

# Henderson EuroTrust plc

Annual Report 2021

*Seeking growth, quality and consistency*



MANAGED BY

**Janus Henderson**  
— INVESTORS —

# Strategic Report

## Investment Objective

The Company aims to achieve a superior total return from a portfolio of high quality European (excluding the UK) investments.

## Strategic Report

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# Performance highlights

## Total return performance to 31 July 2021

	1 year %	3 years %	5 years %	10 years %
NAV <sup>1</sup>	22.3	43.8	90.8	236.9
Share price <sup>2</sup>	25.8	43.5	90.8	260.2
Benchmark <sup>3</sup>	26.6	28.9	70.0	146.5
Peer group NAV <sup>4</sup>	31.9	37.8	86.2	209.8

## Year to 31 July

### NAV per share at year end

2021	2020
<b>£16.74</b>	<b>£13.93</b>

### Dividend for year<sup>5</sup>

2021	2020
<b>25.0p</b>	<b>25.0p</b>

### Ongoing charge

2021	2020
<b>0.78%</b>	<b>0.81%</b>

### Number of investments at year end<sup>6</sup>

2021	2020
<b>40</b>	<b>44</b>

### Net assets

2021	2020
<b>£354.7m</b>	<b>£295.2m</b>

### Share price at year end

2021	2020
<b>£15.25</b>	<b>£12.35</b>

### Dividend yield<sup>7</sup>

2021	2020
<b>1.6%</b>	<b>2.0%</b>

### Gearing at year end (% of NAV)

2021	2020
<b>£nil</b> <b>(0.0%)</b>	<b>£9.6m</b> <b>(3.2%)</b>

### Discount at year end<sup>8</sup>

2021	2020
<b>8.9%</b>	<b>11.4%</b>

1 Net asset value ("NAV") per ordinary share total return (including dividends reinvested)

2 Share price total return (including dividends reinvested)

3 FTSE World Europe (ex UK) Index

4 AIC Europe Sector

5 Including the 8.0p interim dividend paid on 23 April 2021 and the 17.0p final dividend which will be put to shareholders for approval at the Annual General Meeting ("AGM") on 17 November 2021

6 Excluding the nil value position in OW Bunker (2020: excluding OW Bunker and Cellnex Rights Issue)

7 Based on the share price at the year end

8 Calculated using the mid-market closing price

# Chairman's statement



Nicola Ralston  
Chairman

‘Shareholders should expect that our focus on investing sustainably will only increase.’



# Chairman's statement

## Performance

The year to 31 July 2021 was an exceptionally strong one in terms of absolute return, with a share price total return of 25.8% and Net Asset Value ("NAV") total return of 22.3%. Despite the adverse impact of COVID-19, equity markets have benefited from an expectation of economic recovery, fuelled by significant support from continued low interest rates and direct government spending.

In relative terms, 2021 has been only the second year in which performance has fallen behind the FTSE World Europe (ex UK) Index (our benchmark) in over a decade. After outperforming this benchmark by almost 13 percentage points in the previous financial year, 2021 performance was over 4 percentage points behind the benchmark on a NAV total return basis, while the share price total return was 0.8% behind the benchmark return of 26.6%.

The Fund Manager's report on pages 7 to 11 covers this year's performance in more detail.

## Dividend

We have proposed a final dividend of 17.0p, which brings the total dividend for the year to 25.0p. This means the dividend for the year will be unchanged from the total dividend for the year to 31 July 2020. In my Chairman's statement for 2020 I explained that we intended to use the dividend reserve to smooth the impact of switching to a policy of paying out substantially all of the dividend income generated by the Company in the financial year. As last year, in order to pay the dividend for 2021, we will be using £1.8m (based on the current issued share capital) of our remaining dividend reserve.

Shareholders will be aware that in 2020 we took the difficult decision to cut the dividend, due to the sharp decline in dividend receipts, and the focus on total return as opposed to income specifically. Notwithstanding the strong share price performance of our holdings in the latest financial year, net revenue for the latest financial year was in fact lower than in the previous year (£3.5m for the year ended 31 July 2021, versus £4.7m for the year ended 31 July 2020). This is due partly to a restriction on dividends to be paid by the companies within the portfolio and the benchmark in general, by banks in particular, but also to the focus of the Fund Manager on total return, with no specific or implicit income target. As the Company's focus is on growth, and not income, we continue to believe that paying income out of capital, although a permitted approach for investment companies, is not an appropriate strategy for the Company.

## Discount to NAV

The discount (gap) between the NAV of the Company and the share price narrowed from 11.4% to 8.9% in the year to 31 July 2021. In the previous year, to 31 July 2020, the discount widened despite exceptional relative performance, whilst in the latest financial year, the discount has narrowed despite underperformance. In the long run, NAV performance far outweighs any changes to the discount from year to year. In the near term, however, our opinion is that demand from the retail sector, and not short-term performance, is the key determinant of the discount for an investment company with a highly liquid portfolio such as EuroTrust. Having reconsidered the issue again in the last financial year, we find that formal discount control mechanisms can have perverse effects, encouraging short-term holding periods and reducing liquidity in the Company's shares, and are therefore not an attractive proposition.

To an extent the ownership of investment trusts is moving full circle. For decades, investment trusts offered a cost-effective diversified portfolio to the small investor. By the end of the twentieth century, however, large institutions had built large stakes in many investment trusts. These stakes were then gradually reduced and often sold altogether, with the fast-expanding wealth management sector typically becoming the largest shareholders, particularly in mainstream equity trusts such as ours. Now, the original appeal of the structure is again proving attractive to the unadvised individual investor who wishes to hold for the long-term and does not need to trade in large size. We are keen to ensure that retail investors have every opportunity to hear about our investment approach, and in this we are well-supported by the Fund Manager, whose knowledge and passion come across strongly whether in print, in person or online. Shareholders can find many short comments and presentations by Jamie Ross online at [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com), providing insight into European markets and the portfolio.

One possible barrier to the retail investor is the "heavy" share price, a function of the excellent performance over many years. Many small investors prefer to allocate a specific sum of money to purchase shares splitting the assets of the Company into a larger number of shares would make this approach easier to implement. Improved liquidity in the Company's shares benefits all shareholders and we have decided to seek approval from shareholders to effect a sub-division of each existing ordinary share; details are below in the Share split section.

# Chairman's statement (continued)

## ESG and investing sustainably

The Board believes that effective stewardship and integration of environmental, social and governance ("ESG") factors into the Company's investment process are important elements in delivering our Investment Objective. In recognition of the growing interest of investors, both institutional and retail, in such matters, we have included a separate section in this year's Annual Report which details our approach to ESG matters. This includes our current ESG policy (also available on the AIC website) and our plans to seek to convert to "Article 8" under the Sustainable Financial Disclosure Regulations ("SFDR") also referred to as "Light Green" which supports our ESG policy further.

The Board has spent a great deal of time considering how to articulate and formalise the Company's approach to sustainable investment more clearly. In my Chairman's statement last year, I explained that, as a Company committed to investing in "Growth, Quality and Consistency", there is an inherent bias towards sustainability within the investment approach taken by the Company; and that, due to the risk of greenwashing and the inconsistencies between different ranking frameworks, we relied on the Fund Manager's proprietary investment process and Ranking Framework to monitor sustainability.

However, this is a rapidly evolving area and, with the Fund Manager, we have come to the conclusion that adding a more formal element to the process and putting in place certain exclusions adds clarity and robustness to our commitment to incorporate ESG factors and sustainability considerations into the investment process.

Approval will be sought from shareholders to make changes to the Company's Investment Policy as a result of the plans referred to above to seek to convert to Article 8 (Light Green) under the SFDR. More detail on the proposed changes can be found on pages 19 and 20.

## Active management

Over the last financial year, the number of stocks in the portfolio reduced from a range of 40 to 60 stocks to a range of 35 to 55 stocks. At the year end there were 40 holdings (excluding the nil value position in OW Bunker). As an actively managed portfolio, the Fund Manager, supported by the Board, is of the opinion that a minimum of 35 stocks allows for ample diversification whilst ensuring that the portfolio has sufficient capacity to outperform a passively managed fund with the same benchmark.

Whilst it was disappointing to see some underperformance relative to the benchmark in the year to 31 July 2021, this was

perhaps not surprising given the extent of the outperformance in the previous year. Switchbacks in market sentiment as perceptions of the economic and market outlook changed have been sharp, although sometimes short-lived. Changes to the portfolio slightly reduced risk during the latest financial year, but active share remains high and the largest driver of performance continues to be stock specific factors as opposed to style, country or sector. We expect this to continue to be the case.

## Annual General Meeting

Last year, along with taking precautionary action in amending the Company's Articles of Association ("Articles") to allow a combination of virtual and physical shareholder meetings to be held in the future, the Board committed to holding physical meetings when restrictions were not in place and these could be held safely. We are pleased to be able to confirm that the Company's AGM is currently scheduled to take place at 2.30pm on Wednesday 17 November 2021 at the offices of Janus Henderson Investors, at 201 Bishopsgate, London EC2M 3AE.

The Company's AGM will be broadcast live on the internet. If you are unable to attend in person, you can watch the meeting by visiting [www.janushenderson.com/trustslive](http://www.janushenderson.com/trustslive).

Please note, however, due to the coronavirus pandemic it may be necessary to change the venue and/or the date of the AGM, subject to the advice of the public health authorities and the UK government closer to the time. Any changes as to the venue and/or date and time of this year's AGM would be made available on a dedicated section of the Company's website at [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com) and additionally an announcement would be released to the Stock Exchange.

