

# 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>	JANUS HENDERSON GROUP PLC
<b>ABN</b>	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.

<b>Name of Director</b>	Glenn Schafer
<b>Date of last notice</b>	7 December 2018

### 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>	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	
<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	
<b>No. of securities held after change</b>	
<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	

+ See chapter 19 for defined terms.

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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>	Janus Henderson Group plc Amended and Restated 2010 Long-Term Incentive Plan
<b>Nature of interest</b>	Restricted Stock Units (RSUs) deferred until separation of service.
<b>Name of registered holder (if issued securities)</b>	Undistributed RSUs are held directly by Glenn Schafer. Upon separation of service, the shares are moved to a brokerage account at Fidelity Investments and held beneficially for Glenn Schafer.
<b>Date of change</b>	26 February 2019
<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>	5,940 fully paid ordinary shares distributed upon separation of service.
<b>Interest acquired</b>	225 fully paid ordinary shares on 26 February 2019.
<b>Interest disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Dividends paid on RSUs were reinvested by granting additional RSUs, calculated at the fair market value on 26 February 2019, at an average price of US\$24.45 per share.
<b>Interest after change</b>	6,165 fully paid ordinary shares on 26 February 2019.

**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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