

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 the Janus Henderson US Strategic Value Fund, 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 Janus Henderson Capital Funds plc (the “Company”) dated 30 June 2021, as may be amended or supplemented from time to time (the “Prospectus”) and the supplement for the Janus Henderson US Strategic Value Fund (the “Supplement”). Copies of the Prospectus and Supplement 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 Fund is registered for public distribution.

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

10 August 2021

Re: Proposed amendments to the investment policy and name of the Janus Henderson US Strategic Value Fund

Dear Shareholder

We are writing to you as a Shareholder in the Janus Henderson US Strategic Value Fund (the “Fund”), a sub-fund of the Company. The purpose of this circular is to inform you of a proposal to amend the investment policy and name of the Fund as well as some related changes.

Amendments to the investment policy and name of the Fund:

It is proposed to revise the Fund’s investment policy to reposition the focus of the Fund from US-domiciled companies of any size to small and medium sized US-domiciled companies. The proposed revised investment policy is set out in Appendix A to this circular.

So as to more accurately reflect the Fund’s revised investment policy, it is proposed to change the name of the Fund to the “Janus Henderson US Small-Mid Cap Value Fund” and also to change the benchmark to the Russell 2500 Value Index.

Rationale for amending the investment policy

Janus Henderson continually reviews its business model and has determined that changes are needed to the structure and operating model of their Chicago-based subsidiary Perkins. The Perkins brand will be wound down and future marketing efforts for value equity strategies will be incorporated under the Janus Henderson brand. This reorganization simplifies the structure of Janus Henderson.

As a result of the restructure and replacement of Perkins as sub-investment adviser with

Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

Janus Capital Management, it is proposed to right-size Janus Henderson's value investing product portfolio and better align with the changing needs of the clients which are considered to be best served in US focussed small, mid and small-mid capitalisation equity value strategies. Janus Henderson are to refocus and prioritise the efforts of Perkins investment teams to areas where they have a track record of value creation for clients and a longstanding reputation for excellence.

The transition from Perkins to Janus Capital Management will be supported by Perkins and investment professionals of Perkins retained by Janus Capital Management to support the Fund going forward.

Impact on Shareholders in the Fund

The above change will not result in any change to the current fees and expenses payable to, or borne by, the Fund.

The proposal to focus the investment policy to small and mid-sized companies will require the repositioning of a significant amount of the portfolio that is currently allocated to large companies towards small and mid-sized companies. Shares of small and mid-size companies can be more volatile than shares of larger companies, and at times it may be difficult to value or to sell shares at desired times and prices, increasing the risk of losses. This repositioning of the portfolio does not introduce new risks given the Fund's existing exposure to small and medium sized companies; however, it is likely to increase them, in turn increasing the Fund's risk profile and potential for higher returns. Notwithstanding that there may be a material increase in the risk profile of the Fund as a result of the proposed changes, the synthetic risk and reward indicator ("SRRI") number for the Fund is currently 6 and is estimated to remain 6 albeit at the higher end of the applicable volatility range.

Costs

Janus Henderson will bear the legal, advisory and administrative costs of the changes. The transaction costs for the realignment of the Fund's portfolio with the proposed investment policy are estimated to be between 0.15% and 0.20% of the net asset value of the Fund, they will be borne by the Fund. In practice, these costs will depend on prevailing market conditions and the composition of the portfolio at the time of the changes and may be higher or lower.

Notice of Extraordinary General Meeting ("EGM") to consider and vote on the changes

In order to obtain Shareholder approval for these changes, the Directors will convene an EGM of the Fund at which Shareholders of the Fund will be asked to consider passing a special resolution approving the proposed amendments to the investment policy of the Fund as set forth in this circular. You will find enclosed a notice of EGM which will be held at the offices of Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland on 2 September 2021 at the time indicated on the notice of EGM. As it is not currently possible to convene a physical meeting due to Covid-19 related issues, a dial-in telephone conference facility has been provided and the EGM shall be deemed to be held at the address of the chair of the EGM at the time indicated on the notice of EGM.

The proposed amendments to the investment policy of the Fund require the approval of Shareholders by way of a special resolution. This means that over 50% 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). If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be

Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

adjourned for one week at the same time and place or to such other day, time and place as the Directors may determine.

Subject to Shareholder approval being obtained, the changes to the investment policy of the Fund will be effective on 30 September 2021 or such later date as shall be notified in advance to Shareholders (the “**Effective Date**”).

The results of the EGM vote will be available on or around 48 hours following the EGM on Janus Capital International Limited’s website at www.janushenderson.com.

Measures to reduce Covid-19 transmissions at the EGM

We consider the health of Shareholders, attendees at the EGM and the staff of the Company’s service providers a top priority.

