

ASX Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

11 February 2020

Lodgment of Appendix 3Y for Richard Weil

Janus Henderson Group PLC (ASX:JHG) attaches the latest update to the securities held by Richard Weil to account for changes made with effect on 4 February 2020.

JHG notes that it last lodged an Appendix 3Y on 17 January 2020 in relation to Richard Weil's interests held via a brokerage account with Fidelity Investments. However, this notice was lodged to update a prior change taking effect on 1 March 2019 which was not separately notified to the ASX at that time due to an administrative oversight. Changes which came into effect on 31 December 2019 were notified to the ASX on 8 January 2020 and, at that time, were inclusive of the changes effective from 1 March 2019.

Accordingly, for the avoidance of doubt, JHG confirms the correct number of shares held by Richard Weill via the Fidelity Investments brokerage account inclusive of both changes effective on 1 March 2019 and 31 December 2019 (but before the recent changes on 4 February 2020) is **876,811**, as set out in the Appendix 3Y lodged on 8 January 2020.

This notice was authorised by Michelle Rosenberg.



Michelle Rosenberg
Company Secretary
Janus Henderson Group Plc

Janus Henderson Investors

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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	17 January 2020 (RSA) and 8 January 2020 (PSU)

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered holder: Fidelity Investments brokerage account, for the benefit of Richard M. Weil. Registered holder: Weil Living Trust, for the benefit of Richard M. Weil and Britney B Weil (connected person).
Date of change	4 February 2020
No. of securities held prior to change	876,811 ordinary shares in Fidelity brokerage account. 31,797 ordinary shares held by the Weil Living Trust.
Class	Ordinary shares of US\$1.50 each

+ See chapter 19 for defined terms.

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Number acquired	2016 PSU – 15,644 (subject to a one-year hold restriction)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired on vesting of share plans at no cost to Director
No. of securities held after change	892,455 ordinary shares in Fidelity brokerage account. 31,797 ordinary shares held by the Weil Living Trust.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade.

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 2016 through 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	4 February 2020

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

<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>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>
<p>Interest acquired</p>	<p>15,644 performance share units that had vested under the 2016 PSU and were subject to restriction.</p>
<p>Interest disposed</p>	<p>39,718 performance share units were cancelled from the 2016 PSU due to the TSR percentile ranking and the resulting payout percentage of 38%.</p> <p>8,187 fully paid ordinary shares from the 2016 PSU sold for tax.</p>
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>Shares were sold for taxes on 5 February 2020 at a price of US\$26.0905 per share. Shares were cancelled for nil value.</p>
<p>Interest after change</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.