

**2018 Annual General Meeting
Results of Meeting**

4 May 2018

Janus Henderson Group plc (the “Company”) reports that the resolutions contained in the Notice of Annual General Meeting (dated 22 March 2018 and lodged with the ASX and SEC) were each passed by the requisite majority of shareholders at the Annual General Meeting of Shareholders held in Denver, Colorado on 3 May 2018.

All resolutions were decided on a poll.

No resolutions were amended or withdrawn. The full text of each resolution is contained in the Notice of Annual General Meeting. Capitalised terms used below have the same meaning as in the Notice of Annual General Meeting.

Resolution 1: Annual Report and Accounts

It was resolved, as an ordinary resolution, to receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2017 and the reports of the Director and Auditors thereon.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 141,875,347 | 99.79 | 302,298 | 0.21 | 4,042,524 | 0 | 142,177,645 | 70.94 |
| Total number of votes cast on the poll: | 141,875,347 | 99.79 | 302,298 | 0.21 | 4,042,524 | 0 | 142,177,645 | 70.94 |

Resolution 2

It was resolved, as an ordinary resolution, to reappoint Ms S Arkle as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,970,303 | 99.82 | 248,149 | 0.18 | 83,759 | 4,917,958 | 141,218,452 | 70.47 |
| Total number of votes cast on the poll: | 140,970,303 | 99.82 | 248,149 | 0.18 | 83,759 | 4,917,958 | 141,218,452 | 70.47 |

Resolution 3

It was resolved, as an ordinary resolution, to reappoint Ms K Desai as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,974,384 | 99.83 | 243,922 | 0.17 | 83,905 | 4,917,958 | 141,218,306 | 70.47 |
| Total number of votes cast on the poll: | 140,974,384 | 99.83 | 243,922 | 0.17 | 83,905 | 4,917,958 | 141,218,306 | 70.47 |

Resolution 4

It was resolved, as an ordinary resolution, to reappoint Mr J Diermeier as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,768,930 | 99.68 | 447,730 | 0.32 | 85,551 | 4,917,958 | 141,216,660 | 70.47 |
| Total number of votes cast on the poll: | 140,768,930 | 99.68 | 447,730 | 0.32 | 85,551 | 4,917,958 | 141,216,660 | 70.47 |

Resolution 5

It was resolved, as an ordinary resolution, to reappoint Mr K Dolan as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,927,143 | 99.80 | 288,006 | 0.20 | 87,062 | 4,917,958 | 141,215,149 | 70.46 |
| Total number of votes cast on the poll: | 140,927,143 | 99.80 | 288,006 | 0.20 | 87,062 | 4,917,958 | 141,215,149 | 70.46 |

Resolution 6

It was resolved, as an ordinary resolution, to reappoint Mr E Flood Jr as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,894,521 | 99.78 | 315,881 | 0.22 | 91,809 | 4,917,958 | 141,210,402 | 70.46 |
| Total number of votes cast on the poll: | 140,894,521 | 99.78 | 315,881 | 0.22 | 91,809 | 4,917,958 | 141,210,402 | 70.46 |

Resolution 7

It was resolved, as an ordinary resolution, to reappoint Mr A Formica as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,934,347 | 99.81 | 271,630 | 0.19 | 96,234 | 4,917,958 | 141,205,977 | 70.46 |
| Total number of votes cast on the poll: | 140,934,347 | 99.81 | 271,630 | 0.19 | 96,234 | 4,917,958 | 141,205,977 | 70.46 |

Resolution 8

It was resolved, as an ordinary resolution, to reappoint Mr R Gillingwater as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,233,296 | 99.31 | 972,359 | 0.69 | 96,556 | 4,917,958 | 141,205,655 | 70.46 |
| Total number of votes cast on the poll: | 140,233,296 | 99.31 | 972,359 | 0.69 | 96,556 | 4,917,958 | 141,205,655 | 70.46 |

Resolution 9

It was resolved, as an ordinary resolution, to reappoint Mr L Kochard as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,302,510 | 99.36 | 907,986 | 0.64 | 91,715 | 4,917,958 | 141,210,496 | 70.46 |
| Total number of votes cast on the poll: | 140,302,510 | 99.36 | 907,986 | 0.64 | 91,715 | 4,917,958 | 141,210,496 | 70.46 |

