

(中譯文)

此係重要文件，請盡速閱讀。如果台端對應採取之行動有疑問，請洽詢台端的證券經紀商、銀行經理、律師、會計師或其他獨立財務顧問。

若台端已出售或轉讓手中持有之駿利亨德森資產管理基金(下稱「本公司」)之任何股份，請立即將本文件轉交買受人或受讓人，或轉交執行銷售或轉讓的證券商、銀行或其他代理人以儘速轉交買受人或受讓人。

本文件中英文字首大寫詞彙，其意涵一概與本公司 2021 年 6 月 30 日刊發之公開說明書（可能不時修正或補充）（下稱「公開說明書」）內英文字首大寫詞彙相同。如欲索取公開說明書，請於正常營業時間洽詢本公司註冊辦公室，或本公司子基金登記公開銷售之各地區代表。

依據愛爾蘭中央銀行（下稱「央行」）現行政策，本文件內容未經央行審核。

2021 年 9 月 2 日

**主旨：修訂本公司章程**

親愛的股東：

謹以本函通知台端，本公司擬修訂組織章程，以賦予彈性供成立在一定期間後自動轉換至不同股份級別(下稱「A 股級別」)之新股份級別(下稱「T 股級別」)。

**章程之變更**

擬提案修訂章程，允許子基金成立 T 股級別，在發行 T 股級別滿三年(下稱「持有期間」)後一個月內自動轉換至 A 股級別。

所提之修訂規定：(i)公司有權將任何子基金之 T 股級別於持有期間後轉換為該檔子基金中相當之 A 股級別；(ii)將 T 股級別轉換為 A 股級別股份數之計算公式；及 (iii)計算持有期間之公式。

茲請台端在本公司於 9 月 24 日召開之年度股東大會中同意通過章程修訂案。修訂後之章程得向本公司索取，亦得於 [www.janushenderson.com](http://www.janushenderson.com) 網站中「Notices」項下取得。章程修訂案應以特別決議方式經股東同意，即應經 75%以上之出席表決股東投票同意本案。會議最低應出席人數為兩名股東(親自或委託出席)。

## 修訂章程之理由

駿利亨德森持續透過提供本地化之方案予投資於本公司投資策略之客戶，為本公司拓展成長之機會。於本公司擬拓展業務之特定銷售市場中，投資人期望本公司可提供具有本函中所述特色之股份級別。

## 對股東之影響

上述變更將不對股東產生任何影響，目前已發行之股份級別不因發行新股份級別受影響。

於取得股東同意後，章程變更將於 9 月 24 日(或生效前另行通知股東之較晚日期)生效。

## 建議

董事會建議台端投票贊成修訂案。

若台端就本事項有任何疑問，應以上述地址聯繫本公司，或於適當時應洽詢台端之投資顧問、稅務顧問及/或法律顧問。

敬祝 商祺

          (簽名)          

董事

駿利亨德森資產管理基金

附件： - 年度股東大會通知；及  
          - 委託書

(中譯文)

駿利亨德森資產管理基金  
子基金間責任隔離之傘型基金  
(下稱「本公司」)

年度股東大會通知

茲此通知本公司將於愛爾蘭時間西元2021年9月24日(週五)上午11點，假Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland舉行年度股東大會(下稱「年度股東大會」)，倘因新型冠狀病毒相關限制無法召開實體會議，年度股東大會將視為於年度股東大會通知所載時間在年度股東大會主席所在地召開，召開目的如下：

一般事項

1. 審核截至2020年12月31日止之董事及查核會計師報告與本公司帳目，並檢視本公司業務。
2. 核准重新委任查核會計師。
3. 授權董事決定查核會計師之報酬。

特別事項：

1. 討論並於認定適當時同意下列本公司股東特別決議事項：

“決議通過呈報於2021年9月24日召開之年度股東大會中之本公司章程，於取得愛爾蘭中央銀行核准後取代本公司現行章程。”

