

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、會計師或其他獨立理財顧問。

若台端已出售或轉讓所持有之駿利亨德森資產管理基金（下稱「本公司」）任何子基金之全部股份，請立即將本文件轉交買受人或受讓人，或轉交執行該銷售或轉讓的證券商、銀行或其他代理人，以利其儘速轉交買受人或受讓人。

本公司董事會為本文件所載資訊於公告日期為止均為正確資訊一事，負起責任。

本文件英文版中使用之英文字首大寫詞彙，與本公司2021年9月30日刊發之公開說明書暨其不時修訂或增補內容（下稱「公開說明書」）中使用之詞彙具有相同意義。

依據愛爾蘭中央銀行現行政策，本文件內容未經愛爾蘭中央銀行審核。

2021年12月22日

親愛的股東您好：

本函旨在告知台端有關本公司存託機構組織重整事宜。

#### 1. 存託機構組織重整

因應 J.P. Morgan 實施其歐洲機構調整策略，本公司存託機構 J.P. Morgan Bank (Ireland) PLC 將併入 J.P. Morgan AG，同時存續公司的法律型態將從原來的德國股份公司（Aktiengesellschaft）變更為歐洲公司（Societas Europaea），並更名為 J.P. Morgan SE（下稱「合併」）。

合併之法律生效日期將為法蘭克福地方法院於商業登記處登載合併之日期（下稱「合併日」），預計時間將在2022年1月22日前後。

自合併日起，J.P. Morgan SE 將成為 J.P. Morgan Bank (Ireland) PLC 之合法繼任機構，透過其都柏林分行繼續擔任本公司存託機構。

作為 J.P. Morgan Bank (Ireland) PLC 之合法繼任機構，J.P. Morgan SE 都柏林分行將承擔 J.P. Morgan Bank (Ireland) PLC 目前依與本公司既有合約而存在之所有權利義務。

自生效日起，J.P. Morgan SE 將成為依德國法律組設之歐洲公司，登記主營業所設於德國 Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main，並向法蘭克福地方法院商業登記處登記。

該公司將成為直接受歐洲中央銀行（ECB）、德國聯邦金融監督局（Bundesanstalt für Finanzdienstleistungsaufsicht，簡稱 BaFin）及德國聯邦銀行（德國中央銀行）之審慎監督之信用機構。

J.P. Morgan SE 都柏林分公司將由愛爾蘭中央銀行（下稱「愛爾蘭央行」）核可擔任本公司存託機構。J.P. Morgan SE 都柏林分公司將向公司登記處登記，除了受前述會員國母國監管機關之監督外，並於當地受愛爾蘭央行之監督。

J.P. Morgan Bank (Ireland) PLC 與 J.P. Morgan AG（合併日將變更法律型態為 J.P.

Janus Henderson Capital Funds PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

董事: Carl O'Sullivan先生; Peter Sandys先生; Ian Dyble先生(英國); Jane Shoemake女士(英國); Matteo Candolini先生(義大利)。  
子基金間責任獨立分離之牽型基金。登記編號: 296610; 登記地址: 同上。

Morgan SE) 兩者皆為摩根大通 (J.P. Morgan) 集團成員。

合併不會改變 J.P. Morgan Bank (Ireland) PLC 向本公司提供之服務範圍。本公司存託機構之地址或聯絡資訊亦無異動。

除本通知書所述者外，存託機構組織重整並未改變本公司及其各基金之運作及/或管理方式，對既有股東亦無其他任何影響。本公司及其各基金的特色與適用風險均無變化，本公司及其各基金之收費或管理成本也無任何改變。前述變更不會重大妨礙既有股東之權利或權益。本公司或各基金不會因此項變動而發生任何額外成本及/或費用。

此變更之實施無須台端採取任何行動，但若股東不願繼續投資將相關基金，將有機會贖回其全部或部份股份，只要於生效日前任何交易日提出贖回申請即可。

#### 其他資訊

若台端就本事項有任何疑問，應聯絡後述地址或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

**Janus Henderson Capital Funds PLC**

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

董事: Carl O'Sullivan先生; Peter Sandys先生; Ian Dyble先生(英國); Jane Shoemake女士(英國); Matteo Candolini先生(盧森堡)。  
子基金間責任獨立分離之傘型基金。登記編號: 296610; 登記地址: 同上。

34365465\_1.docx

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.

The board of directors of the Company accepts responsibility for the information contained in this document as being accurate as at the date of its publication.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 30 September 2021, as may be amended or supplemented from time to time (the "Prospectus").

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

22 December 2021

Dear Shareholder

We are writing to inform you of a restructuring of the Company's depositary.

## 1. Restructuring of the depositary

As part of the implementation of the J.P. Morgan legal entity strategy within Europe, J.P. Morgan Bank (Ireland) PLC, the depositary of the Company, will merge into J.P. Morgan AG which at the same time will change its legal form from a German Stock Corporation (*Aktiengesellschaft*) to a European Company (*Societas Europaea*), being J.P. Morgan SE (the "Merger").

The date when the Merger takes legal effect will be the date on which the local court of Frankfurt registers the Merger in the commercial register (the "Merger Date"), which is expected to be on or around 22 January 2022.

As from the Merger Date, J.P. Morgan SE will, as legal successor of J.P. Morgan Bank (Ireland) PLC continue to act as depositary of the Company through its Dublin Branch.

As legal successor of J.P. Morgan Bank (Ireland) PLC, J.P. Morgan SE, Dublin Branch will assume all rights and obligations that J.P. Morgan Bank (Ireland) PLC currently has under the existing agreements with the Company.

Effective as from the Merger Date, J.P. Morgan SE will be a European Company (*Societas Europaea*) organized under the laws of Germany, with registered office at Taunustor 1 (*TaunusTurm*), 60310 Frankfurt am Main, Germany and registered with the commercial register of the local court of Frankfurt.

It will be a credit institution subject to direct prudential supervision by the European Central Bank (ECB), the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*) and Deutsche Bundesbank, the German Central

## Janus Henderson Capital Funds 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 Candolini (Luxembourg).  
An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.



Bank.

J.P. Morgan SE, Dublin Branch will be authorized by the Central Bank of Ireland ("CBI") to act as depositary of the Company. J.P. Morgan SE, Dublin Branch will be registered in the Companies Registration Office and will be subject to the supervision of the aforementioned home State supervisory authorities as well as local supervision by the CBI.

Both J.P. Morgan Bank (Ireland) PLC and J.P. Morgan AG (which at the Merger Date will change its legal form to J.P. Morgan SE) are members of the J.P. Morgan group of companies.

The Merger does not change the scope of services provided to the Company by J.P. Morgan Bank (Ireland) PLC. There will be no change of address or contact details of the depositary of the Company.

Save as mentioned in this notice, there are no other changes to the operation and/or manner in which the Company and the Funds are being managed and no other effects on existing Shareholders as a result of the restructuring of the depositary. There will be no change to the features and risks applicable to the Company and the Funds, nor to the fee level or cost in managing the Company and the Funds. The rights or interests of existing Shareholders will not be materially prejudiced as a result of the above change. There will be no additional costs and/or expenses incurred by the Company or the Funds as a result of this change.

No further action will be required by you to implement the changes. However, Shareholders who do not wish to remain invested in the relevant Fund(s) will have the opportunity to redeem some or all of their Shares by submitting their redemption requests on any Dealing Day prior to the Effective Date.

#### **Additional Information**

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

Yours sincerely,



Director  
**Janus Henderson Capital Funds plc**

#### **Janus Henderson Capital Funds 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 Candolini (Luxembourg).  
An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.