP: 751,879 nil-cost options: 501,252 capable of vesting in March 2018 and 250,627 capable of vesting in March 2019 2016 LTIP: 840,000 nil-cost options: 560,000 capable of vesting in March 2019 and 280,000 capable of vesting in March 2020
Interest acquired	Nil
Interest disposed	Nil (see Nature of Change above)
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil (see Nature of Change above)

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Interest after change	<p>2014 LTIP: 26,333 nil-cost options: 26,333 capable of vesting in April 2018</p> <p>2015 LTIP: 75,187 nil-cost options: 50,125 capable of vesting in March 2018 and 25,062 capable of vesting in March 2019</p> <p>2016 LTIP: 84,000 nil-cost options: 56,000 capable of vesting in March 2019 and 28,000 capable of vesting in March 2020</p>
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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)	-
Date of change	30 May 2017
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>	<p>2014 Sharesave: 4,205 options capable of vesting on 1 June 2017 with an exercise price of 214.00 pence per share.</p> <p>2015 Sharesave: 3,964 options capable of vesting on 1 June 2018 with an exercise price of 227.00 pence per share.</p>
Interest acquired	2017 Sharesave: 489 options capable of vesting on 1 June 2020 with an exercise price of 1840.00 pence per share.
Interest disposed	Nil (see Nature of Change above)
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil (see Nature of Change above)
Interest after change	<p>2014 Sharesave: 420 options capable of vesting on 1 June 2017 with an exercise price of 2140.00 pence per share.</p> <p>2015 Sharesave: 396 options capable of vesting on 1 June 2018 with an exercise price of 2270.00 pence per share.</p> <p>2017 Sharesave: 489 options capable of vesting on 1 June 2020 with an exercise price of 1840.00 pence per share.</p>

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

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Date of change	31 May 2017
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>	13,733 partnership shares 25,577 matching shares 10,657 free shares 17,152 dividend shares
Interest acquired	6 partnership shares 12 matching shares 255 dividend shares
Interest disposed	Nil (see Nature of Change above)
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Partnership shares purchased on-market, at an average price of 2392.3956 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 2017 at an average price of 2392.3956 pence per share.
Interest after change	1,378 partnership shares 2,569 matching shares 1,065 free shares 1,969 dividend shares Updated figures include '10 for 1' consolidation as described above

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	Richard Gillingwater
Date of last notice	9 February 2017

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 by Killik & Co
Date of change	30 May 2017
No. of securities held prior to change	36,114
Class	Ordinary Shares of US\$0.15 each
Number acquired	Nil
Number disposed	Nil (see Nature of Change)
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A (see Nature of Change)
No. of securities held after change	3,611 ordinary shares of US\$1.50 each

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Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	'10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017.
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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	Non-Executive Director Fee - Annual Stock Retainer
Nature of interest	Annual stock retainer with a face value at the date of grant of US\$100,000 awarded retrospectively, one year in arrears from the beginning of the service period
Name of registered holder (if issued securities)	-
Date of change	30 May 2017
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>	-
Interest acquired	Annual stock retainer (as described above) for the year ended 30 May 2018
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
Interest after change	Annual stock retainer (as described above) for the year ended 30 May 2018

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	Angela Seymour-Jackson
Date of last notice	11 August 2014

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
Date of change	30 May 2017
No. of securities held prior to change	11,082
Class	Ordinary shares of US\$0.15 each
Number acquired	Nil
Number disposed	Nil (see Nature of Change)
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A (see Nature of Change)
No. of securities held after change	1,108 ordinary shares of US\$1.50

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	'10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017.
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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	Non-Executive Director Fee - Annual Stock Retainer
Nature of interest	Annual stock retainer with a face value at the date of grant of US\$100,000 awarded retrospectively, one year in arrears from the beginning of the service period
Name of registered holder (if issued securities)	-
Date of change	30 May 2017
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	-
Interest acquired	Annual stock retainer (as described above) for the year ended 30 May 2018
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil
Interest after change	Annual stock retainer (as described above) for the year ended 30 May 2018

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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