承董事會命

簽名：\_\_\_\_\_ (簽名)  
代表Bradwell Limited

日期：2021年9月2日

註冊地址：10 Earlsfort Terrace  
Dublin 2  
D02 T380  
Ireland

(請 台端勿將委託書擲回至此地址。請將 台端的委託書於委託書內指定之時間內擲回至委託書內載明之住址。)

### 年度股東大會中之新型冠狀病毒防疫措施

本董事會高度重視股東、年度股東大會出席人員與本公司服務供應商員工之健康。因親自出席年度股東大會可能對出席者本身與他人帶來風險，故高度鼓勵各股東透過委託代理人於年度股東大會代表進行表決之方式，完整且安全地行使其權利。目前年度股東大會將依健康服務管理署(Health Service Executive)(愛爾蘭公衛主管機關)頒布之準則召集，即：

- 年度股東大會將盡快結束；
- 不建議親自出席，且鼓勵股東委託代表投票；
- 不提供點心；及
- 倘因新型冠狀病毒相關因素無法召開實體會議，將於2021年9月17日當日或之前於本公司網站中提供電話會議參與號碼，且於此情形將視為於年度股東大會通知所載時間、在年度股東大會主席所在地召開年度股東大會。

#### 備註：

凡有權參與年度股東大會及表決之股東，皆有權委託代理人代其參加、發言及表決。法人得委託有權代表代理其參加、發言及表決。代理人或有權代表無須為本公司股東，股東得以郵寄至 Janus Henderson Capital Funds plc, c/o Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom 或傳真至 +44 (207) 184 9294 之方式，擲回簽妥之委託書，至遲應於年度股東大會召開前 48 小時送達。委託書之填寫與擲回，並不影響股東親自參加年度股東大會並參與表決之權利。

**駿利亨德森資產管理基金**  
**子基金間責任隔離之傘型基金**  
(下稱「本公司」)

**年度股東大會委託書表格**

請於本處列載  
台端之股東名  
稱與地址



本人/我們 \_\_\_\_\_ 為本公司 \_\_\_\_\_ 股之  
址 設 \_\_\_\_\_ 股份持有人且有表決權，茲委託 Kevin Murphy, Sarah Cunniff, Dara Harrington, David O'Shea, Siobhan McBean, James Hodgson, Scott Simpson, Barbara Donegan 或 \_\_\_\_\_，或會議主席(視需要刪除)為本人/我們之代理人/代表，代本人/我們於愛爾蘭時間2021年9月24日(週五)上午11點舉行之本公司年度股東大會中及任何相關延期會議中行使表決權(包含於本公司任何董事未出席時，選任一位出席之股東(包含其本人)擔任會議主席)。

請於此處簽  
名並填入日  
期



簽名 \_\_\_\_\_

名稱大寫 \_\_\_\_\_

日期：2021年    月    日

決議事項	贊成	不行使	反對
<b>一般事項</b>			
1. 審核截至2020年12月31日止之董事及查核會計師報告與本公司帳目。			
2. 核准重新委任查核會計師。			
3. 授權董事決定查核會計師之報酬。			
<b>特別事項</b>			
1. “決議通過呈報於2021年9月24日召開之年度股東大會中之本公司章程，於取得愛爾蘭中央銀行核准後取代本公司現行章程。”			

倘台端以本委託書贊成任何決議，請於上方「贊成」欄位下打「X」。倘台端以本委託書不行使任何表決權，請於上方「不行使」欄位下打「X」。倘台端以本委託書反對任何決議，請於上方「反對」欄位下打「X」。未選取者將由代理人以其認為適當之方式表決。

