

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	4 May 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	
Nature of interest	
Name of registered holder (if issued securities)	
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	

Detail of contract	Henderson Group Long Term Incentive Plan (LTIP)
Nature of interest	Nil-cost options capable of vesting after three or four years subject to performance conditions over three to four calendar years as below.
Name of registered holder (if issued securities)	-
Date of change	15 May 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: 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>
Interest acquired	Nil
Interest disposed	<p>2014 LTIP: 790 nil-cost options vested in April 2018.</p> <p>2015 LTIP: 8,169 nil-cost options vested in March 2018.</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	On plan shares were sold on market at a price of US\$33.61 per share.
Interest after change	<p>9,174 shares subject to a two year holding period no longer subject to performance conditions.</p> <p>2015 LTIP: 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	
Nature of interest	
Name of registered holder (if issued securities)	
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	

+ See chapter 19 for defined terms.

Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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

⁺ See chapter 19 for defined terms.