

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	7 December 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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)
Date of change	29 December 2017
No. of securities held prior to change	712,523 ordinary shares in Fidelity brokerage account 11,797 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	2013 RSA: 6,169 fully paid ordinary shares 2014 RSA: 8,660 fully paid ordinary shares 2015 RSA: 8,687 fully paid ordinary shares 2016 RSA: 8,388 fully paid ordinary shares 2013 PSU: 13,388 fully paid ordinary shares
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	757,815 ordinary shares in Fidelity brokerage account 11,797 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	Shares acquired on vestings of 2013, 2014, 2015 and 2016 RSA share plans; and 2013 PSU share plan.

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 four equal and consecutive annual instalments, 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	29 December 2017

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Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	<p>2013 RSA: 11,532 fully paid ordinary shares vesting in December 2017.</p> <p>2014 RSA: 16,184 fully paid ordinary shares vesting in December 2017 and 16,183 fully paid ordinary shares vesting in December 2018.</p> <p>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.</p> <p>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.</p>
Interest acquired	<p>Nil</p>
Interest disposed	<p>5,363 fully paid ordinary shares in the 2013 RSA sold for tax.</p> <p>7,524 fully paid ordinary shares in the 2014 RSA sold for tax.</p> <p>7,550 fully paid ordinary shares in the 2015 RSA sold for tax.</p> <p>7,289 fully paid ordinary shares in the 2016 RSA sold for tax.</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	<p>On plan shares were sold on-market on 2 January 2018 at a price of US\$38.558 per share.</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest after change	<p>2013 RSA: 6,169 fully paid ordinary shares that have vested under the 2013 RSA are held in a brokerage account at Fidelity Investments for the benefit of Richard M. Weil.</p> <p>2014 RSA: 8,660 fully paid ordinary shares deposited to brokerage account; 16,183 fully paid ordinary shares vesting in December 2018.</p> <p>2015 RSA: 8,687 fully paid ordinary shares deposited to brokerage account; 16,237 fully paid ordinary shares vesting in December 2018; and 16,234 fully paid ordinary shares vesting in December 2019.</p> <p>2016 RSA: 8,388 fully paid ordinary shares deposited to brokerage account; 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.</p>
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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 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.
Name of registered holder (if issued securities)	-
Date of change	29 December 2017

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Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	<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>
Interest acquired	<p>Nil</p>
Interest disposed	<p>35,161 fully paid ordinary shares in the 2014 PSU sold for tax.</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	<p>On plan shares were sold on-market on 2 January 2018 at a price of US\$38.558 per share.</p>
Interest after change	<p>40,473 fully paid ordinary shares that have vested under the 2014 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>2014 PSU: 40,473 fully paid ordinary shares are being held for one year following the December 2017 vesting.</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>

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	

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Appendix 3Y
Change of Director's Interest Notice

Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – +Closed period

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

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