Due to the restrictions on gatherings and travel, save for very limited purposes, under the regulations and guidance issued by the Government of Ireland relating to Covid-19, the EGM will proceed under constrained circumstances.

It is not currently possible to convene a physical EGM due to Covid-19 related issues. As such, if you wish to listen to the EGM proceedings, you can do so by availing of the telephone facility and dialling-in to the following number at the time of the meeting:

Dial-in Code	484968#
Dial-in Number	+353 1 489 7200 (Dublin)
	+44 20 7099 2087 (London)
	+81 3 4520 9225 (Tokyo)
	+852 300 244 20 (Hong Kong)

You will still need to submit your proxy form by the relevant deadline before the EGM, as it will not be possible to vote using the telephone facility.

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.

Casting your Vote/Proxy Form

The form of proxy accompanying the notice of the EGM enclosed with this letter should be completed and returned in accordance with the instructions thereon, so as to be received by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 as soon as possible and in any event, not later than 48 hours before the time fixed for the holding of the EGM. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM. The form of proxy can also be sent to the intermediary in charge of the financial service in Belgium, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique.

Redemption of Shares

Subject to the Shareholders passing the resolution approving the proposed amendments to the investment policy at the EGM, Shareholders who do not wish to remain invested in the Fund will have the opportunity to redeem some or all of their Shares on any Dealing Day prior to the EGM and at any time after the EGM and before the Effective Date (i.e. latest 9pm Irish time on 29 September 2021) free of charge in accordance with the terms of the

Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

Prospectus and Supplement.

Recommendation

The Directors consider the proposed changes to be in the best interests of the Shareholders as a whole. 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 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

Appendix A – Revised Investment Policy

The Fund's investment objective is long term growth of capital.

It pursues its objective by investing at least 80% of its net asset value in equities (also known as company shares) of small- and mid-sized US Companies whose market capitalization, at the time of initial purchase, is less than the 12-month average of the maximum market capitalization of companies included in the Russell 2500 Value Index with the potential for long-term growth of capital using a "value" approach (as described below). The aggregate amount of the Fund which may be invested in securities traded on the Developing Markets is 10% of the net asset value of the Fund. The Fund may employ investment techniques and instruments for investment purposes, such as trading in futures, options and swaps and other financial derivative instruments, subject to a limit of up to 10% of its net asset value and subject to the conditions and within the limits from time to time laid down by the Central Bank.

Performance target: To outperform the Russell 2500® Value Index by at least 2.5% per annum, before the deduction of charges, over any 5 year period.

The Fund is Actively Managed with reference to the Russell 2500® Value Index, which is broadly representative of the companies in which it may invest, as this forms the basis of the Fund's performance target. The Sub-Investment Adviser has discretion to choose individual investments for the Fund with weightings different to the index or not in the index, but at times the Fund may hold investments similar to the index. Details of the Fund's performance are available in the annual reports and semi-annual reports, the marketing materials and in the KIID. There is no guarantee that the Fund's performance will match or exceed that benchmark.

The Sub-Investment Adviser generally takes a "bottom-up" approach to building portfolios. In other words, the Sub-Investment Adviser seeks to identify strong businesses with sustainable competitive advantages and improving returns on capital. The Fund follows an investment strategy in which companies are considered principally on their own fundamental qualitative and quantitative characteristics. Commonly referred to as stock picking or bottom-up investing, portfolios of fundamental-based investment funds are built one security at a time following intensive in-house research into each company. Areas of research focus can include the company's management, financials, competitive strengths and weaknesses, earnings growth prospects and numerous other metrics. This approach rests on a belief that some companies have inherent strengths for creating shareholder value over time, have superior prospects to their peer groups and should therefore outperform even in challenging industry and economic circumstances. The purpose of a fundamental investment approach is to identify and invest in such companies. The Sub-Investment Adviser for the Fund, focuses on managing diversified portfolios of high-quality, undervalued stocks with favourable risk/reward characteristics.

The "value" approach emphasises investments in companies the relevant Sub-Investment Adviser believes are undervalued relative to their intrinsic worth. The relevant Sub-Investment Adviser measures value as a function of price/earnings (P/E) ratios and price/free cash flow. A P/E ratio is the relationship between the price of a stock and its earnings per share. This figure is determined by dividing a stock's market price by the company's earnings per share amount. Price/free cash flow is the relationship between the price of a stock and the company's available cash from operations minus capital expenditures. The relevant Sub-Investment Adviser will typically seek attractively valued companies that are improving their free cash flow and improving their returns on invested capital. These companies may also include special situations companies that are experiencing management changes and/or are temporarily out of favour.

