Janus Henderson
INVESTORS

INTERNAL AUDIT CHARTER



Janus Henderson Group Plc

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1. Mission and Vision

Mission and Purpose
Internal Audit's mission and purpose is to:

- Help management achieve their strategic objectives by bringing a systematic, risk-based approach to evaluating and improving governance, risk management, and internal controls.
- To develop, promote and exemplify expertise in risk and control, which is deployed for the benefit the employees, shareholders, and clients of Janus Henderson Investors (JHI).
- Provide independent perspective that is critical in holding functions to account and support their development to enable JHI to meet its goals.

Vision
To be a trusted voice which strengthens JHI's ability to create, protect and sustain value by providing the board and management with independent, risk-based and objective assurance, advice, insight and foresight.

2. Purpose of the Charter

The Internal Audit Charter defines the Janus Henderson Group Internal Audit function's purpose, authority, and responsibility as well as the function's position within the organisation, including the nature of the chief audit executive's functional reporting relationship with the Boards; authorizes unrestricted access to records, personnel, systems, and physical properties relevant to the performance of engagements; and defines the scope of Internal Audit activities. This Charter documents the agreement reached by the Janus Henderson Group plc ("JHG") Audit Committee, the Janus Henderson Investors UK Limited ("JHIUKL") Board of Directors, Executive Management, and the Internal Audit function. Final approval of the Internal Audit Charter resides with the JHG Audit Committee and the JHIUKL Board (as the UK's only enhanced company under the Senior Manager & Certification Regime).

The Boards of UK regulated entities consist of the following:

- Janus Henderson Investors UK Limited – Primary EU investment manager; global distributor for Luxembourg funds
- Janus Henderson Fund Management UK Limited – UK operator and distributor of UK funds
- Janus Henderson Investors International Limited – Investment manager and global distributor for Irish funds

A separate Internal Audit Charter has been created for Janus Henderson Investors Europe S.A. ("JHIESA"), the management company for the Luxembourg SICAV funds. The Charter for JHIESA includes a Memorandum of Understanding between JHIESA and JHG's Internal Audit function. The Internal Audit Charter for JHIESA is reviewed and approved by the JHIESA Board. The Internal Auditing services delivered to JHIESA will be overseen by the Global Head of Internal Audit.

3. Authority & Scope

Authority

Internal Audit derives its authority from the Group and subsidiary Boards and is authorized to examine the internal controls, risk management, and governance processes relevant to all activities and operations that combine to form JHG.

The Internal Audit function shall:

- Have unrestricted access to all functions, systems, records, property, and personnel, unless prohibited by law.
- Have full and free access to the audit committees.
- Have full and free access to executive management.
- Allocate resources, set frequencies, select subjects, determine scopes of work, and apply the techniques required to accomplish audit objectives.
- Obtain the necessary assistance of personnel in units of the organisation where they perform audits, as well as other specialized services from within or outside the organisation.
- Not subordinate his or her judgment on audit matters to the opinions of others.
- Participate as an ex-officio member of the Disclosure Committee for US-based Mutual Funds, and as a member of such other committees as deemed necessary, provided that such participation does not compromise the independence of the Internal Audit function. These committee memberships and others, as appropriate, are considered reasonable to allow the Internal Audit function to operate successfully on strategic matters.

The Internal Audit function shall not:

- Perform any operational duties or day-to-day control procedures for the organisation or its affiliates.
- Assume management's responsibility for managing risks.
- Initiate or approve accounting transactions external to the Internal Audit function or direct the activities of any organisation employee not employed by the Internal Audit function, except to the extent such employees have been appropriately assigned to audit teams or to otherwise assist the Internal Auditors.
- Be responsible for the implementation of corrective measures.
- Second/lend staff to the business, if this is in anyway likely to conflict with Internal Audit independence.
- Delegate their judgment on audit matters to others, unless otherwise agreed with the JHG Audit Committee or the Boards of the UK regulated entities.
- Have any direct authority over, or responsibility for, any system, procedure, or activity, which they may be responsible for auditing or reviewing.

Scope

The scope of the Internal Audit's work includes, but is not limited to, determining whether the organisation's governance, risk management, and control processes, as designed and represented by management, are adequate and functioning effectively. Internal Audit may provide advisory services (see section 9) where (i) the nature and scope of the services are agreed with the service requestor, (ii) fit the nature of Internal Audit and, (iii) not interfere or conflict with the independence and objectivity of Internal Audit. Opportunities to strengthen the existing management control environment, effectiveness and JHI's reputation may be identified during all of its activities.

