

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	8 January 2021

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	4 February 2021
No. of securities held prior to change	902,842 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 PSU – 19,637 (subject to a one-year hold restriction) 2016 PSU – 15,644 became unrestricted after one-year hold.
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired on vesting of share plans at no cost to Director
No. of securities held after change	922,479 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	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 2017 through 2020 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	4 February 2021

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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>2018 PSU: 57,590 performance share units capable of vesting in December 2020 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2019 PSU: 83,863 performance share units capable of vesting in December 2021 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2020 PSU: 96,933 performance share units capable of vesting in December 2022 into fully paid ordinary shares of Janus Henderson Group plc.</p>
Interest acquired	19,637 performance share units that had vested under the 2018 PSU and were subject to restriction.
Interest disposed	<p>23,996 performance share units were cancelled from the 2018 PSU due to the TSR percentile ranking and the resulting payout percentage of 34%.</p> <p>13,957 fully paid ordinary shares from the 2018 PSU sold for tax.</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Shares were sold for taxes on 5 February 2021 at a price of US\$30.685 per share. Shares were cancelled for nil value.
Interest after change	<p>2019 PSU: 83,863 performance share units capable of vesting in December 2021 into fully paid ordinary shares of Janus Henderson Group plc.</p> <p>2020 PSU: 96,933 performance share units capable of vesting in December 2022 into fully paid ordinary shares of Janus Henderson Group plc.</p>

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

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