

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	8 January 2020

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	1 March 2019
No. of securities held prior to change	831,362 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.

Appendix 3Y

Change of Director's Interest Notice

Number acquired	2018 RSA – 2,464
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired on vesting of share plans and at no cost to the Director.
No. of securities held after change	833,826 ordinary shares held in Fidelity brokerage account. 31,797 ordinary shares held in the brokerage account 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	Restricted Stock Awards (RSA) vesting in three equal and consecutive annual instalments for awards granted 2018 and after, with the first instalment vesting one year after the date of grant.
Name of registered holder (if issued securities)	Unvested RSAs are held directly by Richard M. Weil. Upon vesting, the shares are moved to a brokerage account at Fidelity Investments and held beneficially for Richard M. Weil.
Date of change	1 March 2019

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Appendix 3Y
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>2015 RSA: 16,234 fully paid ordinary shares vesting in December 2019.</p> <p>2016 RSA: 15,677 fully paid ordinary shares vesting in December 2019; 15,678 fully paid ordinary shares vesting in December 2020.</p> <p>2018 RSA: 13,443 shares (deferred award) from 2010 LTI Plan, vesting over 3 years with a 6-month hold after each tranche vests. Vesting is as follows 4,436 shares on 1 March 2019; 4,436 shares on 1 March 2020; 4,571 shares on 1 March 2021.</p>
<p>Interest acquired</p>	<p>Nil</p>
<p>Interest disposed</p>	<p>1,972 fully paid ordinary shares in the 2018 RSA 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 04 March 2019 at a price of US\$24.514 per share.</p>
<p>Interest after change</p>	<p>2015 RSA: 16,234 fully paid ordinary shares vesting in December 2019.</p> <p>2016 RSA: 15,677 fully paid ordinary shares vesting in December 2019; 15,678 fully paid ordinary shares vesting in December 2020.</p> <p>2018 RSA: 2,464 fully paid ordinary shares deposited to brokerage account subject to restriction; 4,436 fully paid ordinary shares vesting on 1 March 2020; 4,571 fully paid ordinary shares vesting on 1 March 2021.</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>

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