**備註：**

- 除另有明示外，代理人將以其認為適當之方式表決。
- 本委託書應於開會時間前48小時前送達下述地址始生效力。

3. 若為法人股東，本文件可蓋上該公司之機關印信或由授權之公司主管或代理人簽署。
4. 就須透過所代表之投資人始得表決之綜合帳戶/代名股東，請在「贊成」及/或「反對」欄位註明其代表之投資人總票數以說明台端希望代理人/代表如何表決。
5. 倘台端擬指定會議主席以外之人選為代理人，請填入其姓名和地址，並刪除「會議主席」。
6. 若本委託書經簽名擲回但未註明代理人應如何投票，代理人將自行判斷如何投票以及是否棄權。
7. 若為共同持有，則以先順位者親自或委託代理人所投之票為主，其他共同持有人之投票則不予考量，順位之考量以共同持有成員股東登記簿上登記之姓名先後順序為準。
8. 請於表格塗改變更處簽上姓名縮寫。
9. 簽妥之委託書應寄至Janus Henderson Capital Funds plc, c/o Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom或傳真至+44 (207) 184 9294，至遲應於年度股東大會召開前48小時送達。委託書之填寫與擲回，並不影響股東親自參加年度股東大會並參與表決之權利。

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

If you have sold or transferred all of your shares in any of the sub-funds of Janus Henderson Capital Funds plc (the “Company”), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 30 June 2021, as may be amended or supplemented from time to time (the “Prospectus”). Copies of the Prospectus are available upon request during normal business hours from the registered office of the Company or from the local representative of the Company in each jurisdiction in which the sub-funds of the Company are registered for public distribution.

In accordance with the current policy of the Central Bank, this document has not been reviewed by the Central Bank.

2 September 2021

**Re: Amendment to the Constitution of the Company (the “Constitution”)**

Dear Shareholder,

The purpose of this circular is to inform you of the proposed changes to the Constitution to provide the Company with the flexibility to permit a proposed new class of shares (“**Class T Shares**”) to automatically convert to a different class of shares (“**Class A Shares**”) on the expiration of a certain period of time.

**Changes to the Constitution**

It is proposed to amend the Constitution permit Class T Shares of a sub-fund to automatically convert to Class A Shares of the same sub-fund within one month of the third anniversary of the issuance of the Class T Shares (the “**Holding Period**”).

This proposed amendment set outs: (i) that the Company shall be entitled to convert any Class T Shares in any sub-fund into the equivalent Class A Shares of that sub-fund at the end of the Holding Period; (ii) the formula by which the number of Class A Shares to be issued in place of Class T Shares will be calculated; and (iii) the formula by which the Holding Period will be calculated.

**Janus Henderson Capital Fund PLC**

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W [janushenderson.com](http://janushenderson.com)

We are seeking your approval of the adoption of the amended Constitution at the Company's annual general meeting to be held on 24 September 2021. A copy of the amended Constitution shall be available on demand from the Company and may be found on the "Notices" section of [www.janushenderson.com](http://www.janushenderson.com). The proposed amendments to the Constitution require the approval of Shareholders by way of a special resolution. This means that at least 75% of the Shareholders present and voting in person or by proxy must vote in favour of the resolution. The quorum for the meeting is two Shareholders present (in person or by proxy).

### **Rationale for amending the Constitution**

Janus Henderson continues to develop the Company for growth opportunities by providing locally relevant solutions to clients accessing the investment strategies offered. The ability to issue a class of share with characteristics described herein is the investor expectation in a number of the distribution markets in which we are seeking to grow our presence.

### **Impact on Shareholders**

The above change will not result in any change for shareholders, the classes of share currently offered are unaltered by the provision for a further class of shares.

Subject to Shareholder approval being obtained, the change to the Constitution will be effective on 24 September or such later date as shall be notified in advance to Shareholders.

### **Recommendation**

The Directors recommend that you vote in favour of the proposed amendments.

### **Additional Information**

For Swiss investors, FIRST INDEPENDENT FUND SERVICES LTD., Klausstrasse 33, 8008 Zurich is the Swiss representative of the Company. The Paying Agent in Switzerland is Banque Cantonale de Genève, 17, quai de l'Île, 1204 Geneva, Switzerland. The Extract Prospectus, the Swiss key investor information documents, the Company's Articles as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.

For German investors, State Street Bank International GmbH, Solmsstraße 83, 60486 Frankfurt am Main is the Information Agent, where the relevant prospectuses and key investor information, the Articles of Association and the annual and semi-annual reports are available free of charge.

For Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique is the intermediary in charge of the financial service in Belgium. The KIID (in English and French), the Prospectus, the Articles of association and the annual audited accounts and report (in English) of the Company can be obtained free of charge at the registered seat of the Company, and the intermediary

### **Janus Henderson Capital Fund PLC**

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W [janushenderson.com](http://janushenderson.com)

Directors: Mr. Carl O'Sullivan; Mr. Peter Sandys; Mr Ian Dyble (UK); Ms. Jane Shoemake (UK); Mr. Matteo Candolfini (Luxembourg).  
An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.



in charge of the financial service in Belgium.

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant, tax adviser and/or legal adviser as appropriate.

Yours sincerely,



Director  
**Janus Henderson Capital Funds plc**

Enclosures: - Notice of Meeting; and  
- Form of Proxy



## Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

**T** +353 1 920 1000

**W** [janushenderson.com](http://janushenderson.com)

Directors: Mr. Carl O'Sullivan; Mr. Peter Sandys; Mr Ian Dyble (UK); Ms. Jane Shoemake (UK), Mr. Matteo Candolfini (Luxembourg).  
An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.

**JANUS HENDERSON CAPITAL FUNDS PLC**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “Company”)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting (“AGM”) of the Company will be held at 11.00 am (Irish time) on Friday, 24 September 2021 at Arthur Cox, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland, or in the event that it is not possible to convene a physical meeting due to COVID-19 related restrictions, the AGM shall be deemed to be held at the address of the chair of the AGM at the time indicated above, for the following purposes:

**ORDINARY BUSINESS**

1. To receive and consider the reports of the directors and of the auditors and the accounts of the Company for the year ended 31 December 2020 and to review the Company’s affairs.
2. To approve the re-appointment of the auditors.
3. To authorise the directors to fix the remuneration of the auditors.

**SPECIAL BUSINESS:**

1. To consider and, if thought fit, pass the following as a special resolution of the shareholders of the Company:

“**RESOLVED** that the constitution of the Company in the form presented to the annual general meeting of the Company held on 24 September 2021 be and is hereby adopted as the constitution of the Company in place of the existing constitution of the Company, subject to and in accordance with the requirements of the Central Bank of Ireland.

BY ORDER OF THE BOARD

Signed: `



For and on behalf of  
Bradwell Limited

Dated: 2 September 2021

Registered Office: 10 Earlsfort Terrace  
Dublin 2  
D02 T380  
Ireland

*(Do not return your Form of Proxy to this address. You should return your Form of Proxy to the address specified in the Form of Proxy within the time frames specified therein.)*

## **Measures to reduce COVID-19 transmission at the Annual General Meeting (“AGM”)**

We consider the health of Shareholders, attendees at the AGM and the staff of its service providers a top priority. Shareholders are strongly encouraged to appoint a proxy to vote at the AGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the AGMs may present a risk to themselves and others. Insofar as practicable, the AGM will be held in accordance with the guidance of the Health Service Executive (the Irish public health authority), meaning:

- the AGM will be as brief as possible;
- personal attendance is not recommended and Shareholders are encouraged to appoint proxies to vote on their behalf;
- refreshments will not be provided; and
- in the event that it is not possible to convene a physical meeting due to COVID-19 related restrictions, a dial-in telephone conference facility will be provided on the Company’s website on or before 17 September 2021, in which event the AGM shall be deemed to be held at the address of the chair of the AGM at the time indicated above.

### **NOTE:**

Every shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a shareholder of the Company. Shareholders may return a signed copy of the proxy form, either by post to Janus Henderson Capital Funds plc, c/o Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom or by fax to +44 (207) 184 9294 or for Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique, as intermediary in charge of the financial service in Belgium, to arrive no later than 48 hours before the time of the meeting. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the AGM.

