

# 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> <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> <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. 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

+ See chapter 19 for defined terms.

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

<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. 2014 DEP: 33.3% capable of vesting in each of April 2015 (vested), 2016 (vested) and 2017 (vested) 2015 DEP: 33.3% capable of vesting in each of April 2016 (vested), 2017 (vested) and 2018 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> Note: Details are only required for a contract in relation to which the interest has changed	2014 DEP: 12,517 restricted shares 2015 DEP: 14,763 restricted shares 2016 DEP: 44,500 restricted shares
<b>Interest acquired</b>	-
<b>Interest disposed</b>	2014 DEP: 12,517 restricted shares 2016 DEP: 14,833 restricted shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	-
<b>Interest after change</b>	2015 DEP: 14,763 restricted shares 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> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	2,518 partnership shares 5,036 matching shares Nil free shares 432 dividend shares
<b>Interest acquired</b>	65 partnership shares 130 matching shares
<b>Interest disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Partnership shares purchased on-market, at an average price of 232.0834 pence per share, via deduction from pretax salary. Matching shares awarded in accordance with the plan.
<b>Interest after change</b>	2,583 partnership shares 5,166 matching shares Nil free shares 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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