

JANUS HENDERSON GROUP PLC
SCHEDULE OF MATTERS
RESERVED FOR APPROVAL BY THE BOARD

Effective 30 May 2017
Revised 29 October 2020

The Board of Directors (the “**Board**”) of Janus Henderson Group plc (the “**Company**”) is responsible for making all key strategic, management and commercial decisions necessary for the conduct of the Company’s business, as a whole, including the approval of corporate strategy, annual budgets, quarterly and full year financial statements and reports, dividends, accounting policies and all significant capital projects, acquisitions and disposals.

The Chief Executive Officer (the “**CEO**”) and the Executive Committee are responsible for developing the appropriate business strategy and, once approved by the Board, for ensuring that the strategy is effectively implemented in accordance with the approved operating plan and within a sound system of internal controls to achieve agreed objectives.

This Schedule of Matters Reserved for Approval by the Board should be read in conjunction with the Company’s Delegation of Authority Policy and the Charters of the Board’s four standing Committees (Audit, Risk, Compensation, and Nominating and Corporate Governance) (the “**Committee Charters**”), which specify certain matters that the Board has delegated, in whole or in part, to management and the Board’s committees. The Delegation of Authority Policy is available on The Gateway under “Legal” policies (<https://portal.myjonline.com/SharedSpace/Pages/Policies.aspx>), and the Committee Charters are posted in the Corporate Governance section of JHG’s Investor Relations website (<https://ir.janushenderson.com/corporate-profile/default.aspx>).

The matters specifically reserved for approval by the Board, directly or acting through its committees, as appropriate, are described below.

Companies (Jersey) Law, 1991, Requirements

1. Approving Annual and Interim Reports and Accounts and Quarterly Reports.
2. Approving any declaration of solvency.
3. Approving any quarterly and other interim dividends and recommendation of the final dividend for approval by shareholders at the Annual General Meeting of Shareholders (the “**Annual Meeting**”).
4. Approving any significant changes in accounting policies or practices.
5. Appointing or removing the Company Secretary.
6. Approving the remuneration of the auditors (where, as is usual, shareholders have delegated this power to the Board), recommendations for the appointment or removal of auditors at the Company’s Annual Meeting and, to the extent it is within the powers of the Board, appointing and removing the auditors.¹
7. Approving resolutions and corresponding documentation to be put forward to shareholders at each Annual Meeting, including the Company’s Annual Report on Form 10-K and Proxy Statement.

¹ To comply with New York Stock Exchange listing standards and US Securities and Exchange Commission Rule 10A-3(b), the Board has delegated to the Audit Committee direct responsibility for the appointment, compensation, retention and oversight of the work of the independent auditors, subject to required shareholder approval under Jersey law.

Corporate Governance

8. Reviewing and approving the Company's corporate governance policies and arrangements, together with the ASX Corporate Governance Statement.²
9. Approval of Board appointments, nominations for election to the Board at an Annual Meeting, removal of a Director from the Board, and any special terms or conditions attached to the appointment of a Director (subject to the recommendations of the Nominating and Governance Committee and Compensation Committee, as appropriate).
10. Approving charters and membership of Board committees, including the four standing committees (Audit, Risk, Compensation, and Nominating and Corporate Governance).
11. Conducting the annual performance evaluation of the Board and its committees to determine if they are functioning effectively. The Nominating and Corporate Governance Committee will oversee the annual evaluation, and an independent third party may be engaged to assist if desired.

Compensation Matters

12. Determining the Company's compensation policy for the CEO and other senior management and approving any new equity incentive plans or material changes to existing plans.³
13. Reviewing and approving compensation of non-executive Directors for their service on the boards and board committees of the Company's regulated subsidiaries (subject to the recommendations of the Compensation Committee).
14. Approving any material changes to the Company's pension or retirement schemes, as well as the appointment or removal of the corporate pensions adviser and any changes in the fund management arrangements (although the investment policy itself is subject to the approval of the trustees).

Business and Financial Matters

15. Determining, approving and overseeing the Company's long-term objectives and corporate strategy, annual business plan, and annual operating and capital expenditure budgets, including any material deviations therefrom.
16. Establishing delegations of authority to the CEO, the Executive Committee and other designated individuals within the Company through approval of the Delegation of Authority Policy, and approving financial and business matters in accordance with such policy.
17. Approval of any material acquisitions, disposals or mergers in accordance with the Delegation of Authority Policy.
18. Appointing, removing and monitoring the performance of the CEO, as well as monitoring the performance of the Chief Financial Officer, Chief Risk Officer and the CEO's direct reports.
19. Approving any changes to the Company's capital structure, or its status as a listed company on any stock exchange.
20. Approving liquidity, hedging, capital market gearing, seed capital investments, co-investments and other Treasury-related matters in accordance with the Delegation of Authority Policy.
21. Reviewing and approving corporate policies that may have a material financial impact on the Company, such as tax policies.
22. Reviewing the effectiveness of the Company's system of internal controls (including financial and non-financial controls) at least annually, as well as approving the Company's risk management framework. (In practice, many of these matters are handled by the Audit Committee and Risk Committee).

² In practice, many of these matters are handled by the Nominating and Corporate Governance Committee.

³ In practice, many of these matters are handled by the Compensation Committee.

Miscellaneous

23. Setting the Company's values and standards in the best interests of shareholders.
24. Considering the reasonable expectations of the Company's stakeholders.
25. Approving the Company's policy on political and charitable contributions.
26. Approving the corporate brokers and bankers.
27. Approving the Company's professional risks insurance program, including the Errors & Omissions, Crime/Fidelity Bond and Directors' & Officers' liability policies.
28. Granting powers of attorney on behalf of the Company.
29. Changing the fiscal year end or registered office of the Company.
30. Subject to any required shareholder approvals, allotting any unissued shares in the capital of the Company, except for routine share scheme administration and allotments and correction of any errors in the Company's share capital arising from administrative errors.
31. Not less than annually, conducting a review of this Schedule of Matters Reserved and, if necessary, approving any changes hereto.