Internal audit is responsible for evaluating:

Individual Audit Engagements

- The adequacy of the framework for, and effectiveness of, risk management.
- Whether significant risks are appropriately identified, reported, managed and controlled to an acceptable level as determined by the appropriate Boards.
- The effectiveness of internal controls for the safeguarding of assets and for protecting shareholder value.
- The reliability, integrity, and timeliness of significant financial, managerial and operating information.
- The adequacy of processes that ensure the firm and employees comply with applicable laws and regulations, standards, policies, procedures and contracts, including the risk of poor customer outcomes.
- Whether key business programs, plans, and strategic objectives can be achieved.
- Quality and continuous improvement are fostered in the organisation's control process.
- Significant legislative or regulatory issues impacting the organisation are recognized and addressed appropriately.
- Opportunities for improving management control, efficiency, profitability, and the organisation's image may be identified during audits. They will be communicated to the appropriate level of management.
- In instances where Internal Audit and management disagree on the acceptance of certain risks, or if accepted risks pose a significant threat to the organization's objectives, an escalation process will be employed. This process will involve higher levels of management and, if necessary, the JHG Audit Committee, to ensure that risk acceptance decisions are made in the best interests of the organization.
- If an audit report contains a significant error or omission, the Global Head of Internal Audit will communicate corrected information promptly to all parties that received the original communication.

Organisation/Enterprise Level

- The setting and review of the risk appetite by Executive Management, the JHG Board, and the JHIUKL Board and embedding of it within the organisation.
- The processes, management actions in addressing known control deficiencies and tone at the top collectively reflect the risk and control culture of the organisation and are aligned with the values, ethics, risk appetite and policies of the organisation.
- The Risk Management, Compliance, and Finance functions are effective.

4. Responsibilities

Internal Audit Responsibilities

To realize the objective of the function, Internal Audit supports the JHG Audit Committee, CEO, the Executive Committee and Senior Management to evaluate and improve the control environment. Internal Audit holds the business to account in implementing actions to improve the control environment and independently evaluates the effectiveness of controls, risk management, and governance.

General

In pursuing its objectives, Internal Audit will:

- Promote openness and transparency in the reporting of risk exposures and financial, operational and compliance issues and incidents.
- Promote the timely and efficient resolution of issues.
- Maintain a professional, structured risk-based audit methodology, which satisfies the requirements of the JHG Audit Committee, JHIUKL, the UK Financial Conduct Authority, the US Securities and Exchange Commission, and other relevant regulatory agencies and external auditors.
- Maintain effective communication channels with all the business units and demonstrate a good working knowledge of their activities.
- Give due regard, when recommending actions to management, to both the cost of their implementation and the likely benefits.
- Report to, and interact with, the various governance groups occurs as needed.
- Maintain a professional audit staff with sufficient knowledge, skills, experience, training and professional certifications to meet the requirements of this Charter.
- Ensure resources are acquired economically, used efficiently, and are adequately protected.
- Periodically perform a peer benchmarking analysis comparison of Internal Audit market practices vs. JHG Internal Audit practices.
- Annually review this Charter and submit any updates to the JHG Audit Committee and the JHIUKL Board for approval.

Annual Risk Assessment and Planning

To ensure appropriate coverage, Internal Audit will:

- Develop and administer a reasonable budget to accomplish the Internal Audit function. Confirm to the JHG Audit Committee and the Boards of the UK regulated entities whether or not the budget is sufficient to allow the function to recruit and train staff with the necessary expertise.
- Develop a flexible annual audit plan using an appropriate risk-based methodology, taking into account JHG's risk management framework, including any risks or control concerns identified by management; and JHG's strategic objectives. The plan will also include annual testing of key financial reporting controls in identified financial systems and processes to support management's internal control assessment statement required by Section 404 of the Sarbanes-Oxley Act.

