

# 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

<b>Name of entity</b>	<b>JANUS HENDERSON GROUP PLC.</b>
<b>ABN</b>	<b>67 133 992 766</b>

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.

<b>Name of Director</b>	Richard M Weil
<b>Date of last notice</b>	5 June 2017

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Ordinary shares are held in a brokerage account at Fidelity Investments for the benefit of Richard M. Weil.  Ordinary shares of Janus Henderson Group plc. The shares are held by the Weil Living Trust UA for the benefit of Richard M. Weil and Britney B Weil (connected person)
<b>Date of change</b>	2 June 2017
<b>No. of securities held prior to change</b>	766,524 ordinary shares in Fidelity brokerage account 11,797 ordinary shares held by the Weil Living Trust
<b>Class</b>	Ordinary shares of US\$0.15 each
<b>Number acquired</b>	Nil
<b>Number disposed</b>	1 (see Nature of Change)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil (see Nature of Change)

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<b>No. of securities held after change</b>	766,523 ordinary shares in Fidelity brokerage account 11,797 ordinary shares held by the Weil Living Trust  (in each case, ordinary shares of US\$1.50) each
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Adjustment to shares received as part of the '10 for 1' consolidation of shares, approved by shareholders at the EGM on 26 April 2017. The consolidation of shares affected all shareholders on the register on 26 May 2017. The 1 share was adjusted to match the exchange ratio conversion results

## 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.

<b>Detail of contract</b>	Janus Henderson Group plc Amended and Restated 2010 Long-Term Incentive Plan
<b>Nature of interest</b>	Restricted Stock Awards (RSA) vesting in four equal and consecutive annual instalments, with the first instalment vesting one year after the date of grant.
<b>Name of registered holder (if issued securities)</b>	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.
<b>Date of change</b>	2 June 2017
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	2013 RSA: 11,532 fully paid ordinary shares vesting in December 2017. 2014 RSA: 16,184 fully paid ordinary shares vesting in December 2017 and 16,184 fully paid ordinary shares vesting in December 2018. 2015 RSA: 16,237 fully paid ordinary shares vesting in December 2017, 16,237 fully paid ordinary shares vesting in December 2018 and 16,237 fully paid ordinary shares vesting in December 2019. 2016 RSA: 15,677 fully paid ordinary shares vesting in December 2017, 15,677 fully paid ordinary shares vesting in December 2018, 15,677 fully paid ordinary shares vesting in December 2019 and 15,678 fully paid ordinary shares vesting in December 2020.
<b>Interest acquired</b>	Nil

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<b>Interest disposed</b>	1 share in the 2014 RSA (see Nature of Change above - adjustment to match the exchange ratio conversion results) 3 shares in the 2015 RSA (see Nature of Change above - adjustment to match the exchange ratio conversion results)
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil (see Nature of Change above - adjustment to match the exchange ratio conversion results)
<b>Interest after change</b>	2013 RSA: 11,532 fully paid ordinary shares vesting in December 2017. 2014 RSA: 16,184 fully paid ordinary shares vesting in December 2017 and 16,183 fully paid ordinary shares vesting in December 2018. 2015 RSA: 16,237 fully paid ordinary shares vesting in December 2017, 16,237 fully paid ordinary shares vesting in December 2018 and 16,234 fully paid ordinary shares vesting in December 2019. 2016 RSA: 15,677 fully paid ordinary shares vesting in December 2017, 15,677 fully paid ordinary shares vesting in December 2018, 15,677 fully paid ordinary shares vesting in December 2019 and 15,678 fully paid ordinary shares vesting in December 2020.

<b>Detail of contract</b>	Janus Henderson Group plc Amended and Restated 2010 Long-Term Incentive Plan
<b>Nature of interest</b>	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 2013 and 2014 were based on Operating Income Margin. The vesting criteria for PSUs granted in 2015 and 2016 were based on the company's 3-Year Total Shareholder Return (TSR) percentile ranking relative to peer group companies.
<b>Name of registered holder (if issued securities)</b>	-
<b>Date of change</b>	2 June 2017

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<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	<p>13,389 fully paid ordinary shares that have vested under the 2013 PSU are subject to restriction as noted below and are held in a brokerage account at Fidelity Investments for the benefit of Richard M. Weil.</p> <p>2013 PSU: 13,389 fully paid ordinary shares are being held for one year following the December 2016 vesting.</p> <p>2014 PSU: 75,634 performance share units will vest in December 2017 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2015 PSU: 65,548 performance share units capable of vesting in December 2018 into fully paid ordinary shares of Janus Henderson Group plc.</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>
<b>Interest acquired</b>	<p>Nil</p>
<b>Interest disposed</b>	<p>1 share in the vested shares held in a brokerage account under the 2013 PSU (see Nature of Change above - adjustment to match the exchange ratio conversion results)</p>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	<p>Nil (see Nature of Change above - adjustment to match the exchange ratio conversion results)</p>
<b>Interest after change</b>	<p>13,388 fully paid ordinary shares that have vested under the 2013 PSU are subject to restriction as noted below and are held in a brokerage account at Fidelity Investments for the benefit of Richard M. Weil.</p> <p>2013 PSU: 13,388 fully paid ordinary shares are being held for one year following the December 2016 vesting.</p> <p>2014 PSU: 75,634 performance share units will vest in December 2017 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2015 PSU: 65,548 performance share units capable of vesting in December 2018 into fully paid ordinary shares of Janus Henderson Group plc.</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>
<b>Detail of contract</b>	<p>Janus Capital Group 401(k) and Employee Stock Ownership Plan</p>
<b>Nature of interest</b>	<p>Company contribution of fully paid ordinary shares into a qualified retirement plan, shares are subject to restriction on distributions or withdrawals.</p>
<b>Name of registered holder (if issued securities)</b>	<p>Shares are held by Fidelity Management Trust Company Inc., the Trustee of the Janus 401(k) and ESOP, for the benefit of Mr. Richard M. Weil.</p>

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<b>Date of change</b>	6 June 2017
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	371.958 fully paid ordinary shares
<b>Interest acquired</b>	29 fully paid ordinary shares
<b>Interest disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	USD1,000 (in total)
<b>Interest after change</b>	400.958 fully paid ordinary shares

**Part 3 – +Closed period**

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

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