

此通知書為重要文件，請台端立即閱讀。台端如對本通知書的內容有任何疑問，請即諮詢台端的經紀商、銀行經理、律師、會計師、客戶經理或其他專業顧問。

本通知書所使用但未另定義之詞語的涵義與**2022年3月1日**出版的公開說明書（下稱「公開說明書」）所定義者同。
董事對本通知書的準確性負責。

依央行的現行政策，本文件未經央行審閱。

駿利亨德森資產管理基金
（下稱「本公司」）

本公司於1998年11月19日在愛爾蘭成立，係一可變資本投資公司，註冊號碼為296610。本公司經央行依《可轉讓有價證券集體投資企業規則》核准為可轉讓有價證券集體投資企業。

西元2022年9月30日

駿利亨德森非投資等級債券基金（下稱「本基金」）委任副投資顧問

致各股東：

茲以本函通知台端，自 2022 年 10 月 31 日（下稱「生效日」）起，Janus Henderson Investors UK Limited（「JHIUKL」；原名為 Henderson Global Investors Limited）將受委任為本公司的子基金 — 駿利亨德森非投資等級債券基金的新增副投資顧問。

請參閱下文「可供台端選擇的選項」一節，以詳細了解如何回應本通知書。

目前，Janus Henderson Investors Europe S.A.（原名為 Henderson Management S.A.）（下稱「管理公司」）一直將其與本公司子基金相關之一切全權投資管理職能授權予 Janus Henderson Investors International Limited（原名為 Janus Capital International Limited）（下稱「投資顧問」）。投資顧問從而有權將本公司子基金的全權投資管理職能轉授權予副投資顧問。

變更為何？

自生效日起，投資顧問得將本基金的全權投資管理職能轉授權予本基金副投資顧問JHIUKL。為免疑義，Janus Henderson Investors US LLC 將繼續擔任本基金的副投資顧問。

變更之原因？

Janus Henderson Group plc因其固定收益部門進行內部重組，已就其非投資等級領域指派新主管人員。新職務透過 JHIUKL 行事，並將使 Janus Henderson Group plc 得以透過對該等業務內的策略進行更緊密一致的調整，繼續滿足其客戶的多元需求，為其最成功的兩項領域，即非投資等級及固定收益基金系列，締造更全球化及真正緊密凝聚的方針。

此項變更的影響

本公司確認，就此項變更而言：

駿利亨德森資產管理基金

10 Earlsfort Terrace, Dublin 2, Ireland
T +353 1 920 1000
W janushenderson.com

- 除上述變更外，本基金的運作及／或管理方式將不會有其他變動。本基金將繼續以按照其既定投資目標及政策的方式進行管理，因此上述變更不會對現有投資者造成其他影響；
- 本基金的特點（包括投資目標及政策）及本基金的整體風險狀況將維持不變；
- 本基金的管理費用或成本將不變；及
- 此項變更不會產生任何對現有投資者的權利或利益造成重大損害之虞的事宜／影響。

上述變更後，Janus Henderson Investors International Limited仍擔任本基金的投資顧問。JHIUKL的投資顧問費將由Janus Henderson Investors International Limited承擔。

與本通知書所概述的變更有關的成本及開支將由管理公司承擔。

可供台端選擇的選項

如台端同意上述的變更，台端毋須就本通知書採取任何行動。

如台端不同意上述的變更，台端得於2022年10月28日於公開說明書所載的交易截止時間前隨時轉換或贖回台端的股份，而毋須支付任何費用。轉換或贖回將依公開說明書之條款進行。

任何轉換或贖回台端股份的指示應依公開說明書所載的程序透過下文提供的聯絡資料寄送予過戶代理人：

International Financial Data Services (Ireland) Limited
Bishops Square
Redmond's Hill
Dublin 2
愛爾蘭電話號碼：+353 1 242 5453
傳真號碼：+353 1 562 5537