## Share split

At the AGM approval from shareholders will be sought to effect a sub-division of each existing ordinary share. The price of the Company's existing ordinary shares of 5p each has almost trebled over the last 10 years. To assist monthly savers and those who reinvest their dividends or are looking to invest smaller amounts, the Directors believe that it is appropriate to propose the sub-division of each existing ordinary share of 5p each into 10 new ordinary shares of 0.5p each. The Directors believe that the sub-division may also improve the liquidity in and marketability of the Company's shares, which would benefit all shareholders. Further details of the proposed sub-division, which your Directors believe is in the best interests of shareholders as a whole, can be found in the notice convening this year's AGM. A copy of the AGM notice accompanies this report and can also be found on the Company's website.

# Chairman's statement (continued)

## Outlook

The total return on European equity markets between 31 March 2020 and the Company's year end on 31 July 2021 was almost 50%, the Company's share price rose by more than 57% over the same period. Further gains have been seen since then despite increasing concerns over supply chain difficulties and staff shortages and consequent concerns about inflation. Other factors, such as the changes in regulatory policy in China have had both direct and indirect effects on many European companies, many of which are global in their reach.

It would not be surprising to see much more muted returns in the near term given this backdrop, particularly if the European Central Bank reduces its monetary stimulus. However, equity investing is best undertaken as a long game in which reversals are to be expected from time to time. Climate change is potentially a reason to call this into question, which is all the more reason for seeking to invest in a sustainable manner, hard though it can be to identify exactly how this can best be done. Shareholders should expect that our focus on investing sustainably will only increase.

We seek to make the Company more accessible to the retail investor which is, we believe, the best way to narrow the discount between the share price and Net Asset Value and, in the long term, to grow the number of shares in the Company. To the extent that we are successful, such an approach will benefit all shareholders in the Company, via lower costs and improved liquidity in the Company's shares.

Nicola Ralston  
Chairman  
5 October 2021



# Fund Manager's report



Jamie Ross  
Fund Manager

**“We will continue to move towards a more sustainability-biased portfolio and we will look at how we can increase our disclosure levels to you, the shareholders.”**



# Fund Manager's report

After solid outperformance for a number of years and an especially strong period during the COVID-19 pandemic, this year has seen disappointing relative performance although strong absolute performance from both the NAV and the Company's share price. Over the year as a whole, against an index gain of 26.6%, the Company's NAV rose 22.3% and the share price advanced by 25.8%. I have retained a high degree of focus on investment process discipline and have found a number of new and exciting opportunities in which to invest capital. This has also been a year in which I, along with the Board's support, have increased focus on ESG analysis as a pillar of the investment process.

## Performance attribution

It is worth pointing out that the relative underperformance all came in the second half of the year, i.e. after we had seen positive efficacy data from the Pfizer vaccine (and vaccines from other companies) and during a period of time when investors were buying companies that they deemed to be "reopening beneficiaries". There are a few factors, mostly stock-specific, that serve to explain the Company's investment performance during this period.

First, the gaming industry has had a torrid time in recent months; this is an area in which we had significant exposure. At the start of 2021, we had a 4.8% position in Prosus (which is exposed to gaming via Tencent), 3.6% in Embracer and 1.6% in Stillfront. Prosus has been hit by the ongoing regulatory clampdown in China which has impacted the shares of its largest portfolio company Tencent. In addition, all three gaming companies are suffering from the perception that they were significant beneficiaries of COVID-19 restrictions and so should have a tougher year in 2021. I have taken action here and reduced our Prosus position from 4.8%

to around 2.7% prior to the recent regulatory headlines and have since taken it down further to 1.5%. I think that Prosus and Tencent are both deeply undervalued, but there is a lack of clarity on Chinese regulation and this has made me less willing to have a large exposure to the company. A few months ago, I also reduced our weighting in Embracer from a position of approximately 3% to 1.5% to reflect uncertainty over near-term numbers and the potential indirect impact from tighter Chinese regulatory scrutiny. These trades have limited the impact that our prior position in gaming would have had on performance.

Second, positions in Grifols and Brockhaus have materially underperformed, both for stock specific reasons. Grifols collects blood, fractionates it and sells the plasma proteins which are extracted via this process. The collection of blood requires people to be willing and able to leave their home and walk into a collection centre. Over the course of the COVID-19 pandemic, with restrictions on movement and social interaction, plasma collection was materially impacted and this has had a knock-on impact on Grifols' ability to meet demand. I see this as being a transient issue and I have retained a position. Brockhaus is a German holding company focused on buying fast growing, high margin German "Mittelstand" companies and owning them for the long term. At the moment, Brockhaus has two portfolio companies and is in the process of adding a third. Of the two existing holding companies, Palas is involved in the high-precision measurement of the smallest air particles and IHSE is a global technology leader in the area of KVM (keyboard, video, mouse) solutions used in mission-critical applications such as air traffic control and hospitals. The third company which they are in the process of acquiring is a business-to-business bike leasing platform in Germany (similar to "Bike 2 Work" from a

	Average portfolio weight (%)			Attribution Analysis <sup>1</sup>		
	Company	Index	Relative	Sector allocation effect	Stock selection effect	Total effect
Communication Services	16.2	4.0	12.2	-1.5	1.4	-0.1
Consumer Discretionary	18.4	11.8	6.6	0.9	-3.6	-2.7
Consumer Staples	5.2	11.1	-5.9	1.1	-1.0	0.1
Energy	1.3	3.0	-1.6	0.2	-0.1	0.1
Financials	15.2	15.5	-0.3	-0.2	-1.0	-1.2
Health Care	11.0	14.9	-4.0	0.6	-0.2	0.4
Industrials	9.6	16.2	-6.6	-0.9	0.8	-0.1
Information Technology	14.2	9.8	4.4	-0.2	0.0	-0.2
Materials	5.8	6.8	-1.1	0.0	0.0	0.0
Real Estate	0.0	1.8	-1.8	0.1	0.0	0.1
Utilities	4.5	5.1	-0.6	0.1	-0.4	-0.3
Cash	-1.4	0.0	-1.3	0.5	0.0	0.5
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>0.0</b>	<b>0.7</b>	<b>-4.1</b>	<b>-3.4</b>

<sup>1</sup> Estimates are based on a daily buy and hold approach, gross of all fees and costs. Attribution displayed is a two factor Brinson attribution with effects quoted in the base currency of the Company

Source: Bloomberg

# Fund Manager's report (continued)

UK context). I like the economics of all three businesses, but over the past year or so, IHSE has been significantly impacted by the ongoing travel restrictions. As with Grifols, I see this as a transient issue.

Third, and more macro-related rather than stock-specific, European equity markets have been very strong, led largely by cyclical businesses; we have only limited cyclical exposure and this has been a drag on performance. Historically, the Company has fared less well in environments of strong cyclical recovery due to a longstanding bias towards higher quality businesses with defensive earnings streams; and this again has been the case over the last 12 months. I had shifted the portfolio towards some more cyclical businesses in October/November 2020, which I will describe in more detail below, but this was not enough to completely protect the portfolio from underperformance in the months that followed. Another way to look at this is that during the year to 31 July 2020, a very successful year for performance, we had benefitted from owning a significant number of "COVID-beneficiaries" and by not owning many "COVID-losers", whilst during the last twelve months, the opposite has been true.

There are many cyclical companies in the index, a majority of which I would be unlikely to own due to my concerns over weak structural features of their business models. A number of these companies have staged extreme recoveries and not owning these companies has been detrimental to performance. A lack of exposure towards areas such as mining, steel, chemicals and capital goods adversely impacted performance relative to the index.

The areas of the portfolio that have performed strongly have largely been those that have cyclical sensitivity. This includes positions such as Hermès, Moncler and Partners Group; companies that we would describe as "quality cyclicals", and also includes companies such as CNH Industrial and Dialog Semiconductor; companies that we see as lower quality cyclicals but capable of significant improvement.

## Portfolio activity

During the first half of the period, I implemented a material change in positioning towards some more cyclical companies and away from some businesses that had been beneficiaries of the COVID-19 pandemic and had become too expensive.

The major period of change was October and November 2020 where I initiated new positions in Faurecia, CNH Industrial, IAG and Dialog Semiconductor. This was a significant shift in portfolio exposure and one that has contributed positively to performance in the months that followed. In fact, CNH Industrial and Dialog Semiconductor have been amongst our most successful positions over the past 12 months. For CNH Industrial, an Italian tractor and truck business, the investment thesis was based around the anticipation of a powerful cyclical recovery in end user demand driven by strong soft commodity prices and by an inevitable replacement cycle for farm equipment. If anything, the recovery has been even stronger than I had expected and

this has resulted in a very strong earnings upgrade cycle and a re-rating of the shares. For Dialog Semiconductor, a German company who specialises in integrated controllers used in power management, the investment thesis was based around a strong Apple-led product cycle and the positive impact that this would have on the company's margins. The company was bid for in February 2021, bringing material benefit to the Company's investment performance in that period. Looking back, none of these changes felt comfortable, but they were all driven by sound and thorough analysis; it is very pleasing to see the positive impact that they had upon performance.

Since that period of change, I have still found a small number of interesting new investment ideas; these include Allfunds, Adidas, Beiersdorf and Danone. These companies have varying degrees of cyclical, but all four are linked by my perception that they are either good companies today, with high and sustainable return on invested capital, or companies which can become good companies, with these attractive characteristics, over time.

New Investments		Divestments	
Company name	Position size at year end (% of the portfolio)	Company name	Position size at start of year (% of the portfolio)
Stellantis	4.5	Vivendi	3.4
CNH Industrial	3.4	Scout24	2.5
Adidas	2.6	Alstom	2.4
Faurecia	2.6	STMicroelectronics	2.2
Danone	2.1	Deutsche Börse	2.1
Beiersdorf	2.1	Dassault Systemes	1.9
Allfunds	1.9	Totalenergies	1.8
KPN	1.7	JDE Peet's	1.7
IAG	1.7	Bayer	1.7
Sinch	1.2	Getlink	1.3

Allfunds is a business-to-business platform that links fund houses and fund distributors. The business has its origins within Santander's private bank and was founded in 2000 by the current CEO Juan Alcaraz. Predominantly, this is a platform business with classic platform economics. Having started with €2 billion of Assets-under-Administration (AuA) in 2000, they ended 2020 with €1.2 trillion in AuA. The model works by charging the fund houses a percentage of AuA whilst operating a "buy-free model" from the point of view of the fund distributors. In addition to platform revenues, which currently make up over 90% of total revenues, Allfunds also provides value-added services via a product called Connect. I find the economics of the business extremely attractive and the company should also benefit from structural end market growth over a multi-year time frame.