Resolution 10

It was resolved, as an ordinary resolution, to reappoint Mr G Schafer as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,782,410 | 99.69 | 431,149 | 0.31 | 88,652 | 4,917,958 | 141,213,559 | 70.46 |
| Total number of votes cast on the poll: | 140,782,410 | 99.69 | 431,149 | 0.31 | 88,652 | 4,917,958 | 141,213,559 | 70.46 |

Resolution 11

It was resolved, as an ordinary resolution, to reappoint Ms A Seymour-Jackson as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|------------|-------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 117,082,782 | 82.91 | 24,131,779 | 17.09 | 87,650 | 4,917,958 | 141,214,561 | 70.46 |
| Total number of votes cast on the poll: | 117,082,782 | 82.91 | 24,131,779 | 17.09 | 87,650 | 4,917,958 | 141,214,561 | 70.46 |

Resolution 12

It was resolved, as an ordinary resolution, to reappoint Mr R Weil as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,753,208 | 99.73 | 377,433 | 0.27 | 171,570 | 4,917,958 | 141,130,641 | 70.42 |
| Total number of votes cast on the poll: | 140,753,208 | 99.73 | 377,433 | 0.27 | 171,570 | 4,917,958 | 141,130,641 | 70.42 |

Resolution 13

It was resolved, as an ordinary resolution, to reappoint Mr T Yamamoto as a Director of the Company.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|-----------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,118,980 | 99.22 | 1,096,712 | 0.78 | 86,519 | 4,917,958 | 141,215,692 | 70.46 |
| Total number of votes cast on the poll: | 140,118,980 | 99.22 | 1,096,712 | 0.78 | 86,519 | 4,917,958 | 141,215,692 | 70.46 |

Resolution 14: Reappointment of the Auditors

It was resolved, as an ordinary resolution, to reappoint PricewaterhouseCoopers LLP as Auditors to the Company and to authorise the Directors to agree the remuneration of the Auditors.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|-----------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 144,843,660 | 99.19 | 1,175,966 | 0.81 | 200,543 | 0 | 146,019,626 | 72.86 |
| Total number of votes cast on the poll: | 144,843,660 | 99.19 | 1,175,966 | 0.81 | 200,543 | 0 | 146,019,626 | 72.86 |

Resolution 15: Janus Henderson Group plc Deferred Equity Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc Deferred Equity Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|------------|-------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 117,606,643 | 83.37 | 23,463,855 | 16.63 | 231,713 | 4,917,958 | 141,070,498 | 70.39 |
| Total number of votes cast on the poll: | 117,606,643 | 83.37 | 23,463,855 | 16.63 | 231,713 | 4,917,958 | 141,070,498 | 70.39 |

Resolution 16: Janus Henderson Group plc Restricted Share Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc Restricted Share Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 102,159,425 | 72.75 | 38,267,131 | 27.25 | 875,655 | 4,917,958 | 140,426,556 | 70.07 |
| Total number of votes cast on the poll: | 102,159,425 | 72.75 | 38,267,131 | 27.25 | 875,655 | 4,917,958 | 140,426,556 | 70.07 |

Resolution 17: Janus Henderson Group plc Buy As You Earn Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc Buy As You Earn Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,416,770 | 99.53 | 659,733 | 0.47 | 225,708 | 4,917,958 | 141,076,503 | 70.40 |
| Total number of votes cast on the poll: | 140,416,770 | 99.53 | 659,733 | 0.47 | 225,708 | 4,917,958 | 141,076,503 | 70.40 |

Resolution 18: Janus Henderson Group plc International Buy As You Earn Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc International Buy As You Earn Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,430,489 | 99.54 | 647,270 | 0.46 | 224,452 | 4,917,958 | 141,077,759 | 70.40 |
| Total number of votes cast on the poll: | 140,430,489 | 99.54 | 647,270 | 0.46 | 224,452 | 4,917,958 | 141,077,759 | 70.40 |

