

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	29 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) 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).
Date of change	28 February 2018
No. of securities held prior to change	757,815 ordinary shares in Fidelity brokerage account. 11,797 ordinary shares held by the Weil Living Trust.
Class	Ordinary shares of US\$1.50 each

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Number acquired	5,963 ordinary shares with a 6-month holding restriction.
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	On plan shares were awarded on 28 February 2018 at a price of US\$35.67 per share.
No. of securities held after change	763,778 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	

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 Capital Group 401(k) and Employee Stock Ownership Plan
Nature of interest	Company contribution of fully paid ordinary shares into a qualified retirement plan, shares are subject to restriction on distributions or withdrawals.
Name of registered holder (if issued securities)	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.
Date of change	28 February 2018
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	408.273 fully paid ordinary shares
Interest acquired	57 fully paid ordinary shares
Interest disposed	Nil

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Plan shares awarded by purchasing shares on-market on 28 February 2018 at an average price of US\$35.67 per share.
Interest after change	465.27 fully paid ordinary shares

Detail of contract	Janus Capital Group 401(k) and Employee Stock Ownership Plan
Nature of interest	Company contribution of fully paid ordinary shares into a qualified retirement plan, shares are subject to restriction on distributions or withdrawals.
Name of registered holder (if issued securities)	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.
Date of change	2 March 2018
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	465.27 fully paid ordinary shares
Interest acquired	3.794 fully paid ordinary shares
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Dividends paid on plan shares were reinvested by purchasing shares on-market on 2 March 2018 at an average price of US\$34.49 per share.
Interest after change	469.067 fully paid ordinary shares

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.

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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	28 February 2018
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	2014 RSA: 16,183 fully paid ordinary shares vesting in December 2018. 2015 RSA: 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 2018; 15,677 fully paid ordinary shares vesting in December 2019; and 15,678 fully paid ordinary shares vesting in December 2020.
Interest acquired	2018 RSA: 13,443 shares (deferred award) from 2010 LTI Plan, vesting over 3 years with a 6-month hold after each tranche vests. Vesting is as follows 4,436 shares on 1 March 2019; 4,436 shares on 1 March 2020; 4,571 shares on 1 March 2021.
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	On plan shares were awarded on 28 February 2018 at a price of US\$35.67 per share.
Interest after change	2014 RSA: 16,183 fully paid ordinary shares vesting in December 2018. 2015 RSA: 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 2018; 15,677 fully paid ordinary shares vesting in December 2019; and 15,678 fully paid ordinary shares vesting in December 2020. 2018 RSA: 13,443 shares (deferred award) from 2010 LTI Plan, vesting over 3 years with a 6-month hold after each tranche vests. Vesting is as follows 4,436 shares on 1 March 2019; 4,436 shares on 1 March 2020; 4,571 shares on 1 March 2021.

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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, 2016 and 2018 are 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	28 February 2018
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	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. 2014 PSU: 40,473 fully paid ordinary shares are being held for one year following the December 2017 vesting. 2015 PSU: 65,548 performance share units capable of vesting in December 2018 into fully paid ordinary shares of Janus Henderson Group plc. 2016 PSU: 63,549 performance share units capable of vesting in December 2019 into fully paid ordinary shares of Janus Henderson Group plc.
Interest acquired	57,590 performance share units
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	On plan shares were awarded on 28 February 2018 at a price of US\$34.52 per share.

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Interest after change	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. 2014 PSU: 40,473 fully paid ordinary shares are being held for one year following the December 2017 vesting. 2015 PSU: 65,548 performance share units capable of vesting in December 2018 into fully paid ordinary shares of Janus Henderson Group plc. 2016 PSU: 63,549 performance share units capable of vesting in December 2019 into fully paid ordinary shares of Janus Henderson Group plc. 2018 PSU: 57,590 performance share units capable of vesting in March 2021 into fully paid ordinary shares of Janus Henderson Group plc.
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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

⁺ See chapter 19 for defined terms.