# Fund Manager's report (continued)

Adidas is one of the world's largest sportswear companies, present in 160 countries globally. The dynamics of the sportswear market are attractive, with strong growth driven by increasing sporting participation, the increased use of sportswear for day-to-day activities and by several other demographic factors. Adidas is well positioned to benefit given its strong brand heritage and marketing scale. In addition, sporting goods are increasingly bought online and this is proving to be a tailwind to the largest players. As consumers move online, sportswear brands can increase the proportion of their sales that come through their own direct-to-consumer (DTC) websites which is a fast growing channel, with high gross margins. The combination of the above factors has the potential to see the company grow fast and with expanding margins and return on invested capital over the long term.

Beiersdorf is a family-controlled German consumer goods company; their most well-known brand is Nivea, a skin-care focused brand. I see the company as having underperformed for a number of years driven by a lack of focus in marketing and a failure to take advantage of the powerful trend of premiumisation that has so benefitted their closest peers L'Oréal and Estée Lauder. With a new management team in place and a low starting valuation when compared to peers, I see strong multi-year catch-up potential. It is rare that a consumer brand the size of Nivea earns as low a profit margin as it does currently; successful execution of a turnaround of Nivea could bring significant benefit to the share price over time.

The investment case for Danone, the French consumer goods company, bears many similarities with Beiersdorf. The company has been poorly managed, has underperformed its nearest peers, carries a low equity multiple and is going through a process of management change. In many ways, Danone reminds me of Nestlé back in 2016/2017. Back then, we bought a position when Mark Schneider joined from

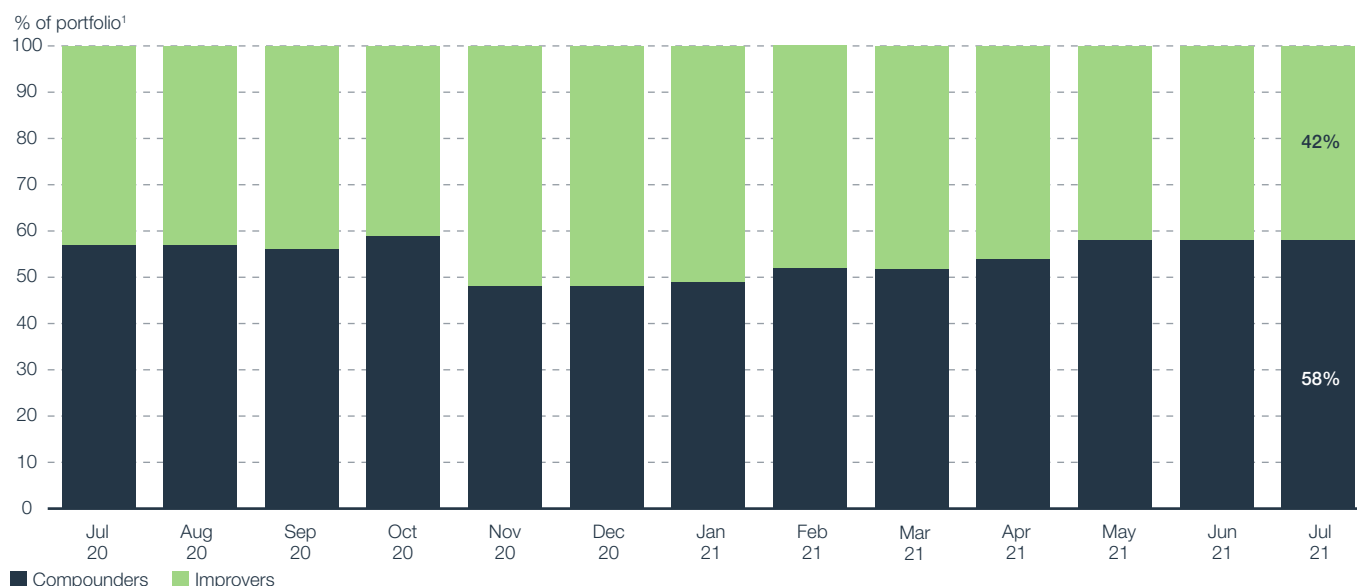
Fresenius; we were excited by the potential for business improvement and I am similarly excited by the prospects for Danone today. The new Danone CEO, Antoine De Saint-Affrique, joins from Barry Callebaut where he has been widely accredited with a material improvement in growth and return on invested capital. I am hopeful that he can "repeat the trick" at the helm of Danone.

Looking back over the period as a whole it is interesting to see how our exposure to "Compounders" and "Improvers" has varied as the year has gone on. Our exposure to "Improvers" clearly increased during the October/November 2020 period and this is explained by the trading activity that I described above. Since this point, you will notice that our exposure to "Compounders" has crept back up as I have taken profit in a number of more cyclical areas, whilst recycling capital into a number of high-quality business, again, as described on the previous page. In general, I would expect the portfolio to be biased towards "Compounders" over time.

The chart below shows the portfolio split at the point of each month-end through the year and the table shows the split of the portfolio at year end together with the characteristics of both categories of investment.

## ESG analysis and disclosure

Throughout its long history, the Company has been focused on delivering the best possible total return to shareholders. This remains the case. In addition, our longstanding bias to high quality businesses, or those companies capable of improving materially over time, has tended to go hand-in-hand with a preference for companies with a commitment to ESG concerns. Over time, more of our analysis has focused on the area of ESG, especially as company-level disclosure has improved and shareholders have expressed increasing interest in the topic. Earlier this year, in a published document on the AIC website (<https://www.theaic.co.uk/companydata/0P00008ZNI/esg>), we laid out our increasing



<sup>1</sup> Cash and gearing are not included in the analysis

# Fund Manager's report (continued)

commitments in this area. We will continue to move towards a more sustainability-biased portfolio and we will look at how we can increase our disclosure levels so that you, as shareholders, can better judge the ESG credentials of the companies that we invest in and the overall portfolio itself.

## Outlook

European equity markets have performed exceptionally well since the depths of the COVID-19 crisis. This has created an environment where cyclical companies have fared very well and our investment performance has suffered. I remain confident in my investment process and foresee a market

where performance is likely to be a little more balanced; in many cyclical sectors and companies, a strong recovery seems to be at least adequately priced in. I look forward to the next twelve months with confidence and will strive to identify the best investments, maintaining a focus on high quality companies ("Compounders") and those capable of significant improvement ("Improvers").

## Classification of holdings as at 31 July 2021

	Compounders Average	Improvers Average	Company Average	Index Average
<b>Market Capitalisation (£m)</b>	<b>83,231</b>	<b>22,280</b>	<b>57,904</b>	<b>70,123</b>
Price/book (x)	3.3	1.5	2.2	2.2
Trailing 12 month dividend yield (%)	1.3	1.5	1.4	2.1
Trailing 12 month price/earnings (x)	29.5	18.0	23.3	19.3
Forward 2022 price/earnings (x)	21.0	14.1	17.4	16.8
Historical 3-year earnings per share growth per annum (%)	6.9	-10.9	-0.5	1.8
Return on equity (%)	22.0	-5.4	10.6	12.4
Operating margin (%)	20.1	0.2	11.8	15.5
<b>Long-term debt to capital (%)</b>	<b>28.6</b>	<b>46.5</b>	<b>36.1</b>	<b>34.5</b>
<b>Number of securities</b>	<b>23</b>	<b>17</b>	<b>40</b>	<b>504</b>
<b>Weight (%)<sup>1</sup></b>	<b>56.9</b>	<b>40.5</b>		