轉換或贖回台端股份可能影響台端的稅務狀況。因此，台端應就任何適用於台端的公民權、居籍或居住地所屬國家的稅項尋求專業顧問的指引。

請注意，董事可酌情採用稀釋調整，以在董事認為適當的情況下更公平地反映投資的價值，俾以保障其餘股東的利益。任何稀釋調整將根據公開說明書的規定適用，並可能減少台端在贖回時出售股份所得價金或轉換時的股份價值。

如本公司尚未持有可核實或更新台端身份的文件，本公司可能會要求台端提供。本公司未收妥有關核實文件前，可能遲延付款。本公司一般將存檔的常設指示付款。如台端已變更台端的銀行帳戶而未通知本公司，請按上述地址以書面形式向過戶代理人確認台端的最新資料。

如台端選擇將台端的股份轉換至不同基金，本公司將依公開說明書的規定，以所得款項按台端所指定的基金的股價購入該基金的股份，且本公司不會就台端因本通知書所述變更而轉換股份予以收取任何費用（上文所述的任何稀釋調整除外）。

如何與本公司聯絡

台端如有任何疑問，請按上述資料聯絡過戶代理人。

駿利亨德森資產管理基金

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（意大利）。
各子基金之間獨立負債的傘子基金。註冊編號 296610；註冊地址：見上文。

反映本通知書所載變更的經修訂公開說明書將於適當時候可於www.janushenderson.com下載。最新的公開說明書、本公司的最新《組織章程細則》及本公司的最新年度及半年度報告，可於本公司的註冊辦事處免費索取。

請注意，如台端與駿利亨德森集團的子公司及／或受委任第三方就台端的投資進行溝通，該等公司或第三方可能將電話通話及其他通訊記錄予以紀錄以為培訓、品質與監控之用，及為遵循依隱私政策履行依法規定之記錄保存義務。

董事
[Carl O'Sullivan]

謹啟

2022年9月30日

駿利亨德森資產管理基金

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（意大利）。各子基金之間獨立負債的傘子基金。註冊編號 296610；註冊地址：見上文。

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS NOTICE, PLEASE CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, RELATIONSHIP MANAGER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THE TERMS USED BUT NOT OTHERWISE DEFINED IN THIS NOTICE SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE PROSPECTUS DATED 1 MARCH 2022 (THE "PROSPECTUS"). THE DIRECTORS ACCEPT RESPONSIBILITY FOR THE ACCURACY OF THIS NOTICE.

IN ACCORDANCE WITH THE CURRENT POLICY OF THE CENTRAL BANK, THIS DOCUMENT HAS NOT BEEN REVIEWED BY THE CENTRAL BANK.

**JANUS HENDERSON CAPITAL FUNDS plc
(the "Company")**

The Company is an investment company with variable capital incorporated in Ireland on 19 November 1998 under Registration No. 296610. The Company has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

30 September 2022

Appointment of Sub-Investment Adviser of the Janus Henderson High Yield Fund (the "Fund")

Dear Shareholder,

We are writing to inform you that with effect from 31 October 2022 (the "**Effective Date**"), Janus Henderson Investors UK Limited ("**JHIUKL**"; formerly Henderson Global Investors Limited) will be appointed as an additional Sub-Investment Adviser of the Janus Henderson High Yield Fund, a sub-fund of the Company.

Please see "**Options Available to You**" below for further information on how to respond to this notice.

Currently, Janus Henderson Investors Europe S.A. (formerly, Henderson Management S.A.) (the "**Manager**"), has at all times delegated all its discretionary investment management functions in respect of the sub-funds of the Company to Janus Henderson Investors International Limited (formerly, Janus Capital International Limited) (the "**Investment Adviser**"). The Investment Adviser itself then has the authority to sub-delegate discretionary investment management functions of the sub-funds of the Company to Sub-Investment Advisers.

What is the change?

With effect from the Effective Date, the Investment Adviser may sub-delegate discretionary investment management functions of the Fund to JHIUKL as a Sub-Investment Adviser of the Fund. For the avoidance of doubt, Janus Henderson Investors US LLC will continue to be a Sub-Investment Adviser of the Fund.

