

For Announcement to the ASX

2 June 2023

Janus Henderson Group plc (NYSE: JHG; ASX: JHG; 'Janus Henderson') today filed a Form 8-K with the US Securities and Exchange Commission regarding the appointment of Josh Frank to, and resignation of Ed Garden from, its Board of Directors.

A copy of the form as filed is included below.

Authorised for release by:

Michelle Rosenberg, Company Secretary

Investor enquiries

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About Janus Henderson

Janus Henderson Group is a leading global active asset manager dedicated to helping clients define and achieve superior financial outcomes through differentiated insights, disciplined investments, and world-class service. As of March 31, 2023, Janus Henderson had approximately US\$311 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 New York Stock Exchange (NYSE) and the Australian Securities Exchange (ASX).

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 1, 2023**



JANUS HENDERSON GROUP PLC

(Exact name of registrant as specified in its charter)

Jersey, Channel Islands
(State or other jurisdiction of
incorporation)

001-38103
(Commission File Number)

98-1376360
(IRS Employer
Identification No.)

201 Bishopsgate
London, United Kingdom
(Address of principal executive offices)

EC2M3AE
(Zip Code)

+44 (0) 20 7818 1818
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.50 Per Share Par Value	JHG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Election of Directors; Appointment of Certain Officers.

Director Departure; Appointment of New Director

On June 1, 2023, Ed Garden notified Janus Henderson Group plc (the “Company”) of his resignation from the Company’s Board of Directors (the “Board”), effective as of June 9, 2023. Josh Frank, a Partner and Co-Chief Investment Officer at Trian Fund Management, L.P. (“Trian”), the beneficial owner of approximately 19.2% of the Company’s common stock, has been appointed as an independent non-executive director to fill the vacancy created by Mr. Garden’s resignation, also effective as of June 9, 2023. The Board also appointed Mr. Frank to serve as a member of the Human Capital and Compensation Committee and the Risk Committee. Mr. Garden indicated that he strongly supports Janus Henderson’s new CEO, Ali Dibadj and his management team, the Company’s newly defined strategy, the firm’s cost-efficiency program and Janus Henderson’s refreshed Board. Mr. Garden has also decided to retire as Trian’s Chief Investment Officer to focus on managing his personal investments through his family office. He will continue as a Senior Advisor to Trian.

Mr. Frank joins Brian Baldwin, a Partner and Head of Research at Trian, on the Company’s Board. The Board has determined that Mr. Frank qualifies as an independent director under the applicable rules of the New York Stock Exchange, and the rules and regulations of the U.S. Securities and Exchange Commission. Mr. Frank is a member of Trian’s Investment Committee and has been a member of Trian’s investment team since its inception in 2005. Mr. Frank served as a director and member of the Compensation and Leadership Development Committee and Audit Committee for Sysco Corp. from 2015 to 2021.

Mr. Frank will participate in the Company’s standard compensation program for non-employee directors. A description of the compensatory program for non-employee directors is described in the Company’s most recent Proxy Statement for the 2023 Annual General Meeting of Shareholders, as may be modified by the Board for all non-executive Directors, from time to time. Mr. Frank has advised the Company that, pursuant to his arrangement with Trian, he intends to contribute to Trian or to investment funds, accounts or vehicles managed by Trian and/or its affiliates, or hold for their benefit, all director compensation paid to him.

In the ordinary course of their asset management businesses, subsidiaries of the Company may from time to time (i) invest client assets in companies for which Mr. Frank serves as a director or in which Mr. Frank, his affiliates or investment funds managed by Trian and/or its affiliates may be significant stockholders or (ii) invest client assets in investment funds or other investment vehicles managed by Trian and/or its affiliates.

Item 7.01 Regulation FD Disclosure.

On June 2, 2023, the Company issued a press release announcing the changes to the Board described above. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated June 2, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JANUS HENDERSON GROUP PLC

By: /s/ Roger Thompson
Name: Roger Thompson
Title: Chief Financial Officer

Date: June 2, 2023



Janus Henderson Announces Changes to Board of Directors

LONDON – June 2, 2023 – Janus Henderson Group plc (NYSE/ASX: JHG) (“Janus Henderson” or the “Company”) today announced that Ed Garden has resigned from the Company’s Board of Directors, and Josh Frank, a Partner at Triam Fund Management, L.P. (“Triam”), has been appointed as an independent non-executive director in place of Mr. Garden, both effective as of June 9, 2023. Mr. Garden has decided to retire as Triam’s Chief Investment Officer (“CIO”) to focus on managing his personal investments through his family office. He will continue as a Senior Advisor to Triam.

Mr. Frank is Co-CIO and a member of Triam’s Investment Committee. He previously served as Triam’s Co-Head of Research from 2020 to 2023, and he has been a member of Triam’s investment team since Triam’s inception in 2005. Mr. Frank served as a director of Sysco Corporation from 2015 to 2021. During his tenure, he served on Sysco’s Compensation and Leadership Development and Audit Committees. From 2003 to 2007, Mr. Frank was an Associate, Corporate Development at Triarc Companies, Inc. Prior to joining Triarc, Mr. Frank worked at Credit Suisse First Boston in both the mergers & acquisitions and healthcare investment banking groups. Mr. Frank has a BA (cum laude) in economics from Yale University.

John Cassaday, Chair of the Janus Henderson Board of Directors, said:

“On behalf of the Board, I want to thank Ed for his significant contributions to the Company’s purpose of helping its clients, and their clients, invest in a brighter future together. While we are sorry to lose his helpful insights, we are delighted to welcome Josh as an independent director on the Board. Josh is an extremely well-regarded leader in corporate strategy development and corporate governance, and his breadth and depth of experience will be invaluable in helping guide and position Janus Henderson for future success.”

Ali Dibadj, CEO Janus Henderson, said:

“On behalf of everyone at Janus Henderson, I want to thank Ed for the truly valuable contributions he made in developing the strategy we are now executing to help clients define and achieve superior financial outcomes through differentiated insights, disciplined investments, and world-class service. We extend a warm welcome to Josh as he joins the Board and look forward with excitement to benefitting from his great experience of the corporate marketplace.”

Nelson Peltz, Co-Founder and CEO of Triam, said:

“Triam remains highly confident in the strength, composition, and expertise of the Janus Henderson Board of Directors and its management team ably led by Ali Dibadj. As the Company’s largest shareholder, Triam strongly supports Ali and his management team’s vision and execution and believes that the Company is well-positioned to help clients achieve their desired investment outcomes while delivering significant long-term shareholder value. With his fresh perspectives on corporate strategy and governance, Triam is confident Josh will bring new viewpoints to serve the best interests of the firm, its clients, and shareholders.”

Ed Garden, Triam Senior Advisor, said:

“It’s been a privilege to have served on the Janus Henderson Board. I wish to express my strong support for Ali, and I am also highly supportive of the Company’s management team, newly defined strategy, cost-efficiency program, and recently refreshed Board, which going forward will include two of my former partners at Triam. I will be leaving the Board confident in the Company’s business momentum and long-term strategy and believe the Company is well-positioned to help clients define and achieve their desired investment outcomes while delivering significant long-term shareholder value.”

Josh Frank, Co-CIO of Trian, said:

“I am honored to be appointed to the Janus Henderson Board as an independent non-executive director and to follow in Ed’s footsteps of strong leadership and commitment to the Company. I look forward to working closely with the other members of the Board and Ali and his management team, to help guide and position Janus Henderson for future success.”

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