

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	11 February 2020 (Brokerage Accounts) and 17 January 2020 (RSA)

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered holder: Fidelity Investments brokerage account, for the benefit of Richard M. Weil. Registered holder: Weil Living Trust, for the benefit of Richard M. Weil and Britney B Weil (connected person).
Date of change	2 March 2020
No. of securities held prior to change	892,455 ordinary shares in Fidelity brokerage account. 31,797 ordinary shares held by the Weil Living Trust.
Class	Ordinary shares of US\$1.50 each

+ See chapter 19 for defined terms.

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Number acquired	2018 RSA = 2,257
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired on vesting of share plans and at no cost to the Director.
No. of securities held after change	894,712 ordinary shares in Fidelity brokerage account. 31,797 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	On-market trade.

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 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 for awards granted prior to 2018, three equal and consecutive annual instalments for awards granted 2018 and after, with the first instalment vesting one year after the date of grant.
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	2 March 2020

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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>2016 RSA: 15,678 fully paid ordinary shares vesting on 31 December 2020.</p> <p>2018 RSA: 9,007 fully paid ordinary shares vesting as follows: 4,436 shares on 1 March 2020; 4,571 shares on 1 March 2021 with a 6-month hold after each tranche vests.</p>
Interest acquired	Nil
Interest disposed	2,179 fully paid ordinary shares in the 2018 RSA sold for tax.
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Shares were sold for taxes on 3 March 2020 at a price of US\$20.735 per share.
Interest after change	<p>2016 RSA: 15,678 fully paid ordinary shares vesting on 31 December 2020.</p> <p>2018 RSA: 4,571 fully paid ordinary shares vesting on 1 March 2021 with a 6-month hold after each tranche vests.</p>

+ See chapter 19 for defined terms.