Source: Factset/Fundamentals in Sterling

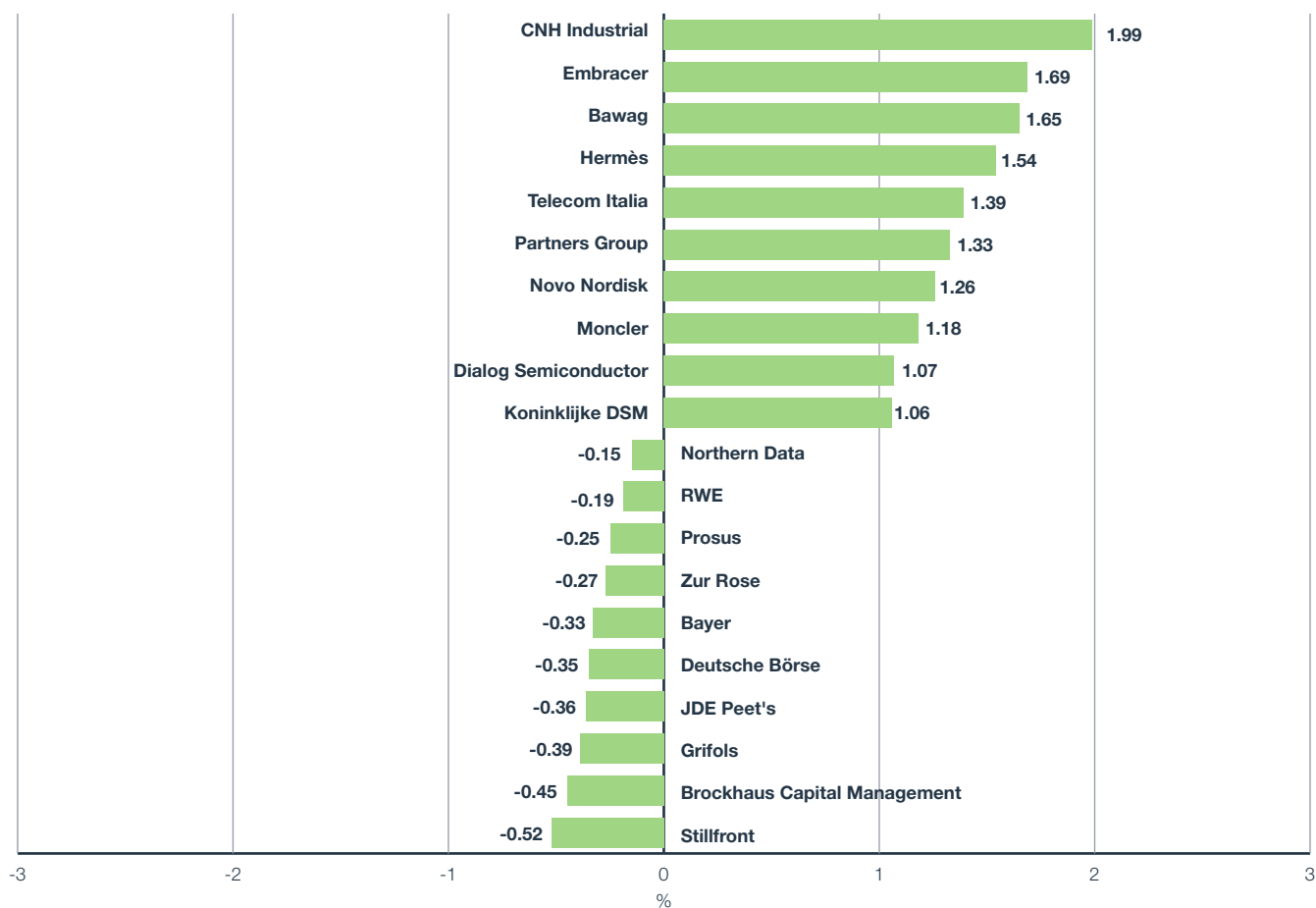
Fundamentals are based on weighted averages at the stock level, excluding cash/gearing

<sup>1</sup> The weight percentages of Compounders and Improvers are shown including cash/gearing  
OW Bunker is not included in the analysis



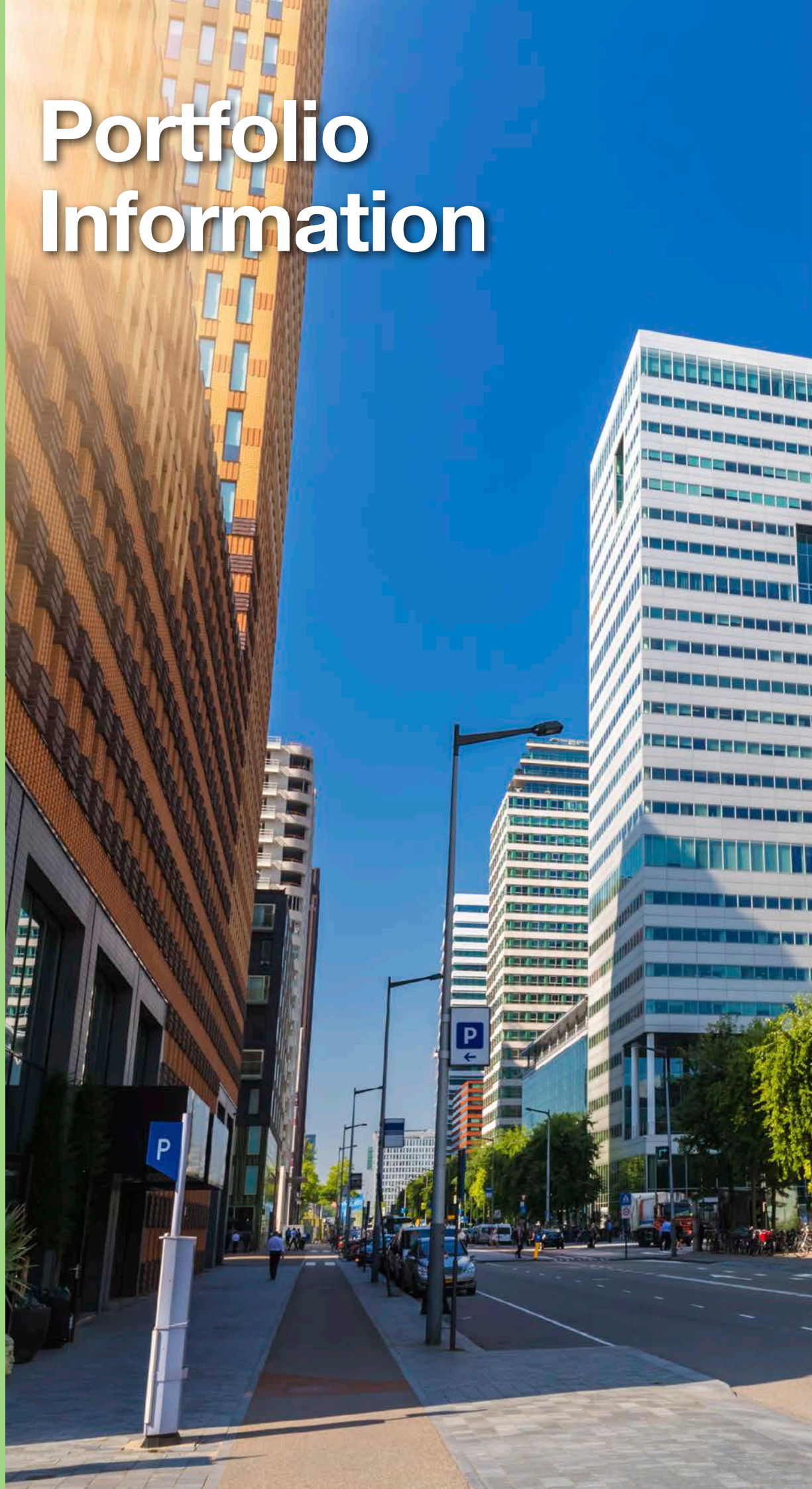
# Fund Manager's report (continued)

## Top ten contributors to and bottom detractors from absolute performance



Jamie Ross  
Fund Manager  
5 October 2021

# Portfolio Information





# Ten largest holdings at 31 July 2021

Ranking 2021 (2020)	Company	Country	Valuation 2021 £'000	Valuation 2020 £'000	% of Portfolio 2021	% of Portfolio 2020
1 (1)	<b>Roche</b> Roche develops and manufactures pharmaceutical and diagnostic products. The company produces prescription drugs in the areas of cardiovascular, infectious, autoimmune, respiratory diseases, dermatology, metabolic disorders, oncology, transplantation and the central nervous system.	Switzerland	18,884	15,055	5.48	4.94
2 (7)	<b>Nestlé</b> Nestlé S.A. is a multinational packaged food company, that manufactures and markets a wide range of food products. The company's product line includes milk, chocolate, confectionery, bottled water, coffee, creamer, food seasoning and pet foods.	Switzerland	18,016	10,005	5.23	3.28
3 (3)	<b>Novo Nordisk</b> Novo Nordisk is a Denmark-based world leader in insulin and diabetes care.	Denmark	17,256	12,464	5.00	4.09
4 (2)	<b>Koninklijke DSM</b> DSM is a Dutch multinational life sciences and materials sciences company. The company's global end markets include food and dietary supplements, personal care, feed, pharmaceuticals, medical devices, automotive, paints, electrical and electronics, life protection, alternative energy and bio-based materials.	Netherlands	15,563	12,492	4.51	4.10
5 (*)	<b>Stellantis</b> Stellantis is an Italian auto manufacturer formed from the merger of Peugeot and Fiat Chrysler.	Italy	15,453	–	4.48	–
6 (11)	<b>Bawag</b> Bawag is an Austrian-based bank with a largely domestic focus.	Austria	14,792	9,033	4.29	2.97
7 (9)	<b>Delivery Hero</b> Delivery Hero is a German listed food delivery platform business.	Germany	11,745	9,868	3.41	3.24
8 (*)	<b>CNH Industrial</b> CNH Industrial is an Italian tractor and truck manufacturer and retailer. The company also operates a financing business.	Italy	11,675	–	3.39	–
9 (4)	<b>Munich Re.</b> Munich Re. is a German company which offers reinsurance, insurance and asset management services.	Germany	11,044	11,741	3.20	3.85
10 (12)	<b>Worldline</b> Worldline is a French payments processing company with a predominantly European footprint.	France	10,822	8,658	3.14	2.84
		<b>Total</b>	<b>145,250</b>	<b>89,316</b>	<b>42.13</b>	<b>29.31</b>