Resolution 19: Janus Henderson Group plc Sharesave Scheme

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc Sharesave Scheme.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,563,447 | 99.65 | 500,215 | 0.35 | 238,549 | 4,917,958 | 141,063,662 | 70.39 |
| Total number of votes cast on the poll: | 140,563,447 | 99.65 | 500,215 | 0.35 | 238,549 | 4,917,958 | 141,063,662 | 70.39 |

Resolution 20: Janus Henderson Group plc 2010 Long Term Incentive Stock Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc 2010 Long Term Incentive Stock Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 99,085,411 | 70.56 | 41,351,576 | 29.44 | 865,224 | 4,917,958 | 140,436,987 | 70.08 |
| Total number of votes cast on the poll: | 99,085,411 | 70.56 | 41,351,576 | 29.44 | 865,224 | 4,917,958 | 140,436,987 | 70.08 |

Resolution 21: Janus Henderson Group plc 2012 Employment Inducement Award Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc 2012 Employment Inducement Award Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 120,098,776 | 85.14 | 20,960,276 | 14.86 | 243,159 | 4,917,958 | 141,059,052 | 70.39 |
| Total number of votes cast on the poll: | 120,098,776 | 85.14 | 20,960,276 | 14.86 | 243,159 | 4,917,958 | 141,059,052 | 70.39 |

Resolution 22: Janus Henderson Group plc Employee Stock Purchase Plan

It was resolved, as an ordinary resolution, to approve the Janus Henderson Group plc Employee Stock Purchase Plan.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 122,255,008 | 86.65 | 18,840,293 | 13.35 | 206,910 | 4,917,958 | 141,095,301 | 70.40 |
| Total number of votes cast on the poll: | 122,255,008 | 86.65 | 18,840,293 | 13.35 | 206,910 | 4,917,958 | 141,095,301 | 70.40 |

Resolution 23: Authority to purchase own shares

It was resolved, as a special resolution, to authorise the Company to purchase its own shares.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|----------|----------------|----------|------------------------|-------------------------|-----------------------------------|-------------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,490,382 | 99.70 | 426,412 | 0.30 | 385,417 | 4,917,958 | 140,916,794 | 70.32 |
| Total number of votes cast on the poll: | 140,490,382 | 99.70 | 426,412 | 0.30 | 385,417 | 4,917,958 | 140,916,794 | 70.32 |

Resolution 24: Authority to purchase own CDIs

It was resolved, as a special resolution, to authorise the Company to purchase its own CDIs.

| | For | % | Against | % | Votes withheld* | Broker non-votes | Total (ex. votes withheld) | % of ISC Voted** |
|---|-------------|-------|---------|------|-----------------|------------------|----------------------------|------------------|
| Total number of proxy votes exercisable by all proxies validly appointed: | 140,464,693 | 99.69 | 439,941 | 0.31 | 397,577 | 4,917,958 | 140,904,634 | 70.31 |
| Total number of votes cast on the poll: | 140,464,693 | 99.69 | 439,941 | 0.31 | 397,577 | 4,917,958 | 140,904,634 | 70.31 |

* A 'vote withheld' is not a vote in law. These were not counted in the calculation of the proportion of the votes for and against each of the resolutions.

** Issued Share Capital as of 3 May 2018: 200,406,138

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Investor enquiries

John Groneman
Global Head of Investor Relations

+44 (0) 20 7818 2106
john.groneman@janushenderson.com

Louise Curran
Non-US Investor Relations Manager

+44 (0) 20 7818 5927
louise.curran@janushenderson.com

Jim Kurtz
US Investor Relations Manager

+1 (303) 336 4529
jim.kurtz@janushenderson.com

Investor Relations

investor.relations@janushenderson.com

About Janus Henderson

Janus Henderson is a leading global active asset manager dedicated to helping investors achieve long-term financial goals through a broad range of investment solutions, including equities, fixed income, quantitative equities, multi-asset and alternative asset class strategies.

Janus Henderson has approximately US\$371 billion in assets under management (as at 31 December 2017), more than 2,000 employees and offices in 27 cities worldwide. Headquartered in London, the company is listed on the New York Stock Exchange (NYSE) and the Australian Securities Exchange (ASX).

Further information can be found at ww.janushenderson.com/ir