- Submit the annual audit plan to the JHG Audit Committee and to the Boards of the UK regulated entities for review and formal approval, as well as periodic updates or plan modifications, as necessary, in response to changes in JHG's business, risks, operations, programs, processes, systems, and controls, as well as the industry's regulatory environment.
- Consider the on-going relevance of the audit plan on a continuous basis, proposing cancellations and deferrals to the JHG Audit Committee (and to the Boards of the UK regulated entities where relevant).
- Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal audit coverage to the organisation at a reasonable overall cost.
- Ensure audits sufficiently consider risks impacting client service and outcomes in accordance with local regulations. e.g. UK's Consumer Duty.
- Evaluate and assess significant merging/consolidating functions and new or changing services, processes, operations, and controls coincident with their development, implementation, and/or expansion.
- Liaise with the external auditors on a regular basis to ensure there is effective communication and collaboration.
- Implement the annual audit plan, as approved, including as appropriate any special tasks or projects requested by management and the various audit committees/Boards.

Internal Audit Engagements

To ensure engagements are effective, Internal Audit will:

- Document and retain support for known facts and circumstances related to the results of audits for validation with management.
- Report the results of audits and recommendations to management personnel of sufficient authority; and monitor that appropriate action is taken with respect to audit findings.
- Evaluate and track plans or actions taken to correct reported conditions for satisfactory disposition of audit findings. If the disposition is considered unsatisfactory, ensure that further discussions are held to achieve satisfactory disposition.
- When feasible, identify the costs contained or saved due to mitigation of risk or corrective actions taken.
- Report in each audit, and summarizing annually, whether management's awareness and approach to risk management and internal control is in line with the espoused values, ethics, risk appetite and policies of the organization.
- Assist in the investigation of significant suspected fraudulent activities within the organisation and notify management and the impacted audit committees/Boards of the results.
- Where external expertise is required, follow company policies for procurement of third-party service providers; and provide sufficient oversight of those service providers.

To ensure activity is appropriately governed, Internal Audit will:

- Issue quarterly reports to various audit committees/Boards and management summarizing results of audit activities. Individual Internal Audit reports are provided to the audit committees upon request.
- Report periodically on the internal audit activity's purpose, authority, responsibility, and performance relative to its annual audit plan and activities. Reporting must also include significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by senior management and the various audit committees/Boards.
- Inform the JHG Audit Committee and the Boards of the UK regulated entities of emerging issues, trends, insights and market practices in Internal Auditing.

The JHG Audit Committee has directed Internal Audit to provide quarterly Internal Audit reports and related information to each Fund/Investment Trust Board. In addition, the JHG Audit Committee has directed Internal Audit to provide any other information to any Fund/Investment Trust Board (i.e., individual audit reports) as reasonably requested unless prohibited by law or to protect client confidentiality.

Management Responsibilities

- Management is responsible for the design, implementation and operation of a governance, and control framework which supports the achievement of strategic business objectives. As part of that, management must support the establishment and operation of Internal Audit that meets the requirements as set out in this Charter.
- Management is expected to identify, understand and manage risks effectively, including taking appropriate and timely action in response to Internal Audit findings.
- The existence of an Internal Audit function does not in any way relieve them of these responsibilities.

Governing Committee Responsibilities

The JHG Audit Committee has the responsibility to:

- Review and formally approve the annual audit plan, the overall department budget, and all related changes quarterly. The funding of Internal Audit function may be outside the normal process of budgeting thereby allowing resources to be allocated by the assurance needs of the organisation as assessed by the JHG Audit Committee.
- Annually review and formally approve the risk-ranked Internal Audit Universe.
- Review and approve the compensation for the Global Head and other related personnel or compensation matters. This compensation review may be outside the normal process thereby allowing market data and audit committee evaluations to determine personnel and compensation matters.
- Review the performance of the Global Head and the function on an annual basis.
- Ensure the function and the Global Head are appropriately positioned within the company to operate successfully on strategic matters
- The JHG Audit Committee to review and approve the appointment, replacement, reassignment, or dismissal of the Global Head. Annually review and approve this Charter in accordance with the Standards.

- Make appropriate inquiries of management and the Global Head to determine whether there is inappropriate scope or resource limitations.
- Approve Internal Audit's performance objectives and results of the quality assurance program (included as part of the annual performance self-assessment)

The JHIUKL Board has the responsibility to:

- Review and formally approve the annual audit plan relevant to JHIUKL and all related changes quarterly.
- Annually review and formally approve the risk-ranked Internal Audit Universe relevant to JHIUKL.
- Review the performance objectives and assessment of Internal Audit and the Global Head on an annual basis, with input from the Global Head.
- Review the results of the quality assurance program (included as part of the annual performance self-assessment)
- The JHIUKL Board to review and approve the appointment, replacement, reassignment, or dismissal of the Global Head, with input from the General Counsel.
- Annually review and approve this Charter in accordance with the Standards.
- Make appropriate inquiries of management, the Global Head, to determine whether there are inappropriate scope or resource limitations.

