

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	JANUS 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	Richard M Weil
Date of last notice	5 March 2019

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	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	

+ See chapter 19 for defined terms.

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Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

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	Janus Henderson Group plc Amended and Restated 2010 Long-Term Incentive Plan
Nature of interest	Performance share units (PSUs) capable of vesting after three years subject to certain performance conditions. The PSUs have a one-year holding period following vesting, and dividends are not paid on unvested PSUs. The vesting criteria for PSUs granted in 2015, 2016, 2018 and 2019 are based on the company's 3-Year Total Shareholder Return (TSR) percentile ranking relative to peer group companies.
Name of registered holder (if issued securities)	-
Date of change	5 March 2019

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<p>No. and class of securities to which interest related prior to change</p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>27,092 performance share units that have vested under the 2015 PSU are subject to a one-year holding period and are held in a brokerage account at Fidelity Investments for the benefit of Richard M. Weil.</p> <p>2016 PSU: 63,549 performance share units capable of vesting in December 2019 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2018 PSU: 57,590 performance share units capable of vesting in December 2021 into fully paid ordinary shares of Janus Henderson Group plc.</p>
<p>Interest acquired</p>	<p>83,863 performance share units</p>
<p>Interest disposed</p>	
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>On plan shares were awarded on 28 February 2019 at a price of US\$24.66 per share.</p>
<p>Interest after change</p>	<p>27,092 performance share units that have vested under the 2015 PSU are subject to a one-year holding period and are held in a brokerage account at Fidelity Investments for the benefit of Richard M. Weil.</p> <p>2016 PSU: 63,549 performance share units capable of vesting in December 2019 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2018 PSU: 57,590 performance share units capable of vesting in December 2020 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2019 PSU: 83,863 performance share units capable of vesting in December 2021 into fully paid ordinary shares of Janus Henderson Group plc.</p>

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.