

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	Eugene Flood, Jr.
Date of last notice	14 May 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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: Fidelity Investments
Date of change	29 May 2019
No. of securities held prior to change	79 ordinary shares held in a brokerage account at Fidelity Investments
Class	Ordinary shares of US\$1.50 each
Number acquired	5,537 ordinary shares
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As part of their remuneration arrangements, each Non-Executive Director of the Company is entitled to an annual stock retainer, worth US\$130,000, to be awarded at the beginning (or as soon as practicable thereafter) of each year of service. Shares acquired at no cost to the Director.

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No. of securities held after change	5,616 ordinary shares held in a brokerage account at Fidelity Investments
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shares acquired as a part of Non-Executive Director's fee, being an annual stock retainer for the year commencing 1 May 2019. (Note: the retainer for each Non-Executive Director of Janus Henderson Group PLC is US\$130,000, however the number of securities received for this retainer may vary due to tax considerations.)

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – +Closed period

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

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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	Glenn Schafer
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	
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	

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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.

Detail of contract	Janus Henderson Group plc Amended and Restated 2010 Long-Term Incentive Plan
Nature of interest	Restricted Stock Units (RSUs) deferred until separation of service.
Name of registered holder (if issued securities)	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.
Date of change	29 May 2019
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	6,165 fully paid ordinary shares distributed upon separation of service.
Interest acquired	262 fully paid ordinary shares on 29 May 2019.
Interest disposed	Nil
Value/Consideration <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 29 May 2019, at an average price of US\$21.25 per share.
Interest after change	6,427 fully paid ordinary shares on 29 May 2019.

Part 3 – +Closed period

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

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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	Jeffrey Diermeier
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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: Fidelity Investments Registered Holder: UBS
Date of change	29 May 2019
No. of securities held prior to change	27,894 ordinary shares held in a brokerage account at Fidelity Investments 32,968 ordinary shares held in a brokerage account at UBS
Class	Ordinary shares of US\$1.50 each
Number acquired	5,537 ordinary shares
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As part of their remuneration arrangements, each Non-Executive Director of the Company is entitled to an annual stock retainer, worth US\$130,000, to be awarded at the beginning (or as soon as practicable thereafter) of each year of service. Shares acquired at no cost to the Director.

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No. of securities held after change	33,431 ordinary shares held in a brokerage account at Fidelity Investments 32,968 ordinary shares held in a brokerage account at UBS
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares acquired as a part of Non-Executive Director's fee, being an annual stock retainer for the year commencing 1 May 2019. (Note: the retainer for each Non-Executive Director of Janus Henderson Group PLC is US\$130,000, however the number of securities received for this retainer may vary due to tax considerations.)

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	Restricted Stock Units (RSUs) deferred until separation of service.
Name of registered holder (if issued securities)	Undistributed RSUs are held directly by Jeffrey Diermeier. Upon separation of service, the shares are moved to a brokerage account at Fidelity Investments and held beneficially for Jeffrey Diermeier.
Date of change	29 May 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	4,374 fully paid ordinary shares distributed upon separation of service.
Interest acquired	139 fully paid ordinary shares on 29 May 2019.
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Dividends paid on RSUs were reinvested by granting additional RSUs, calculated at the fair market value on 29 May 2019, at an average price of US\$21.25 per share.
Interest after change	4,513 fully paid ordinary shares on 29 May 2019.

Part 3 – +Closed period

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

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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	Lawrence Kochard
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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: Fidelity Investments
Date of change	29 May 2019
No. of securities held prior to change	5,022 ordinary shares
Class	Ordinary shares of US\$1.50 each
Number acquired	5,109 ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As part of their remuneration arrangements, each Non-Executive Director of the Company is entitled to an annual stock retainer, worth US\$130,000, to be awarded on a pro-rated basis at the beginning (or as soon as practicable thereafter) of each year of service. Shares acquired at no cost to the Director.

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No. of securities held after change	10,131 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares acquired as a part of Non-Executive Director's fee, being an annual stock retainer for the year commencing 1 May 2019. (Note: the retainer for each Non-Executive Director of Janus Henderson Group PLC is US\$130,000, however the number of securities received for this retainer may vary due to tax considerations.)

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	Restricted Stock Units (RSUs) deferred until separation of service.
Name of registered holder (if issued securities)	Undistributed RSUs are held directly by Lawrence Kochard. Upon separation of service, the shares are moved to a brokerage account at Fidelity Investments and held beneficially for Lawrence Kochard.
Date of change	29 May 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	31,439 fully paid ordinary shares distributed upon separation of service.
Interest acquired	656 fully paid ordinary shares on 29 May 2019.
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Dividends paid on RSUs were reinvested by granting additional RSUs, calculated at the fair market value on 29 May 2019, at an average price of US\$21.25 per share.
Interest after change	32,095 fully paid ordinary shares on 29 May 2019.

Part 3 – +Closed period

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

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If prior written clearance was provided, on what date was this provided?	N/A
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