\* Not in the portfolio last year

# Investment portfolio at 31 July 2021

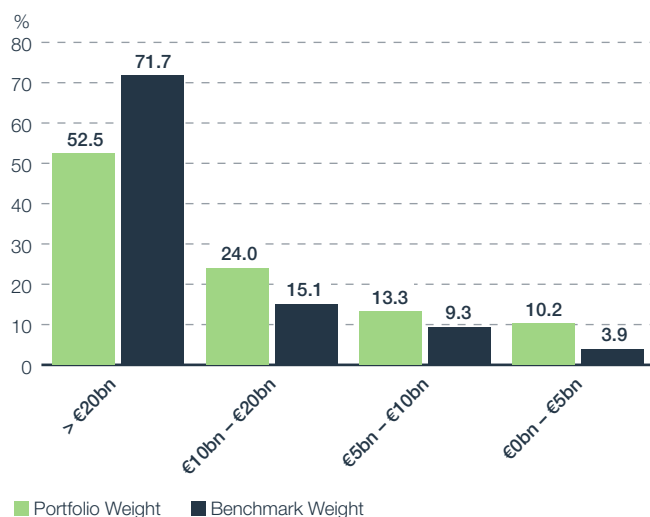
Position 2021	Position 2020	Company	Country	Sector	Market Value 2021 £'000	Percentage of Portfolio 2021
1	1	Roche	Switzerland	Pharmaceuticals and Biotechnology	18,884	5.48
2	7	Nestlé	Switzerland	Food Producer	18,016	5.23
3	3	Novo Nordisk	Denmark	Pharmaceuticals and Biotechnology	17,256	5.00
4	2	Koninklijke DSM	Netherlands	Specialist Nutrition and Materials Supplier	15,563	4.51
5	(*)	Stellantis	Italy	Automobiles and Parts	15,453	4.48
6	11	Bawag	Austria	Banks	14,792	4.29
7	9	Delivery Hero	Germany	General Retailers	11,745	3.41
8	(*)	CNH Industrial	Italy	Industrial Engineering	11,675	3.39
9	4	Munich Re.	Germany	Insurance	11,044	3.20
10	12	Worldline	France	Financial Services	10,822	3.14
<b>Top 10</b>					<b>145,250</b>	<b>42.13</b>
11	10	Cellnex	Spain	Mobile Telecommunications	10,746	3.12
12	26	Hermès	France	Luxury Goods	10,643	3.09
13	15	Partners Group	Switzerland	Private Equity Asset Manager	9,962	2.89
14	14	Unicredit	Italy	Banks	9,849	2.85
15	17	Nexi	Italy	Financial Services	9,592	2.78
16	8	Prosus	Netherlands	Software and Computer Services	8,960	2.60
17	(*)	Adidas	Germany	Personal Goods	8,894	2.58
18	(*)	Faurecia	France	Automobiles and Parts	8,873	2.57
19	21	RWE	Germany	Gas Water and Multiutilities	8,520	2.47
20	24	Vestas Wind Systems	Denmark	Wind Turbines	7,685	2.23
<b>Top 20</b>					<b>238,974</b>	<b>69.31</b>
21	23	Moncler	Italy	Luxury Goods	7,274	2.11
22	(*)	Danone	France	Food Producer	7,264	2.11
23	(*)	Beiersdorf	Germany	Personal Care, Drug and Grocery Store	7,156	2.07
24	29	Kion	Germany	Industrial Engineering	7,139	2.07
25	28	Grifols	Spain	Pharmaceuticals and Biotechnology	6,725	1.95
26	(*)	Allfunds	Netherlands	Finance and Credit Services	6,412	1.86
27	(*)	Koninklijke KPN	Netherlands	Fixed Line Telecommunications	5,966	1.73
28	37	Amundi	France	Bank and Asset Manager	5,889	1.71
29	(*)	IAG	Spain	Travel and Leisure	5,695	1.65
30	5	Telecom Italia	Italy	Fixed Line Telecommunications	5,601	1.62
<b>Top 30</b>					<b>304,095</b>	<b>88.19</b>
31	16	Embracer	Sweden	Leisure Goods	5,476	1.59
32	31	Enel	Italy	Electricity	5,043	1.46
33	45	Stillfront	Sweden	Leisure Goods	4,637	1.35
34	13	Zur Rose	Switzerland	Pharmaceuticals and Biotechnology	4,294	1.25
35	40	SIG	Switzerland	Containers and Packaging	4,256	1.23
36	(*)	Sinch	Sweden	Software and Computer Services	4,215	1.22
37	20	ASML	Netherlands	Technology Hardware and Equipment	4,004	1.16
38	(*)	Hellofresh	Germany	Food and Drug Retailers	3,428	0.99
39	(*)	AUTO1	Germany	Retailer	2,706	0.79
40	(*)	Brockhaus Capital Management	Germany	Financial Services	2,649	0.77
<b>Total</b>					<b>344,803</b>	<b>100.00</b>

In addition to the above, the Company has a nil value position in OW Bunker. OW Bunker is unquoted.

\* Not in the portfolio last year

# Portfolio information

## Market capitalisation of the portfolio by weight at 31 July 2021



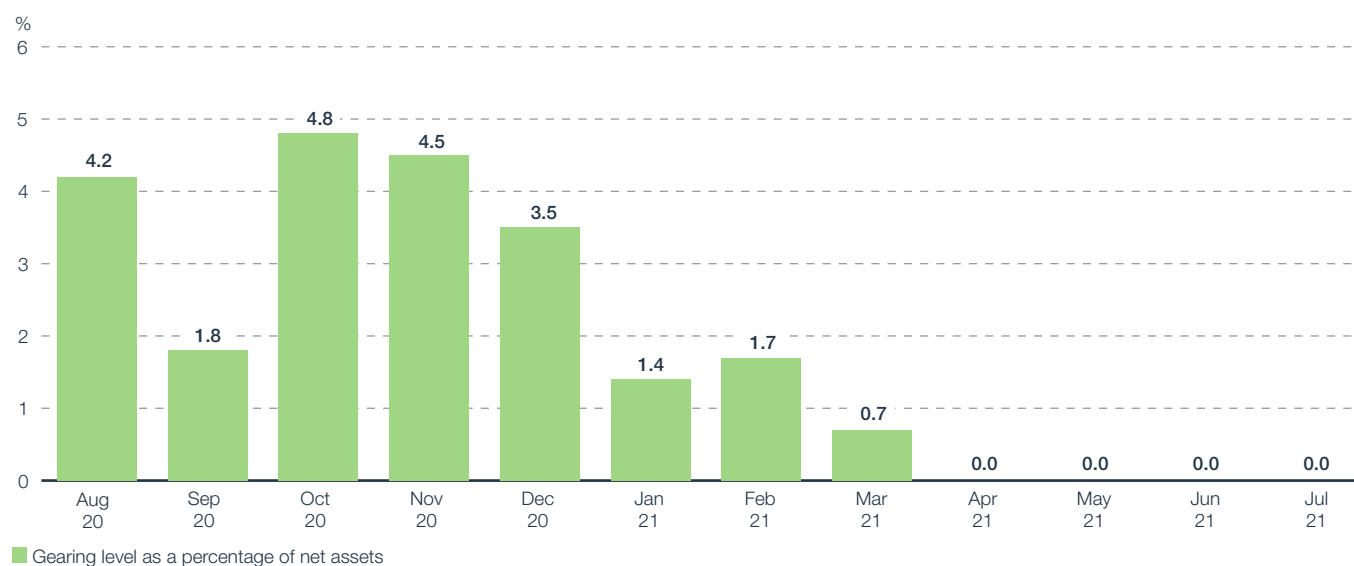
## Performance drivers

Over the year ended 31 July 2021

	%
Benchmark Return	26.6
Sector Allocation	-0.9
Stock Selection	-4.1
Currency Movements (relative to index)	1.6
Effect of Cash and Gearing	0.3
Effect of Ongoing Charge	-0.8
Residual (due to timing and rounding)	-0.4
<b>NAV Total Return</b>	<b>22.3</b>

## Gearing levels

Over the year to 31 July 2021



## Financial information

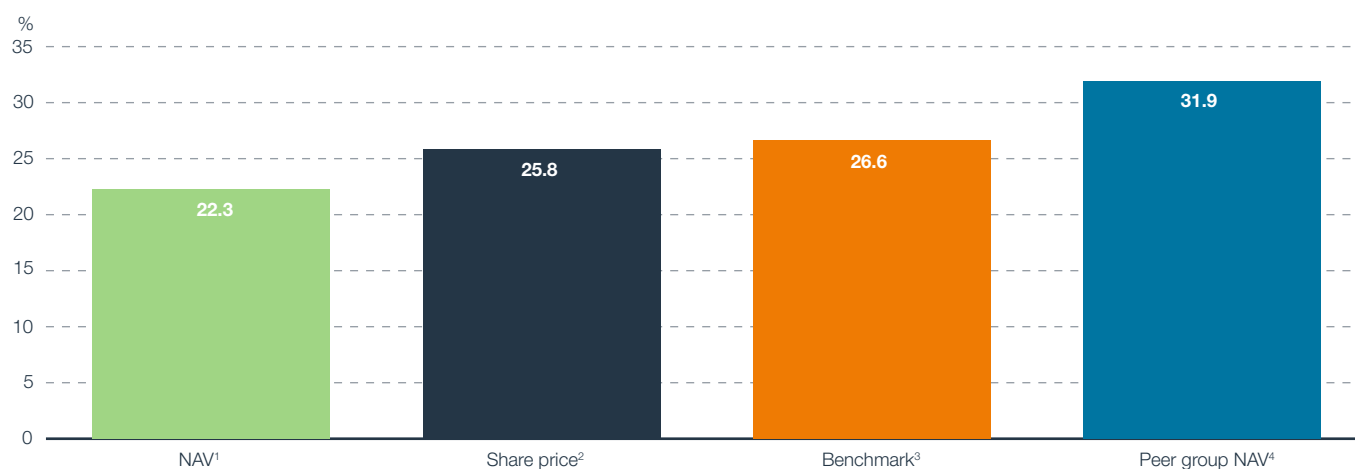
Year ended	NAV per Ordinary Share (p)	Share price percentage premium/(discount) to NAV per Ordinary Share (%)	Revenue return per Ordinary Share (p)	Dividends per Ordinary Share (p)
31 July 2012	580.2	(12.7)	17.0	16.5
31 July 2013	778.0	(6.9)	17.3	17.0
31 July 2014	803.2	(0.9)	17.6	17.5
31 July 2015	895.0	0.7	18.3	18.5
31 July 2016	979.0	(8.1)	23.5	20.0
31 July 2017	1,192.8	(3.3)	27.5	25.0
31 July 2018	1,246.7	(8.2)	33.1	30.5
31 July 2019	1,293.9	(10.0)	29.0	31.0
31 July 2020	1,393.2	(11.4)	22.0	25.0
<b>31 July 2021</b>	<b>1,674.3</b>	<b>(8.9)</b>	<b>16.4</b>	<b>25.0</b>

