

# 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>	3 January 2019

### 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>	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	

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+ See chapter 19 for defined terms.

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<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	
<b>No. of securities held after change</b>	
<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	

## 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>	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 2015, 2016 and 2018 are 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>	11 February 2019

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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>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> <p>2018 PSU: 57,590 performance share units capable of vesting in March 2021 into fully paid ordinary shares of Janus Henderson Group plc.</p>
<b>Interest acquired</b>	38,456 performance share units that have vested under the 2015 PSU due are subject to restriction
<b>Interest disposed</b>	11,144 fully paid ordinary shares in the 2015 PSU sold for tax.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Shares were sold for taxes on 12 February 2019 at a price of US\$22.939 per share.
<b>Interest after change</b>	<p>27,312 net performance share units that have vested under the 2015 PSU due 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>2015 PSU: 27,092 performance share units vesting in February 2019 into fully paid ordinary shares of Janus Henderson Group plc. subject to a one year holding restriction.</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> <p>2018 PSU: 57,590 performance share units capable of vesting in March 2021 into fully paid ordinary shares of Janus Henderson Group plc.</p>

**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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