

1 November 2023

## Janus Henderson Group plc to voluntarily delist from ASX

Janus Henderson Group plc (NYSE:JHG) (ASX:JHG) (**JHG** or the **Company**), announces that it has submitted a formal request to the Australian Securities Exchange (**ASX**) to be removed from the official list of the ASX pursuant to ASX Listing Rule 17.11 (**Delisting**). This formal request follows the receipt of in-principle advice from ASX that it is likely to agree to the proposed Delisting, subject to the satisfaction of the conditions set out below.

The Company expects that the Delisting will occur on 6 December 2023. The Company's CHES Depository Interests (**CDIs**) are expected to be suspended and cease to trade on ASX on 4 December 2023 (being two business days before the Delisting).

Following the Company's Delisting, the Company's shares of common stock (**Shares**) will continue to be traded on the New York Stock Exchange (**NYSE**) under the trading symbol 'JHG'.

### Reasons for Delisting from ASX

The Company is seeking to delist from ASX as the proportion of the Company's issued capital that is held via CDIs has declined significantly over time. As of September 2023, the proportion of the Company's issued capital held via CDIs is 5.5%, down from less than 12% at the time that the Company transitioned to a Foreign Exempt Listing on ASX in October 2022, and down from the peak of 44% in January 2018.

In addition to the above, there are low volumes of CDIs traded on the ASX as compared to the volumes traded on the NYSE and there is limited index inclusion of CDIs traded on the ASX as compared to that of NYSE, which has further contributed to the decision to apply for the Delisting.

Accordingly, the Board of Directors of the Company are of the view that the benefits to the Company's shareholders of maintaining the ASX listing no longer outweigh the financial, administrative and compliance obligations and cost, and that maintaining the ASX listing is no longer in the best interests of the Company or the Company's shareholders as a whole.

### Delisting Conditions

ASX confirmed in its in-principle advice to the Company that it is likely to agree to the Delisting subject to the Company complying with the following conditions:

- The Company sends a written or electronic communication in relation to the proposed Delisting (**CDI Communication**) to all holders of CDIs of the Company (**CDI Holders**) which sets out the following information:
  - The nominated time and date at which the Company will be suspended and subsequently removed from the official list of ASX, and that:
    - If they wish to sell their CDIs on ASX, they should do so before then; and
    - If they do not, thereafter they will need to request the registry to convert their CDIs into Shares to be able to sell their Shares on-market on the NYSE;
  - The steps they must take to request to convert their CDIs to Shares that are able to be traded on NYSE;
  - Generally what they will need to do if they wish to elect to participate in the voluntary sale facility to be established by the Company (**Voluntary Sale Facility**) and sell their underlying Shares on NYSE, including that the Company has arranged, and will pay for, a broker to effect the sale of their underlying Shares under the Voluntary Sale Facility; and
  - The steps that will be undertaken by the Company and CHES Depository Nominees Pty Limited (**CDN**) if the CDI Holders do not request to convert their CDIs to Shares or elect to participate in the Voluntary Sale Facility (namely, the compulsory sale process to be conducted by the Company);

- The Company releases the full terms of ASX's in-principle advice to the market upon making its formal request to be removed from the official list of ASX (being the information contained in this announcement);
- The Company must apply for its CDIs to be suspended from quotation at least two business days before the Delisting; and
- JHG's Delisting should not take place any earlier than one month after the CDI Communication has been sent to CDI Holders so that CDI Holders have at least that period to sell their CDIs on ASX should they wish to do so.

The Company is not required to obtain securityholder approval for the Delisting.

### Indicative Timetable

The proposed timetable for the Delisting is:

Date	Event
1 Nov 2023	The Company submits formal application for the Delisting to ASX, releases ASX announcement (being this announcement) (after market close on 1 Nov 2023)  The Company suspends the ability for new CDIs to be issued following release of the ASX announcement (such that no conversions (transmutations) of Shares into CDIs will be processed from this time). <sup>1</sup>
2 Nov 2023	The Company sends CDI Communication to CDI Holders
3 Nov 2023	One month notice period of the Delisting commences (during which time CDI Holders may sell their CDIs on market)
4 Dec 2023	Last day of trading of the Company's CDIs on ASX. CDIs are suspended from official quotation after close of market trading
6 Dec 2023	The Company is removed from the official list of ASX
13 Dec 2023	Opening date for Voluntary Sale Facility (to be open for 60 days)
12 Feb 2024	Closing date for Voluntary Sale Facility
13 Feb 2024	Opening date for Compulsory Sale Process (to run for 30 days)
14 Mar 2024	Closing date for Compulsory Sale Process

All dates in this announcement refer to Sydney time. These dates are indicative only and subject to change by the Company or ASX. The Company will announce any amendment made to the indicative dates.

### Options available to CDI Holders

On or around 2 November 2023, CDI Holders will be sent the CDI Communication which provides specific instructions and further details regarding the options available to them relating to their CDIs and the Delisting process. In summary, CDI Holders will have the following options available to them:

<sup>1</sup> Subject to the Company being granted a waiver by ASX of ASX Settlement Operating Rule 13.9.9 to allow the Company to suspend the issue of new CDIs during the period commencing on 2 November 2023 (being the first day of trading following release of the ASX announcement) until the date the Delisting completes. ASX confirmed in its in-principle advice to the Company that it is inclined to grant this waiver.