Source: Factset, Morningstar Direct, Janus Henderson



# Performance information (continued)

## Total return performance for year ended 31 July 2021



1 Net asset value ("NAV") per ordinary share total return (including dividends reinvested)

2 Share price total return (including dividends reinvested)

3 FTSE World Europe (ex UK) Index

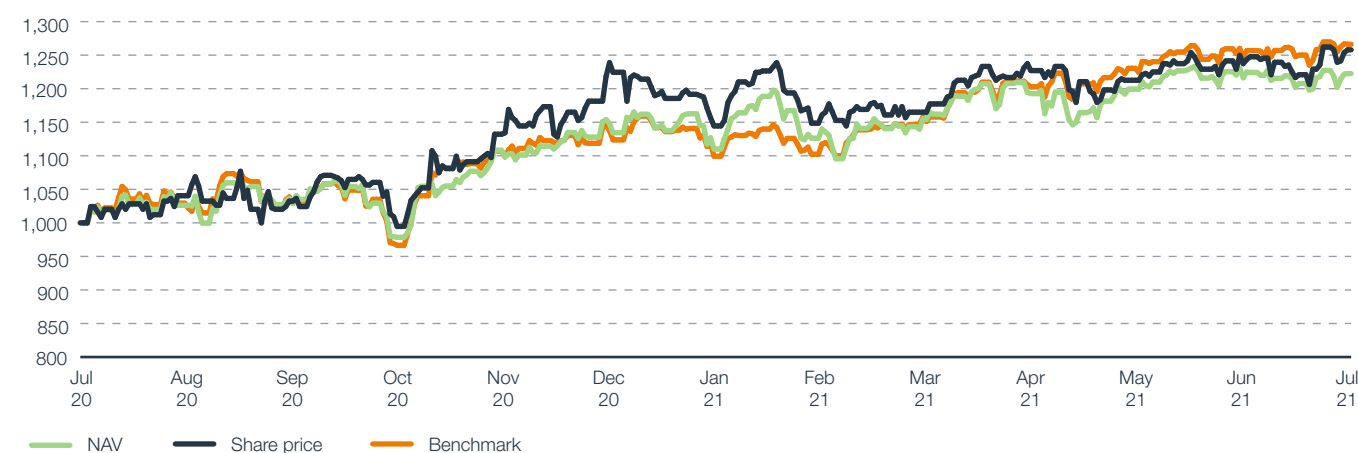
4 AIC Europe Sector

## Total return performance to 31 July 2021

	1 year %	3 years %	5 years %	10 years %
NAV	22.3	43.8	90.8	236.9
Share price	25.8	43.5	90.8	260.2
Benchmark	26.6	28.9	70.0	146.5
Peer group NAV	31.9	37.8	86.2	209.8

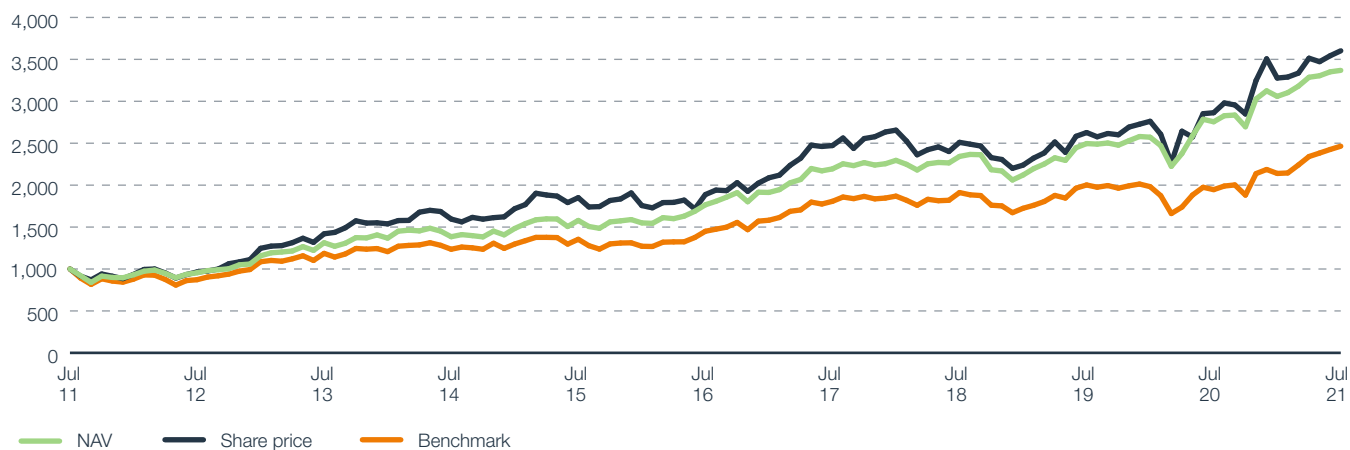
Source: Morningstar Direct

## Total return performance over the last year (rebased to 1,000)

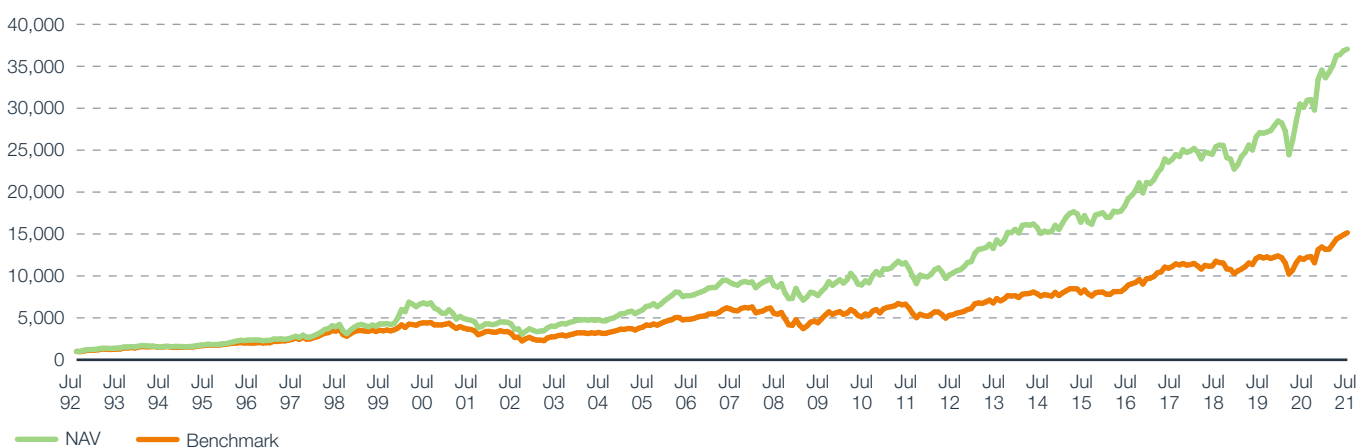


# Performance information (continued)

## Total return performance over the last ten years (rebased to 1,000)



## NAV movement against benchmark index since launch (rebased to 1,000)



# Business Model





# Business model

## Strategy

The purpose of Henderson EuroTrust plc (the “Company”) is to achieve a superior total return for the Company’s shareholders from a portfolio of high quality European (excluding the UK) investments. This is achieved through the Company’s operation as an investment company with a Board of Directors who delegate investment and operational matters to specialist third-party service providers. These third-party service providers operate in accordance with the Company’s Investment Policy following a disciplined process of investment, by controlling costs and using borrowings to enhance returns. Their performance is monitored and challenged by the Board who retain oversight of the Company’s operations.

The framework of delegation provides a cost-effective mechanism for achieving the Company’s obligations under section 1158/9 of the Corporation Tax Act 2010 (“Section 1158”). The closed-ended nature of the Company enables the Fund Manager to take a longer term view on investments. It also supports a fully invested portfolio as the Company does not have to maintain or create sufficient cash balances to satisfy investor redemptions. Investment trusts have two other significant advantages over other investment fund structures: firstly, the ability to borrow to increase potential returns for shareholders and secondly, the ability to pay dividends out of revenue reserves to support the provision of income, as necessary, to shareholders.

## The Company’s status

The Company is an investment company as defined in Section 833 of the Companies Act 2006 (the “Act”). The Company operates as an investment trust in accordance with Section 1158 as amended. The Company has obtained approval from HMRC of its status as an investment trust under Section 1158; the Directors are of the opinion that the Company has conducted its affairs in compliance with Section 1158 since approval was granted and intends to continue to do so. The Company is liable to corporation tax on its net revenue profits but is exempt from corporation tax on capital gains if it has complied at all times with Section 1158.

The Company and the Board are governed by the Articles, amendments to which must be approved by shareholders by way of a special resolution. The Board is comprised entirely of non-executive directors who are accountable to the Company’s shareholders. The Company is not a close company.

The Company is listed on the Main Market of the London Stock Exchange and is subject to the Listing Rules, Prospectus Rules and the Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority (“FCA”). The Company is a member of the Association of Investment Companies (“AIC”).

## Investment Objective

The Company aims to achieve a superior total return from a portfolio of high quality European (excluding the UK) investments.

## Investment Policy

Approval will be sought from shareholders at the AGM to make changes to the Company’s Investment Policy as a result of the plans referred to in the Chairman’s statement to seek to convert to Article 8 (Light Green) under the SFDR.

The Company is seeking approval from its shareholders to amend its Investment Policy to: (i) include a requirement for environmental, social and governance (ESG) factors to be considered in respect of each investment in a portfolio company; (ii) restrict investment in certain sectors or companies that the Board, as advised by the Company’s Manager, considers unethical and/or unsustainable; and (iii) include a minimum percentage of the Company’s portfolio that must be invested in companies that are aligned with the UN Sustainable Development Goals of “Health and Wellbeing”.