5. Professional Standards

Internal Audit Staff will execute their duties freely and objectively in accordance with the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics of the Institute of Internal Auditors, and Global Internal Audit Standards (IIA Standards).

Quality Assurance - Internal Audit maintains a quality assurance and improvement program that covers all aspects of its activities. The program includes an internal assessment of Internal Audit's conformance with the IIA Standards and Internal Audit Methodology. The Global Head of Internal Audit will report annually on the outcome of this internal assessment.

External Quality Assessment - Internal Audit complies with IIA Standard 8.4, which states an external assessment must be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the organization. The results of the external assessment will be presented to the JHG Audit Committee and the JHIUKL Board.

6. Code of Ethics

Internal Audit Staff adhere to the Institute of Internal Auditors Global Internal Audit Standards on ethics and professionalism (Domain II) which include 5 Principles: 1) Demonstrate Integrity, 2) Maintain Objectivity, 3) Demonstrate Competency, 4) Exercise Due Professional Care and 5) Maintain Confidentiality.

These rules are an aid to interpreting the principles into practical applications and are intended to guide the ethical conduct of Internal Auditors. In addition, the Internal Audit Staff will adhere to the JHG Code of Business Conduct and Ethics Policy.

7. Accountability

The Global Head of Internal Audit ("Global Head"), shall be accountable to management, the JHG Audit Committee, and to the Boards of the UK regulated entities for the activities stated below:

- The effective functioning of the Internal Audit department.
- Provide periodically throughout the year an assessment on the adequacy and effectiveness of the organisation's processes for controlling its activities and managing its risks in the areas set forth under the mission and scope of work.
- Report significant issues related to the processes for controlling the activities of the organisation and its affiliates, including potential improvements to those processes, and provide information concerning such issues through resolution.
- Periodically provide information on the status and results of the annual audit plan, changes and reasons for changes to the plan, the sufficiency of department resources and notification of any concerns about its independence.
- Coordinate with and assess the adequacy of other control and monitoring functions (risk management, compliance, legal, external audit).

8. Independence and Objectivity

To provide for the independence and objectivity of the Internal Audit function:

- The Global Head reports functionally to the JHG Audit Committee and the JHIUKL Board. This designation is determined and approved by the JHG Audit Committee and the JHIUKL Board.
- The Global Head reports administratively to the General Counsel of JHG. This designation is determined and approved by the JHG Audit Committee.
- The Global Head will periodically assess whether the purpose, authority, and responsibility of the Internal Audit function, as defined in this charter, continues to be adequate to enable the Internal Audit function to accomplish its objectives.
- The result of this annual assessment will be communicated to the Boards of the UK regulated entities.
- The Global Head has established an Individual Objectivity Policy (see Appendix A) to address the potential conflicts of interest inherent in hiring Internal Audit staff members who had previous positions in other departments at JHG. Pursuant to this Policy, any such Internal Audit staff member is prohibited from leading audits associated with his/her previous job duties for 12 months.
- The Global Head prohibits staff from having operational responsibility or authority over areas audited by utilizing a staff dedicated full time to the Internal Audit function and not following a rotation plan.
- The Global Head is responsible for ensuring that all audit work is performed with proficiency and professionalism, including the application of sufficient knowledge, skills and competence to perform audits effectively. Internal Audit maintains the option to co-source with external third parties as necessary to achieve this objective.
- Members of Internal Audit will be given the appropriate training and development necessary to ensure they have the capability to meet their responsibilities.

- In addition to an annual self-assessment of conformance with the IIA Standards and Code of Ethics, external assessments will also be conducted at least every five years.
- Where non-conformance with the Code of Ethics of the IIA or the International Standards for the Professional Practice of Internal Auditing impacts the overall scope or operation of the internal audit activity, the Global Head shall disclose the non-conformance and impact to relevant senior management and the JHG Audit Committee. Any non-conformance relevant to UK regulated entities will also be reported to those Boards.

