

# 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

|                       |                             |
|-----------------------|-----------------------------|
| <b>Name of entity</b> | <b>HENDERSON GROUP PLC.</b> |
| <b>ABN</b>            | <b>67 133 992 766</b>       |

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.

|                            |                |
|----------------------------|----------------|
| <b>Name of Director</b>    | Roger Thompson |
| <b>Date of last notice</b> | 28 March 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Registered Holder: JPMorgan Chase Bank   |
| <b>Date of change</b>   | 31 March 2017  |
| <b>No. of securities held prior to change</b>   | 210,520  |
| <b>Class</b>  | Ordinary Shares of 12.5 pence each   |
| <b>Number acquired</b>  | 27,350   |
| <b>Number disposed</b>  | 12,855   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | Shares acquired on vesting of a share plan and at no cost to the Director.<br>12,855 shares disposed on-market at an average price of 231.9 pence per share. |
| <b>No. of securities held after change</b>  | 225,015  |

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+ See chapter 19 for defined terms.

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| <p><b>Nature of change</b><br/>         Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>Shares acquired on vesting of 2014 and 2016 DEP.<br/>         Shares disposed on-market purely to fund UK tax and national insurance costs.</p> |
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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.

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|---|--|
| <b>Detail of contract</b>   | Henderson Group Deferred Equity Plan (DEP)   |
| <b>Nature of interest</b>   | Restricted shares paid in lieu of STI payments, conditional on remaining in employment.<br>2014 DEP: 33.3% capable of vesting in each of April 2015 (vested), 2016 (vested) and 2017 (vested)<br>2015 DEP: 33.3% capable of vesting in each of April 2016 (vested), 2017 (vested) and 2018<br>2016 DEP: 33.3% capable of vesting in each of April 2017 (vested), 2018 and 2019 |
| <b>Name of registered holder (if issued securities)</b>   | Greenwood Nominees Limited   |
| <b>Date of change</b>   | 31 March 2017  |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | 2014 DEP: 12,517 restricted shares<br>2015 DEP: 14,763 restricted shares<br>2016 DEP: 44,500 restricted shares   |
| <b>Interest acquired</b>  | -  |
| <b>Interest disposed</b>  | 2014 DEP: 12,517 restricted shares<br>2016 DEP: 14,833 restricted shares   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | -  |
| <b>Interest after change</b>  | 2015 DEP: 14,763 restricted shares<br>2016 DEP: 29,667 restricted shares   |

|   |  |
|---|--|
| <b>Detail of contract</b>                               | Henderson Group Buy as You Earn Plan (BAYE)      |
| <b>Nature of interest</b>                               | Shares held in trust in accordance with the BAYE |
| <b>Name of registered holder (if issued securities)</b> | Greenwood Nominees Limited                       |
| <b>Date of change</b>                                   | 31 March 2017                                    |

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| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | 2,518 partnership shares<br>5,036 matching shares<br>Nil free shares<br>432 dividend shares  |
| <b>Interest acquired</b>   | 65 partnership shares<br>130 matching shares   |
| <b>Interest disposed</b>   | -  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | Partnership shares purchased on-market, at an average price of 232.0834 pence per share, via deduction from pretax salary.<br>Matching shares awarded in accordance with the plan. |
| <b>Interest after change</b>   | 2,583 partnership shares<br>5,166 matching shares<br>Nil free shares<br>432 dividend shares  |

**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

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