

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	Andrew Formica
Date of last notice	2 February 2018

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	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

+ See chapter 19 for defined terms.

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	Henderson Group Buy as You Earn Plan (BAYE)
Nature of interest	Shares held in trust in accordance with the BAYE
Name of registered holder (if issued securities)	Greenwood Nominees Limited
Date of change	28 February 2018
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>	1,423 partnership shares 2,659 matching shares 1,065 free shares 2,102 dividend shares
Interest acquired	-
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Partnership shares purchased on-market, at an average price of GBP 25.88607 per share, via deduction from pre-tax salary. Matching shares awarded in accordance with the plan.
Interest after change	1,429 partnership shares 2,671 matching shares 1,065 free shares 2,102 dividend shares

Detail of contract	Henderson Group Long Term Incentive Plan (LTIP)
Nature of interest	Nil-cost options capable of vesting after three years subject to performance conditions, including relative Total Shareholder Return, over three to four calendar years as below
Name of registered holder (if issued securities)	-
Date of change	28 February 2018

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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>2014 LTIP: 26,333 nil-cost options: 26,333 capable of vesting in April 2018.</p> <p>2015 LTIP: 19,841 nil-cost options (10,095 of which are subject to employment conditions only) capable of vesting in March 2018 and 13,706 nil-cost options (3,785 of which are subject to employment conditions only) capable of vesting in March 2019.</p> <p>2016 LTIP: 36,167 nil-cost options (6,611 of which are subject to employment conditions only) capable of vesting in March 2019 and 20,563 nil-cost options (2,479 of which are subject to employment conditions only) capable of vesting in March 2020.</p>
Interest acquired	Nil
Interest disposed	<p>2014 LTIP: 25,543 nil-cost options lapsed having failed to meet their performance criteria.</p> <p>2015 LTIP: 2,498 nil-cost options lapsed having failed to meet their performance criteria.</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
Interest after change	<p>2014 LTIP: 790 nil-cost options: 790 capable of vesting in April 2018.</p> <p>2015 LTIP: 17,343 nil-cost options (10,095 of which are subject to employment conditions only) capable of vesting in March 2018, and 13,706 nil-cost options (3,785 of which are subject to employment conditions only) capable of vesting in March 2019.</p> <p>2016 LTIP: 36,167 nil-cost options (6,611 of which are subject to employment conditions only) capable of vesting in March 2019 and 20,563 nil-cost options (2,479 of which are subject to employment conditions only) capable of vesting in March 2020.</p>

Detail of contract	Janus Henderson Group plc Amended and Restated 2010 Long-Term Incentive Plan
Nature of interest	<p>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.</p> <p>The vesting criteria is based on the company's 3-Year Total Shareholder Return (TSR) percentile ranking relative to peer group companies.</p>
Name of registered holder (if issued securities)	-
Date of change	28 February 2018

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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>	Nil
Interest acquired	50,594 performance share units
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	On plan shares were awarded on 28 February 2018 at a price of US\$34.52 per share.
Interest after change	2018 PSU: 50,594 performance share units capable of vesting in March 2021 into fully paid ordinary shares of Janus Henderson Group plc.

Detail of contract	Janus Henderson Group plc Restricted Share Plan (RSP)
Nature of interest	Restricted shares capable of vesting after one year subject to employment conditions.
Name of registered holder (if issued securities)	-
Date of change	28 February 2018
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>	Nil
Interest acquired	57 restricted shares
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	On plan shares were granted on 28 February 2018 at a price of US\$35.67 per share.
Interest after change	RSP: 57 restricted shares capable of vesting in March 2019 into fully paid ordinary shares of Janus Henderson Group plc.

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
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⁺ See chapter 19 for defined terms.

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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