

21 January 2020

Reference: 12717

Mr Corey Lian
Adviser, ASX Listings Compliance (Sydney)
20 Bridge Street
Sydney NSW 2000

Dear Mr Lian,

Janus Henderson Group Plc (ASX: JHG) ("Company"): Appendix 3Y – Change of Director's Interest Notice Query

We refer to your correspondence dated 17 January 2020 regarding the Appendix 3Y – Director's Interest Notice for Mr Richard Weil that was lodged by the Company with the Australian Securities Exchange ("ASX") on 17 January 2020. The comments in your letter are duplicated below and are followed immediately by the Company's responses.

1. Please explain why the Appendix 3Y was lodged late

The Appendix was lodged late in respect of vesting of 2018 Restricted Stock Awards ("2018 RSA") for the Company's Chief Executive Officer, Mr Richard Weil, due to an administrative oversight by the Company at the time of the allocation of shares following the vesting of the 2018 RSA. Upon discovery of this oversight, an Appendix 3Y was promptly prepared and lodged.

We note that the market was initially informed of the 2018 RSA, including the proposed vesting in March 2019, in an Appendix 3Y filed with the ASX on 7 March 2018. However, the Company is aware of its obligations and committed to full compliance with the ASX Listing Rules, including Listing Rules 3.19A and 3.19B.

2. What arrangements does JHG have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

The Company and its directors are aware of their responsibilities under the Listing Rules, including Rules 3.19A and 3.19B, which are set out in the appointment letters for each director where, amongst other things, they agree to provide the relevant information to the Company so that it can meet its disclosure obligations under Listing Rule 3.19A. The Company also maintains a Market Disclosure and Communication Policy and Share Trading Policy and is in regular communication with its directors about providing their securities trading information as soon as possible, to the Company's General Counsel and Corporate Secretariat Team.

On the vesting of an award granted to a director, the Share Plan Team prepares the Appendix 3Y, which is then sent to the relevant director to ensure that the information is accurate prior to lodgement of the Appendix 3Y with the ASX by the Corporate

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Secretariat Team. These actions must occur within 5 business days of the date of change of the director's interests.

3. If the current arrangements are inadequate or not being enforced, what additional steps does JHG intend to take to ensure compliance with Listing Rule 3.19B

The Company considers its current practices are adequate and ordinarily effective to ensure compliance with Listing Rules 3.19A and 3.19B. The late lodgement of the Appendix 3Y in question was an unfortunate administrative oversight on the part of the Company and does not reflect a deficiency in the internal procedures between the Company and its directors. Nevertheless, after discovering this issue, the Company undertook a review of its procedures and has taken steps to ensure that it is able to meet its disclosure obligations and that this type of administrative oversight does not recur. The Company will also continue to remind all of its directors of their obligations under the Listing Rules, including Listing Rule 3.19A, at least annually.

We trust the responses given address your queries.

Yours sincerely



Michelle Rosenberg
Company Secretary
Janus Henderson Group Plc

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17 January 2020

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Ms Michelle Rosenberg
Company Secretary
Janus Henderson Group Plc
47 Esplanade
St Helier, NSW, Jersey, JE1 0BD

By email:

Dear Ms Rosenberg

Janus Henderson Plc ('JHG'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. JHG's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 17 January 2020 for Mr Richard M Weil (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.**The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Weil's notifiable interest occurred on 1 March 2019. It appears that the Notice should have been lodged with ASX by 8 March 2019. Consequently, JHG may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Weil may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds JHG of its contract with ASX to comply with the Listing Rules. In the circumstances, JHG should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does JHG have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does JHG intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 21 January 2020.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

Corey Lian
Adviser, Listings Compliance (Sydney)