The proposed amendments to the Investment Policy are set out on the next page (new text as underlined). The Company has received approval from the FCA to make the amendments to the Company’s Investment Policy set out overleaf and, in accordance with the Listing Rules, shareholder approval will be sought for those changes at the AGM. If shareholders approve the change of Investment Policy, the changes will become effective on 1 January 2022. The Company’s Investment Objective remains the same.

The Board and the Fund Manager consider there to be an increasing focus from investors on ethical and sustainable investment. The changes to the Investment Policy are being proposed in order that the Company will promote environmental and social characteristics, although it will not have sustainable investment as an investment objective. Although ESG has always been an important consideration within the investment strategy for the Company, the changes proposed to the Investment Policy will formalise and enhance this approach, with the Fund Manager required to take account of ESG factors in all due diligence and decision-making and the Company required to invest a minimum of 5% of the portfolio in companies that are aligned with the UN Sustainable Development Goals of “Health & Wellbeing”. For clarity, these companies will have a revenue exposure of at least 50% in the area of healthcare. Under Article 8, the Company will operate a three-stage exclusion policy. This will first involve excluding companies based on revenue exposure to certain undesirable activities. The second exclusion will prevent the Company from having more than 5% of assets invested in securities which have a high ESG rating. The third set of exclusions will prevent the Company from investing in the bottom 5% of companies when ranked by carbon

# Business model (continued)

intensity, will ensure that the Company has at least 5% of assets invested in companies aligned with the UN Sustainable Development Goals of “Health & Wellbeing” and will ensure that the Company only invests in companies which are compliant with the UN Global Compact.

The Company is also proposing to introduce new limits on investments in sectors and companies that the Board, as advised by the Fund Manager, considers unethical and/or unsustainable. The Board believes that adopting this approach in the Company’s Investment Policy may broaden the appeal of the Company to investors that have a specific focus on ethical and sustainable investing. If approved by shareholders, the changes to the Investment Policy would restrict the Company from making such investments even if the Fund Manager were to identify attractive investment opportunities. However, the Fund Manager believes that these restrictions would not detract from the ability to achieve a superior total return for shareholders.

## Proposed amendments to the Investment Policy

### Investment Policy

The Company seeks to invest in large and medium-sized companies which are perceived to be undervalued in view of their growth prospects or on account of a significant change in management or structure, taking into account Environmental, Social and Governance (“ESG”) factors. ESG characteristics, which include climate change mitigation, health and wellbeing, are promoted through negative screening and by integrating ESG factors as part of the investment process.

### Asset Allocation

The portfolio will contain between 35 and 55 stocks.

The Company will not hold more than 10% of the share capital of any company at the time of investment.

The Company will not invest more than 15% of gross assets in any one company or group of companies.

The Company can hold investments from any combination of European countries and the portfolio is not constructed with a yield target.

The Company may invest in companies that are not listed on a stock exchange although in aggregate these may not amount to more than 10% of the portfolio.

### Environmental, Social and Governance (“ESG”)

The Company will not invest in companies that derive more than 5% of their revenue from any of the following activities: the production of shale energy, palm oil, arctic oil and gas, the production or selling of tobacco, or from involvement in the adult entertainment sector.

The Company will not invest more than 5% of the portfolio in companies which have a high ESG risk rating.

The Company will exclude the bottom 5% of companies when ranked by carbon intensity where the Company believes that the data used to apply the exclusions is reasonably sufficient and accurate.

At least 5% of the portfolio will be invested in companies that are aligned with the UN Sustainable Development Goals of “Health & Wellbeing”.

The Company will not invest in companies which are non-compliant with the UN Global Compact principles (a voluntary framework encouraging businesses worldwide to adopt sustainable and socially responsible policies).

### Derivatives

The Company may use financial instruments known as derivatives for the purpose of efficient portfolio management while maintaining a level of risk consistent with the risk profile of the Company.

### Gearing

The Company’s Articles of Association allow borrowings up to 100% of shareholders’ funds. In normal circumstances, the Directors would expect the Company to be substantially fully invested but it may hold cash and cash instruments up to 20% or be geared up to 30% of the total assets.

Please also see the Notice of Meeting (sent separately with this Annual Report) for more information about the proposed changes.

ESG is a rapidly evolving area and the Investment Policy may need to be updated further in the future. Any material changes to the Investment Policy would require shareholder approval.

## Management

The Company qualifies as an Alternative Investment Fund in accordance with the Alternative Investment Fund Managers Directive (“AIFMD”).

The Company does not have any employees. The Company has an independent Board of Directors which has appointed Henderson Investment Funds Limited (“HIFL”) to act as its Alternative Investment Fund Manager. HIFL delegates investment management services to Henderson Global Investors Limited (“HGIL”) in accordance with an agreement which was effective from 22 July 2014. The management agreement with HIFL is reviewed annually by the Management Engagement Committee (see page 38), and can be terminated on three months’ notice. Both entities are authorised and regulated by the FCA. References to the Manager within this report refer to the services provided by HIFL and HGIL. Both entities are wholly owned subsidiaries of Janus Henderson Group plc, referred to as Janus Henderson.

# Business model (continued)

Janus Henderson and its subsidiaries also provide accounting, company secretarial and general administrative services. Some of the administration, accounting and cash management services are carried out, on behalf of the Manager, by BNP Paribas Securities Services. Melanie Stoner (Fellow of the Chartered Governance Institute) acts as Company Secretary on behalf of the Corporate Secretary, Henderson Secretarial Services Limited.

## Fund Manager

The portfolio is managed by Jamie Ross. Jamie became the sole Fund Manager in February 2019. He was previously appointed as Joint Fund Manager with effect from October 2018, having been appointed as Deputy Fund Manager in March 2017. Jamie joined Janus Henderson in 2007, and has worked in the European Equities Team since 2009. He also manages the Janus Henderson Horizon Pan European Equity Fund. Jamie graduated with a BA degree (Hons) in Economics from Durham University. He holds the Chartered Financial Analyst designation and has over ten years of financial industry experience.

## Investment selection

The Fund Manager uses rigorous research to identify high-quality European (excluding the UK) companies with strong growth potential. The benchmark is the FTSE World Europe (ex UK) Index. The Fund Manager's investment approach is based around detailed company-level analysis and results in a relatively concentrated portfolio. It is an active approach aimed at delivering outperformance of the Company's equity benchmark. Reflecting this, the Company's portfolio's active share as at 31 July 2021 was 82.0% versus 79.0% as at 31 July 2020.

## Fees

Management fees are charged in accordance with the terms of the management agreement, and provided for when due.

The base management fee is calculated at the rate of 0.65% per annum of net assets up to £300 million and 0.55% for net assets above £300 million, payable quarterly in arrears. There are no performance fee arrangements.

## Section 172 statement

The Board is responsible for approving the Company's long term objectives and commercial strategy and for promoting the Company's success. At least one of its meetings each year is devoted entirely to reviewing overall strategy and progress is monitored throughout the year. The Directors' overarching duty is to promote the success of the Company for the benefit of investors, with consideration of stakeholders' interests, as set out in Section 172 of the Act. The Board regards a well governed business model as essential for

the successful delivery of its investment proposition. The Directors consider the likely consequences of their decisions in the longer term and how they have taken wider stakeholders' needs into account. The Company manages shareholders' assets with constant awareness of the Company's stakeholders and their interests. The Board uses a map to support the Directors in identifying and understanding the Company's stakeholders and fostering the appropriate level and form of interaction with them. The Directors regard the Company's key stakeholders to be the Company's shareholders and potential investors, the Manager and other third-party service providers (including the Company's broker).

To this end, the Board secures the Company's success by engaging reputable third-party suppliers with established track records to deliver the day-to-day operations. The most important of these is the Manager, and in particular the Fund Manager, who is responsible for the management of the Company's assets in line with the Investment Objective. The Board maintains a close working relationship with the Manager and holds it to account for the smooth running of the Company's day-to-day business. The Board retains responsibility for decisions regarding corporate strategy, corporate governance, risk and internal control assessment, determining the overall limits and restrictions for the portfolio and in respect of gearing and asset allocation, investment performance monitoring and setting marketing budgets.

The Fund Manager promotes the Company with the support of the Manager's dedicated investment trust sales team and the Board makes additional spend available to support marketing activities aimed at raising the profile of the Company among retail investors in the UK.

To ensure the chosen service providers continue to deliver the expected level of service, the Board receives regular reporting from them, evaluates the control environments in place at each service provider and formally assesses their appointment annually. By doing so the Board seeks to ensure that the key service providers continue to be appropriately remunerated to deliver the expected level of service.



# Business model (continued)

## Engagement with key stakeholders

The Company's key stakeholders are listed below with examples of the way the Board and the Company has interacted with them in the year under review.