Why are we making this change?

Internal Use Only **Janus Henderson Capital Funds PLC**

10 Earlsfort Terrace, Dublin 2, Ireland
T +353 1 920 1000
W janushenderson.com

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

Janus Henderson Group plc have appointed a new leading personnel for their high yield franchises due to internal restructuring of their fixed income department. The new role acts through JHIUKL and will enable Janus Henderson Group plc to continue to meet their clients' diverse needs by more closely aligning the strategies within these businesses, creating a more global and truly cohesive approach across two of their most successful franchises, namely the high yield and fixed income fund ranges.

Impact of this change

The Company confirms that in respect of this change:

- apart from the above changes, there will be no other change in the operation and/or manner in which the Fund is being managed. The Fund will continue to be managed in a manner which is in accordance with its stated investment objective and policy, and therefore there will be no other effects to the existing investors as a result of the above changes;
- the features of the Fund (including the investment objective and policy) and the overall risk profile of the Fund will remain the same;
- there will be no change in the fees or costs in managing the Fund; and
- there will not be any matters/impacts arising from this change which may materially prejudice existing investors' rights or interests.

Janus Henderson Investors International Limited remains to be the investment adviser of the Fund after the above change. The investment adviser fees of JHIUKL will be borne by Janus Henderson Investors International Limited.

Costs and expenses in connection with the changes outlined in this notice will be borne by the Manager.

Options Available to You

If you agree with the above changes, you do not need to take any action in response to this notice.

If you do not agree with the above changes, you may, at any time prior to the Trade Cut-Off Time specified in the Prospectus on 28 October 2022, exchange or redeem your Shares without any charge. Exchanges and redemptions will be carried out in accordance with the terms of the Prospectus.

Any instruction to exchange or redeem your Shares should be sent to the Transfer Agent via the contact details provided below in accordance with the procedures set out in the Prospectus:

International Financial Data Services (Ireland) Limited
Bishops Square
Redmond's Hill
Dublin 2
Ireland Telephone number: +353 1 242 5453
Fax number: +353 1 562 5537

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An exchange or redemption of your Shares may affect your tax position. You should therefore seek guidance from a professional adviser on any taxes that apply in the country of your respective citizenship, domicile or residence.

Please note that the Directors have discretion to apply a dilution adjustment to reflect more fairly the value of the investments in circumstances the Directors consider appropriate, with the view to protecting the interests of remaining Shareholders. Any dilution adjustment will be applied in accordance with the provisions of the Prospectus and may lower the proceeds that you receive from the sale of your Shares in the case of redemption or the value of your Shares in the case of exchange¹.

We may require documentation to verify or update your identity if we do not already hold it. We may delay payment until we receive such verification. We will normally make payment in accordance with the standing instructions we hold on file. If you have changed your bank account and not informed us, please confirm your up-to-date details in writing to the Transfer Agent at the address provided above.

If you choose to exchange your Shares to a holding in a different Fund, then we will use the proceeds to purchase Shares in the Fund(s) you specify at the share price applicable to that Fund in accordance with the provisions of the Prospectus and we will not impose any fee (except for any dilution adjustment, as described above) if you exchange¹ because of the changes described in this notice.

How to contact us

If you have any questions, please contact the Transfer Agent, using the details above.

The revised Prospectus reflecting the changes in this notice will be available in due course, at www.janushenderson.com. The latest Prospectus, the Company's latest Articles of Association and the Company's latest annual and semi-annual reports, may also be obtained free of charge from the registered office of the Company.

Please note that subsidiaries and/or delegated third parties of the Janus Henderson Group that you communicate with about your investment may record telephone calls and other communications for training, quality and monitoring purposes and to meet regulatory record keeping obligations in accordance with the Privacy Policy.

Yours faithfully,

[Carl O'Sullivan]
Director

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