

## **SCHEDULE OF MATTERS RESERVED FOR APPROVAL BY THE BOARD**

*(Revised 16 October 2018)*

The Board of Directors (Board) of Janus Henderson Group plc (the Company) is responsible for making all key strategic, management and commercial decisions which are necessary for the conduct of the Company's business as a whole, including the approval of corporate strategy, annual budgets, quarterly and full year financial statements and reports, dividends, accounting policies and all significant capital projects, acquisitions and disposals. The Chief Executive Officer (CEO) and the Executive Committee are responsible for developing the appropriate business strategy and, once approved by the Board, for ensuring that the strategy is effectively implemented in accordance with the approved operating plan and within a sound system of internal controls to achieve agreed objectives.

The matters specifically reserved for approval by the Board, or delegated to Board Committees, as appropriate, are described below.

### **Companies Law Requirements**

1. Approval of Annual and Interim Reports and Accounts and Quarterly Reports.
2. Approval of a declaration of solvency.
3. Approval of any quarterly and other interim dividends and recommendation of the final dividend for approval by shareholders at the Annual General Meeting (AGM).
4. Approval of any significant changes in accounting policies or practices.
5. Appointment or removal of the Company Secretary.
6. Approving the remuneration of the auditors (where, as is usual, shareholders have delegated this power to the Board) and recommendations for the appointment or removal of auditors (following recommendations of the Audit Committee).
7. Approving resolutions and corresponding documentation (including the 10-K and Proxy Statement) to be put forward to shareholders at a General Meeting.

### **Stock Exchange**

8. Approval of all circulars to shareholders, listing particulars, prospectuses, and principal regulatory filings, although day to day monitoring of the Company's continuous disclosure obligations is delegated to the Company's Market Disclosure Committee. Approval of routine filings is delegated to the Company Secretary and Corporate Secretariat.

### **Board and Board Committees**

9. Approval of Board appointments, re-elections (to be put forward to shareholders at a General Meeting) and removals and any special terms and conditions attached to the appointment (subject to the recommendations of the Nominating and Governance and Compensation Committees as appropriate).
10. Approving delegations of authority of the Chairman and the CEO and other designated signatories through the delegation of authority policy.
11. Approving charters and membership of Board Committees, including the four standing Committees (Audit, Risk, Compensation, and Nominating and Corporate Governance).
12. Approving terms and conditions of appointment of Directors.
13. Evaluating the performance of the Board and Board Committees.
14. Designating directors for appointment to the Henderson Group Holdings Asset Management Limited (HGHAML) Board of Directors.

## **Business Issues**

15. Determining, approving and overseeing the Company's long term objectives and corporate strategy and annual business plan, including any material deviation from the Company's business plan.
16. Approval of any material acquisitions, disposals or mergers as detailed in the Board's Delegations of Authority.
17. Appointing, removing and monitoring the performance of the CEO, as well as the performance of the Chief Financial Officer, Chief Risk Officer and the CEO's Direct Reports.
18. Approving the annual operating and capital expenditure budgets and any material changes to them.
19. Changes relating to the Company's capital structure, or its status as a listed company on any stock exchange.
20. Approving Company liquidity, hedging, capital market gearing and other Treasury-related mandates.
21. Setting Board delegations of authority (including but not limited to investment limits on seed/co-investment capital in Janus Henderson and related products) and approving financial matters in accordance with those delegations of authority.
22. Determining the compensation policy for the CEO and the Company's Senior Executives and approving any new share incentive plans or material changes to existing plans. (In practice, these issues are dealt with by the Compensation Committee).

## **Miscellaneous**

23. Reviewing and approving the Company's overall corporate governance policies and arrangements, together with the Corporate Governance Statement.
24. Reviewing and approving corporate policies affecting the Company such as tax and human resources policies.
25. Reviewing the effectiveness of the Company's system of internal controls (including financial and non-financial controls) at least annually, as well as approving the Company's risk policy.
26. Approving major changes in the rules of the Company pension or retirement schemes, or the appointment or removal of the corporate pensions adviser or changes in the fund management arrangements (although the investment policy itself is subject to the approval of the trustees).
27. Setting the Company's values and standards and ensuring that its obligations to shareholders are understood and met.
28. Considering the reasonable expectations of the Company's stakeholders.
29. Approving the policy on political and charitable donations.
30. Approving the corporate brokers and bankers.
31. Approving the Specialised Insurance Programme including the Directors' and Officers' liability insurance.
32. Granting powers of attorney on behalf of the Company.
33. Changing the accounting reference date or registered office of the Company.
34. Subject to the appropriate authority from the shareholders, and with the exception of routine share scheme administration and allotments and the correction of any errors in the share capital of the Company arising from administrative matters, allotting any unissued shares in the capital of the Company.
35. Oversight of the Board Evaluation process including the engagement of an independent third party to carry out the process if necessary or desired.
36. Ensuring that this Schedule of Matters Reserved for the Board is reviewed and approved annually.