

**JANUS HENDERSON GROUP PLC**  
**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

*With effect from 30 May 2017*  
*Revised 16 October 2018*

## **I. Establishment and Purpose**

The Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Janus Henderson Group plc (the “Company”) is established pursuant to Company’s Articles of Association. The Committee is appointed to (1) review Board succession planning generally, further to which the Committee will assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders, (2) to recommend to the Board the Corporate Governance Guidelines (the “Guidelines”) applicable to the Company, and (3) to oversee the annual evaluation of the Board.

## **II. Membership and Qualifications**

### **1. Appointment and Removal.**

Committee members are appointed and removed by a majority vote of the Board.

### **2. Qualifications.**

The Committee must consist of at least three members of the Board. Each member of the Committee must meet the independence requirements of the New York Stock Exchange (the “NYSE”) and should take into account the independence provisions set out in the Corporate Governance Principles and Recommendations issued by the Australian Securities Exchange (“ASX”), as determined by the Board in its judgment.

## **III. Authority and Responsibilities**

The Committee, to the extent it deems necessary or appropriate:

### **1. Board Candidates and Nominees.**

(a) Shall consider succession planning for Non-Executive Directors and Senior Executives (including the CEO).

(b) Shall identify, recruit and, if deemed appropriate by the Committee, interview potential candidates for nomination as Directors on an ongoing basis, including persons suggested by shareholders or others, in such manner as the Committee deems appropriate and in accordance with the minimum criteria set forth in the Guidelines.

(c) Shall recommend to the Board a slate of nominees for election as Directors at the Corporation’s annual meeting of shareholders.

(d) Shall consider any resignation offer tendered by a Director providing that a director who does not receive a majority of the votes cast “for” his or her election shall tender his or her resignation to the Board, and make a recommendation regarding such resignation offer to the Board.

## 2. Board Composition and Procedures.

(a) Shall recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and the ASX and other legal or regulatory requirements and review and assess these standards on a periodic basis.

(b) Shall review periodically with the Board the composition of the Board as a whole and recommend, if deemed necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE and the ASX, including recommending appropriate changes to the size of the Board.

(c) May make recommendations on the frequency and structure of Board meetings.

## 3. Board Committees.

Shall annually review the qualifications and independence of members of the Board committees and shall make recommendations to the Board regarding committee structures, including the size, composition, and chairman of each standing committee of the Board, other than the Committee.

## 4. Corporate Governance and Other Matters.

(a) Shall annually review and assess the Guidelines and recommend any proposed changes to the Board for approval.

(b) Shall review any proposed amendments to the Company's Articles of Association and recommend appropriate action to the Board.

(c) Shall review any proposed material amendments to the Corporate Code of Business Conduct and Officer Code of Ethics for Chief Executive Officer and Senior Financial Officers

(d) Shall recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.

(e) Shall oversee the Corporation's director orientation and continuing education programs.

(f) Shall review and approve the Director and Officer insurance coverage and Errors and Omissions insurance coverage maintained by the Corporation.

## **IV. Outside Advisors**

### 1. Authority.

The Committee shall have the sole authority to retain and terminate any consultant, independent legal counsel or other advisors to assist the Committee in the performance of its duties. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates.

## 2. Funding.

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a search firm, consultant, independent legal counsel or any other advisor retained by the Committee.

## **V. Operational Matters**

### 1. Chairman and Secretary.

The Committee Chairman shall be appointed by the Board. The Committee may also appoint a Secretary, who need not be a Director.

### 2. Meetings.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually at such times and places as it deems necessary to fulfill its responsibilities. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

### 3. Attendees.

The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

### 4. Delegation.

The Committee shall have the authority to form and delegate any of its responsibilities to one or more subcommittees of one or more Committee members as the Committee may deem appropriate in its sole discretion.

### 5. Review of Charter.

The Committee shall review at least annually this Charter and recommend any proposed changes to the Board.

### 6. Performance Evaluations.

The Committee shall annually review its own performance and oversee the evaluation of the other Board committees. Further, the Committee shall obtain Board performance evaluations from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.

### 7. Reporting to the Board.

The Committee shall make regular reports to the Board.

## **VI. General**

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained herein is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable U.S. federal or Jersey, Channel Islands law.