9. Advisory Services

Advisory services may range from formal engagements, defined by written agreements, to advisory activities, such as participating in standing or temporary management committees or project teams. The advisory services intend to add value and improve the firm's governance, risk management, and control processes without assuming any management responsibility by the internal auditors. Internal Audit staff will use professional judgment to determine the extent (including breadth of the engagement and time frames) to which guidance will be provided. The following concepts and guidelines will be applied as necessary:

- Our contribution to advisory services will be designed to add value to the organisation by bringing a systematic, disciplined approach to the areas of governance, risk, and control.
- Management in the organisation will retain the ultimate responsibility for designing controls appropriate to mitigate the risks within their respective businesses, as well as assume full responsibility for managing those risks, and do not necessarily need to take the advice provided by Internal Audit.
- Internal Audit objectivity will not be impaired by the decisions made by management, and decisions to adopt or implement recommendations will be made by management alone.
- Advisory services engagements cannot be provided in a manner that masks information that, in Internal Audit's judgment, should be presented to senior management, the JHG Audit Committee, or the Boards of the UK regulated entities. All advisory services are to be understood in that context.
- Ground rules for advisory engagements must be understood by all members of the organisation.
- During any advisory services engagement, Internal Audit retains the prerogative of setting the audit techniques and the right of reporting to senior management, JHG Audit Committee members, or the Boards of the UK regulated entities when the nature and materiality of results pose significant risks to the organisation.
- The performance of all services by Internal Audit are guided by the IIA's Definition of Internal Audit, Code of Ethics and the Attribute and Performance Standards, as published by the Institute of Internal Auditors. Any unforeseen conflicts or activities will be resolved consistent with the Code of Ethics and Standards.
- Advisory services may not be provided if this is in any way likely to conflict with Internal Audit independence.

10. Performance Criteria

The Internal Audit function will be assessed against the following criteria:

- Meeting deadlines for deliverables to management
- Meeting agreed scope and timetables
- Meeting resource budgets
- The quality of both audit findings and the corrective actions agreed with management
- The results of any external reviews
- Results from Post-Audit Client Satisfaction Surveys

11. Communication Protocols

At each regularly scheduled JHG Audit Committee and JHIUKL Board meeting, the Global Head will meet privately with the JHG Audit Committee and the JHIUKL Board Non-executive directors to discuss any matters that the committee or Internal Audit feels should be discussed privately.

When deemed necessary, the Global Head may meet with members of the JHG Audit Committee or the JHIUKL Board privately, outside of normally scheduled committee meetings, to discuss any matters that the Audit Committee member or the JHIUKL Board member or Internal Audit feels should be discussed privately.

The Global Head will have regular access to, and meetings with members of the executive committee, as needed.

Should a member of the Internal Audit function become aware of a significant material issue; any fraudulent or suspected fraudulent activity; or other similar (significant) items; the Global Head will report such activity or activities to the General Counsel, Chief Risk Officer (“CRO”), and the JHG Audit Committee Chairman unless such allegations are against the General Counsel or CRO. If the allegation is against the General Counsel or CRO, the JHG Audit Committee Chairman alone will decide on the appropriate investigation into such allegations or activity.

If such issue, activity, or item is related to any of the Fund/Investment Trust Boards, then the Global Head will also report the matter to the Audit Committee Chairman of the appropriate Fund/Investment Trust Board.

APPENDIX A: Individual Objectivity Policy

An internal auditor should have an impartial and unbiased attitude and avoid any potential or actual conflicts of interests in order to remain objective when conducting audits for JHG. Objectivity is an independent mental attitude which internal auditors should maintain in performing audit engagements. Objectivity is presumed to be impaired if an internal auditor assesses specific operations for which they were previously responsible. To avoid any conflicts of interest or impairment of the auditor's objectivity, such assessments should not occur for a reasonable period of time (at least 12 months).

The Internal Audit function is committed to providing audit services that are impartial, unbiased, and avoid conflicts of interest. This policy, based on guidance from the International Standards for the Professional Practice of Internal Auditing, has been adopted and includes the following:

- Staff assignments will be made to avoid perceived, potential, or actual conflicts of interests and biases;
- Staff will not be placed in situations when they feel unable to make objective professional judgments;
- The results of Internal Audit work will be reviewed before the related engagement communications are released in order to provide reasonable assurance that the work was conducted objectively;
- Staff which has transferred from other business areas of JHG into the IA function will not be allowed to lead or conduct any Internal Audits for a period of twelve months over areas which the individual or his/her direct supervisor was previously responsible or provided oversight; and
- Disclosures will be made regarding any activities or personnel that could result in a possible conflict of interest to Senior Management, the JHG Audit Committee, and Boards of UK regulated entities.