- Option 1:**  
Sell CDIs on ASX
- CDI Holders may sell their CDIs on the ASX at any time prior to the close of trading on 4 December 2023 (**Suspension Date**) by contacting their stockbroker or financial advisor who can arrange the sale. After the Suspension Date, CDI Holders will not be able to sell their CDIs on the ASX.
- Option 2:**  
Convert CDIs to Shares
- At any time up until 12 February 2024 (**closure of the Voluntary Sale Facility**), CDI Holders may request to convert their CDIs into the Company's Shares on a 1:1 basis.
- If CDI Holders wish to convert their CDIs into Shares on or before the Suspension Date, they may do so by completing a CDI cancellation form and returning this (together with certified identification documentation where required) to the Company's Australian CDI registry, Computershare Investor Services Pty Limited (**Computershare**). CHESS holders must arrange for their sponsoring broker to convert their CDIs to an issuer sponsored holding before converting their CDIs into Shares.
- CDI Holders remaining as at the Delisting Date (6 December 2023) will be sent a personalised request form to allow them to convert their CDIs, if they wish, into Shares up until the closing date of the Voluntary Sale Facility.
- Option 3:**  
Participate in the Voluntary Sale Facility
- Following the Delisting, any remaining CDI Holders will be sent a personalised election form to enable them to elect to participate in the Voluntary Sale Facility under which their CDIs will be sold in the form of Shares on NYSE and the sale proceeds remitted to them in Australian dollars or New Zealand dollars.
- In addition, CDI Holders who would like to receive their proceeds in currencies other than Australian dollars or New Zealand dollars will be able to enrol in Global Wire (an international wire payment service provided by Computershare) to receive their proceeds in their local currency.
- If a CDI Holder elects to participate in the Voluntary Sale Facility, the Company will arrange, and pay the costs associated with, a broker who will effect the sale of Shares, at the broker's discretion, on behalf of the CDI Holder on NYSE. The Company will also pay any costs, levies or fees associated with the sale of Shares on NYSE and the remittance of sale proceeds in connection with the Voluntary Sale Facility.
- Option 4:**  
Compulsory Sale Process
- The ASX Settlement Operating Rules grant CDN a power of sale over any Shares underlying remaining CDIs.
- Accordingly, after closure of the Voluntary Sale Facility, the Company will establish a compulsory sale process (**Compulsory Sale Process**) to facilitate CDN exercising its power of sale in respect of the underlying Shares held on behalf of any remaining CDI Holders. In other words, the Compulsory Sale Process will operate by default in respect of any remaining CDI Holders who have not requested to become the registered holder of the underlying Shares.
- To facilitate the Compulsory Sale Process, the Company will appoint a broker who will effect the sale of Shares on behalf of the CDI Holder on NYSE and the sale proceeds will be remitted to the CDI Holder in Australian dollars, New Zealand dollars, or other currencies for CDI holders enrolled in Global Wire. The Company will pay all brokerage and any related costs, levies or fees associated with the sale of Shares on NYSE in connection with the Compulsory Sale Process.
- If the CDI Holder cannot be contacted, the proceeds will be dealt with in accordance with applicable unclaimed money laws.

For further information CDI Holders should refer to the CDI Communication regarding the options available to them relating to their CDIs and the Delisting process.

### **Remedies available to CDI Holders**

A member of the Company opposed to the Delisting may apply to a court in Jersey under Article 141 of the Jersey Companies Law on the basis that the Delisting is "unfairly prejudicial" to the interests of the members of the Company generally or some part of its members (including at least the member making the application). Under the Jersey Companies Law, the court has the power to make an order regulating the affairs of the Company, including the power to require the Company to refrain from completing the Delisting. A CDI Holder may become a member of the Company by converting their CDIs into Shares.

### **Consequences of Delisting**

The main consequence of the Company's Delisting for CDI Holders is that, from the time the Delisting takes effect, CDIs will no longer be quoted or traded on ASX.

**Unless CDI Holders sell their CDIs before the Delisting occurs, elect to participate in the Voluntary Sale Facility or request to become a holder of Shares listed on NYSE by the closure of the Voluntary Sale Facility, the Shares underlying their CDIs will be sold, by default, under the Compulsory Sale Process as described above.**

If CDI Holders have any questions about the Delisting process, please contact Computershare on 1300 137 981 (within Australia) or +61 3 9415 4081 (outside Australia) between 8.30am and 5.00pm (Sydney time).

### **Other**

The quoting and trading of the Janus Henderson Group's suite of exchange traded products on the ASX are unaffected by the proposed Delisting. The Janus Henderson Group remains committed to Australia and has invested in the business, including in its product suite, and distribution and investment teams, to continue delivering desired financial outcomes for its clients in the region.

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### **Authorised By:**

Michelle Rosenberg, Company Secretary

### **About Janus Henderson:**

Janus Henderson is a leading global active asset manager dedicated to helping investors achieve long-term financial goals through a broad range of investment solutions, including equities, quantitative equities, fixed income, multi-asset and alternative asset class strategies.

At 30 September 2023, Janus Henderson had approximately AUD\$478 billion in assets under management, more than 2,000 employees, and offices in 24 cities worldwide. Headquartered in London, the company is listed on the NYSE and the ASX.

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