For Swiss investors, FIRST INDEPENDENT FUND SERVICES LTD., Klausstrasse 33, 8008 Zurich is the Swiss representative of the Company. The Paying Agent in Switzerland is Banque Cantonale de Genève, 17, quai de l’Ile, 1204 Geneva, Switzerland. The Extract Prospectus, the Swiss key investor information documents, the Company’s Articles as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.

For German investors, State Street Bank International GmbH, Solmsstraße 83, 60486 Frankfurt am Main is the Information Agent, where the relevant prospectuses and key investor information, the Articles of Association and the annual and semi-annual reports are available free of charge.

For the Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique is the intermediary in charge of the financial service in Belgium. The KIID (in English and French), the Prospectus, the Articles of association and the annual audited accounts and report (in English) of the Company can be obtained free of charge at the registered seat of the Company, and the intermediary in charge of the financial service in Belgium.

**JANUS HENDERSON CAPITAL FUNDS PLC**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “Company”)**

**ANNUAL GENERAL MEETING FORM OF PROXY**

Please list  
your  
shareholder  
name and  
address here

I/We \_\_\_\_\_  
 of \_\_\_\_\_

being a holder of \_\_\_\_\_ share(s) in the Company and entitled to vote, hereby appoint any one of Kevin Murphy, Sarah Cunniff, Dara Harrington, David O’Shea, Siobhan McBean, James Hodgson, Scott Simpson, Barbara Donegan, or failing them \_\_\_\_\_ or failing him/her \_\_\_\_\_ or failing him/her the Chairman of the meeting (delete as applicable) as our proxy to vote for us on our behalf, including, in the absence of any directors of the Company choosing a shareholder present, including himself or herself, to be Chairman of the annual general meeting, at the annual general meeting of the Company to be held at 11.00 am (Irish time) on Friday, 24 September 2021 and at any adjournment thereof.

Please sign  
and date  
here

Signed: \_\_\_\_\_

Name in block capitals: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
	<b>Ordinary Business</b>			
1.	To receive and consider the reports of the directors and of the auditors and the accounts of the Company for the year ended 31 December 2020.			
2.	To approve the re-appointment of the auditors.			
3.	To authorise the directors to fix the remuneration of the auditors.			
	<b>Special Business</b>			
1.	To consider and, if thought fit, pass the following as a special resolution of the shareholders of the Company:  “RESOLVED that the constitution of the Company in the form presented to the annual general meeting of the Company held on 24 September 2021 be and is hereby adopted as the constitution of the Company in place of the existing constitution of the Company, subject to and in accordance with the requirements of the Central Bank of Ireland.			

If you wish this form to be used *in favour of any Resolution*, please mark “X” in the box above under the heading “For”. If you wish this form to be used *to abstain from any Resolution*, please mark “X” in the box above under the heading “Abstain”. If you wish this form to be used *against any Resolution*, please mark “X” in the box above under the heading “Against”. Otherwise, the Proxy will vote as he or she thinks fit.

**NOTES:**

1. Unless otherwise instructed, the proxy will vote as he or she thinks fit.
2. This instrument of proxy, to be valid, must be sent to arrive, or be lodged, at the address printed below not later than 48 hours before the time fixed for the meeting.
3. In the case of a corporate shareholder, this instrument may be either under its common seal or under the hand of an officer or attorney authorised in that behalf.
4. For omnibus/nominee shareholders, who without going to underlying investors do not have the authority to vote, please indicate how you wish your proxy/representative to vote by inserting the aggregate number of underlying investor votes “for” and/or “against” in the relevant box.
5. If you wish to appoint a proxy other than the Chairman of the meeting, please insert his/her name and address and delete “the Chairman of the meeting”.
6. If this instrument is signed and returned without any indication of how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes and whether or not he/she abstains from voting.
7. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority should be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
8. Any alterations made to this form must be initialled.
9. Shareholders may return a signed copy of the proxy form, to Janus Henderson Capital Funds plc, c/o Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom or by fax to +44 (207) 184 9294 or for Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique, as intermediary in charge of the financial service in Belgium, to arrive no later than 48 hours before the time of the meeting. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the annual general meeting.