For the Fund, the combined "bottom-up" and "value" approaches comprise: (i) identifying

Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

securities which have defensive and high quality fundamentals but which are out of favour with investors generally; (ii) once a security has been identified, carrying out fundamental analysis to understand the relevant company's business, its competitive position and its durability, its growth potential, earning power and management; and (iii) carrying out valuation analysis to develop a realistic downside analysis, stress-testing company's financials and comparing valuations to prior cyclical troughs. Following completion of the downside analysis, securities which have a limited downside are vetted for their upside potential during which process earnings, value development and fair valuation are considered. Investment decisions by the Sub-Investment Adviser are made by reference to a proprietary risk-to-reward ratio between the downside and upside analysis. The Sub-Investment Adviser looks to purchase securities which have a risk-to-reward ratio in excess of 1.5:1. Securities are generally selected by the Sub-Investment Adviser without regard to any defined industry sector or other similarly defined selection procedure and the Fund does not intend to specialise in any particular industry sector.

The Fund may invest in any of the types of transferable securities subject to the limits set out herein. The Fund may invest up to 20% of its net asset value in the securities of non-US issuers. Generally, such non-US investments will be traded on Regulated Markets that are not considered Developing Markets.

Realisation of income is not a significant investment consideration for the Fund.

The percentage of the Fund's assets invested in equities will vary and, depending on market conditions as determined by the Sub-Investment Adviser, the Fund may hold ancillary liquid assets or short-term interest bearing securities in its portfolio, such as Government Securities or Debt Securities. The Fund may invest to a lesser degree in other types of securities including preference shares, Government Securities, Debt Securities, warrants and securities convertible into equities when the relevant Sub-Investment Adviser perceives an opportunity for capital growth from such securities. The Fund may invest up to 15% of its net asset value in Debt Securities (including high yield/high-risk bonds) or Government Securities rated below investment grade. The Fund may invest directly or indirectly (i.e. through depositary receipts including American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts) in the relevant markets. The Fund may also invest up to 5% of its net asset value in zero coupon, pay-in-kind and Step Coupon Securities, and without limit in Index/Structured Securities. Pay-in-kind bonds are bonds which may pay interest in the form of additional bonds of the same kind.

The Fund may invest up to 5% of its net asset value in the securities of other Eligible Collective Investment Schemes. Such investment includes investing in other Funds. However the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the investing Fund may not charge an annual management and/or investment management fee in respect of the portion of its assets invested in the other Fund.

The Fund may invest in financial derivative instruments for efficient portfolio management purposes. The Fund's investment in financial derivative instruments will be subject to the limits set out within the Fund's investment policy and the conditions and limits from time to time laid down by the Central Bank. There will be circumstances in which the Fund will be leveraged in using financial derivative instruments. The Fund is permitted to invest up to 10% of its net asset value in financial derivative instruments for investment purposes. The maximum amount of leverage, when calculated using the commitment approach, which the Fund can create through the use of financial derivative instruments is 100% of the net asset value of the Fund. However, Shareholders should note that, given the nature of financial derivative instruments and the fact that such instruments may be traded on margin, a relatively small adverse price movement in the underlying of a given financial derivative instrument may result in immediate and substantial movements in the exposure a Fund to that financial

Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

derivative instrument. In the event that any of the financial derivative instruments related exposure limits are exceeded for reasons beyond the control of the Fund, the Fund will remedy such situation as a priority, taking due account of the interests of its Shareholders.



Janus Henderson Capital Fund 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 (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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (“EGM”) of the Janus Henderson US Strategic Fund (the “Fund”) will be held at 10am (Irish time) on 2 September 2021 at Arthur Cox, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland to consider and, if thought fit, pass the resolution set out below as a special resolution. Also enclosed is a proxy appointment form in order for you to cast your vote on the matters to be voted on at the EGM. Only those Shareholders registered as shareholders of the Fund as of the date of this notice shall have the right to participate and vote in the EGM.

SPECIAL RESOLUTION

“THAT the proposed amendments to the investment policy of the Fund in the form set out in the appendix to the circular dated 10 August 2021 be and is hereby approved”.

BY ORDER OF THE BOARD

Signed: 

For and on behalf of
Janus Henderson Capital Funds plc

Dated: 10 August 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 by email or fax as specified in the Form of Proxy within the time frames specified therein.)

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 to Janus Henderson Capital Funds plc, c/o Janus Henderson Investors, Pallion Trading Estate, Sunderland, SR4 6ST, United Kingdom or by email to JanusHenderson@paragon-cc.co.uk 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 the EGM.

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 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.