Stakeholders	Engagement
<b>Shareholders and potential investors</b>	<p>The Board is committed to maintaining open channels of communication with shareholders in a manner which they find most meaningful. Unlike trading companies, the Board appreciates that this often takes the form of meeting with the Fund Manager rather than members of the Board. The Manager provides information on the Company, press releases and videos of the Fund Manager on the Company's website, and via various social media channels. Feedback from all meetings between the Fund Manager and shareholders is shared with the Board. The Chairman, the Chairman of the Audit and Risk Committee and other members of the Board are available to meet with shareholders to understand their views on governance and the Company's performance where they wish to do so. With assistance from the Manager, the Chairman seeks meetings with shareholders who might wish to meet with her.</p> <p>The annual report and half-year results are circulated to shareholders wishing to receive them and made available on the Company's website. These provide shareholders with a clear understanding of the Company's portfolio and financial position. This information is supplemented by the daily calculation and publication of the NAV per share and a monthly factsheet which is available on the website.</p> <p>The Fund Manager provides presentations to shareholders and analysts following the publication of the annual financial results. The Fund Manager attends the AGM and provides a presentation on the Company's performance and the future outlook. The Board encourages shareholders to attend and participate in the AGM, which is also available to watch live. Shareholders have the opportunity to address questions to the Chairman of the Board, the Fund Manager and all Directors.</p> <p>In the event shareholders wish to raise issues or concerns with the Directors, they are welcome to do so at any time by writing to the Chairman at the registered office. Correspondence from shareholders is shared with the Chairman and the Board. Other members of the Board are also available to shareholders if they have concerns that have not been addressed through the normal channels.</p>
<b>Janus Henderson as Manager</b> <ul style="list-style-type: none"> <li>Fund Manager</li> <li>Sales and marketing</li> <li>Company secretarial</li> <li>Financial reporting</li> <li>Internal controls functions</li> <li>Internal audit</li> <li>Investment accounting and administration (outsourced by Janus Henderson to BNP Paribas Securities Services)</li> </ul>	<p>The most important of the Company's third-party service providers is the Manager, and in particular the Fund Manager, who is responsible for the management of the Company's assets in line with the Investment Objective.</p> <p>Representatives of the Manager regularly attend Board meetings, providing the opportunity for the Manager and the Board to reinforce further their mutual understanding of what is expected from all parties.</p> <p>Through receipt of timely and accurate information (including monthly performance and compliance reporting against a schedule of investment limits and restrictions determined by the Board and Fund Manager) and regular engagement with representatives of the Manager, the Board is able to provide timely and constructive feedback to the Manager in order that the Manager can meet the Company's Investment Objective to the best of its ability and thereby ensuring that the interests of the Manager are also protected.</p>

# Business model (continued)

Stakeholders	Engagement
<b>Other third-party service providers</b>	<p>As an investment company all services are outsourced to third-party service providers. Whilst there is an interdependency between the Company's key third party service providers (i.e. the Manager (and indirectly BNP Paribas Securities Services who provide accounting and administration services to the Company)), the Broker, Depositary, Registrar and Auditor, the Board considers third-party service providers to also be one of the Company's key stakeholder groups.</p> <p>The Board relies on the Manager to provide the third-party service providers with the information required to meet the Company's requirements. The Company's third-party service suppliers' performance is assessed in detail at least annually by the Management Engagement Committee. The Corporate Secretary and Financial Reporting Manager for Investment Trusts, in particular, engage with the key suppliers on a regular and continuous basis and the Manager provides the third-party service providers with feedback from the Board about the day-to-day service provided by each of the third-party suppliers.</p> <p>The Board receives market updates from J. P. Morgan Cazenove (the Broker) throughout the year providing them with information in order that they can promote the Company to investors.</p> <p>The Board also meets directly with representatives of the Depositary on an annual basis.</p> <p>The Audit and Risk Committee reviews the internal controls and risk management systems in place at BNP Paribas Securities Services, the Registrar and Depositary predominantly through the assessment of each supplier's internal controls and assurance report.</p>

## Board discussions and decision-making

The Board is aware that not all decisions made by the Board will result in a positive outcome for all of the Company's stakeholders. The Board takes into consideration the Company's purpose, Investment Objective and Investment Policy as well as the interests of the Company's stakeholders when discussing matters and making decisions. The following are examples of the key discussions held and decisions made by the Board during the financial year ended 31 July 2021:

- The Board understands that shareholders and potential investors require information in order to make decisions about their investment in the Company. Through the presentation of the Company's half-year and annual results to shareholders in the half-year Update and Annual Report and making them available on the website to other stakeholders, the Company has provided information in order that shareholders and potential investors are able to make informed decisions about their investment in the Company;
- Directors are required to act in a way they consider to be for the benefit of its members as a whole. Consideration and approval of the resolutions put to shareholders at the AGMs in 2020 and 2021, including the final dividend payment (providing income to investors) and the proposed sub-division of the Company's existing ordinary shares are considered by the Directors to be for the benefit of its members as a whole;
- The Fund Manager's approach to investing sustainably includes analysis of the environmental, social and governance impact the companies in the portfolio have on the wider community and the environment. The Fund Manager has written more about how he approaches sustainability in his report and the proposed changes to the Company's Investment Policy as a result of the introduction of the SFDR.
- The Company aims to return income on shareholder investments in the Company. The Board facilitates this through the approval of the Company's interim and full year dividends;
- Another aspect of shareholder interests is management of the Company's discount and ensuring that their investment in the Company is close to the value of the Company's underlying holdings. The Chairman, Manager and Broker have conversations with shareholders and potential investors which the Board discuss regularly in order to agree how best to approach the management of the Company's discount; and

The Chairman has included more information regarding a number of these matters in her statement (see pages 3 to 5).

Throughout the course of the COVID-19 pandemic and following the easing of restrictions the Board was, and

## Business model (continued)

remains, in regular contact with the Manager, receiving weekly updates from the Fund Manager on areas such as portfolio activity (to manage the volatility in the market and to take advantage of opportunities), gearing and the ability to meet the ongoing income requirements of shareholders.

The Fund Manager presents the impact of his decisions relating to the portfolio to the Board at each meeting, and to shareholders at the AGM and other arranged meetings during the year, as well as through the half-year and annual results announcements. The Board's engagement with the Manager is necessary to evaluate the Company's portfolio's performance against the stated strategy and benchmark and to understand any risks or opportunities this may present to the Company.

### Culture

As explained in the Section 172 statement on page 21, the Directors' overarching duty is to promote the success of the Company for the benefit of investors, with consideration of stakeholders' interests.

The Board applies various policies, practices and behaviour to ensure that the Board's culture is in line with the Company's purpose, values and strategy. The Directors promote mutual support combined with constructive challenge. Integrity, fairness and diligence are defining characteristics of the Board's culture.

The Directors promote and encourage a culture of transparency and honesty between the Board and the Manager. The Manager is considered by the Board to be the Company's most significant third party service provider therefore the relationship with key individuals, in particular the Fund Manager, the Company Secretary, the Director and Head of Investment Trusts and the Financial Reporting Manager for Investment Trusts, are paramount to the success of the Company. There is continuous engagement and dialogue with these key individuals and the Directors (in particular with the Chairman and Chairman of the Audit and Risk Committee) between Board Meetings. Communication channels are open and information, ideas and advice flow between the Board and the Manager with the aim of delivering better results for shareholders and other stakeholders and ultimately driving the Company's long-term sustainable success. The need to foster, maintain and continually evolve corporate culture is taken into account when decision-making and is therefore integral to the Company's policies and practices.

The Company has a number of policies and procedures in place to assist with maintaining a culture of good governance including those relating to Directors' conflicts of interest and Directors' dealings in the Company's shares, as well as those related to bribery (including the acceptance of gifts and hospitality) and tax evasion. The Board assesses and monitors compliance with these policies regularly through Board meetings and the annual evaluation process (for more information see the performance evaluation section on page 36).

The Board seeks to appoint the best possible service providers and evaluates the service on a regular basis as described on pages 37 and 38. The Board considers the culture of the Manager and other service providers through regular reporting and by receiving regular presentations from these stakeholders. The Board also seeks to control the Company's costs, thereby enhancing performance and returns for the Company's shareholders.

Directors are also required to consider the impact on the community and environment. The Board further describes the Company's and Manager's approach to environmental, social and governance matters on pages 27 to 29.

### Board diversity

It is the Company's aim to have an appropriate level of diversity in the boardroom. The Board welcomes the recommendations from the Hampton-Alexander Review on gender diversity on boards and the Parker Review on ethnic representation on boards.

The Directors are broad in their experience and skills, bringing knowledge of investment markets, business, financial services and stakeholder expertise to discussions on the Company's business. The Directors regularly consider the leadership needs and specific skills required to achieve the Company's Investment Objective.

The Nominations Committee considers diversity generally when making recommendations for appointments to the Board, taking into account gender, social and ethnic backgrounds, cognitive and personal strengths, and experience. The Board's prime responsibility, however, is the strength of the Board and its overriding aim in making any new appointments must always be to select the best candidate based on objective criteria and merit.

Following the retirement of David Marsh at the conclusion of the Company's AGM in November 2020, the Board comprises four Directors: two male and two female. Whilst the Company has no employees and, therefore, has nothing further to report in respect of gender representation within the Company, the Company reports that the Manager fosters and maintains an environment that values the unique talents and contributions of every individual. The Manager strives to cultivate and practice inclusiveness for the long-term success of the business and for the benefit of its employees, clients and shareholders.

### Managing our risks

The Board, with the assistance of the Manager, has carried out a robust assessment of the principal risks and uncertainties facing the Company, including those that would threaten its business model, future performance, solvency and liquidity.

With the assistance of the Manager, the Board has drawn up a risk register facing the Company and has put in place a schedule of investment limits and restrictions, appropriate to the Company's Investment Objective and Policy, in order to mitigate these risks as far as practicable. The Board monitors



# Business model (continued)

the Manager, other suppliers and the internal and external environments in which the Company operates to identify new and emerging risks. The Board's policy on risk management has not materially changed from last year, although it acknowledges that the inherent likelihood of the occurrence of poor investment performance and failure of the Manager or other key suppliers to manage financial or administrative controls (due to the increased possibility of cyberattacks or issues with bandwidth as many employees worked from home) was increased due to the COVID-19 pandemic.

The Board has been receiving weekly updates from the Fund Manager since the start of the pandemic, which has enabled the Directors to monitor and manage the related risks. COVID-19 continues to affect the value of the Company's investments due to the disruption of supply chains and demand for products and services, increased costs and cash flow problems, and changed legal and regulatory requirements. The principal risks which have been identified and the steps taken by the Board to mitigate these are as follows:

## Risk

## Mitigation

### Investment activity and performance

An inappropriate investment strategy (for example, in terms of asset allocation or the level of gearing) may result in underperformance against the Company's benchmark index and the companies in its peer group.

The Board monitors investment performance at each Board meeting and regularly reviews the extent of its borrowings.

The Board received weekly updates from the Fund Manager during the COVID-19 pandemic enabling the Directors to monitor and manage risks related to the pandemic.

### Portfolio and market

Although the Company invests almost entirely in securities that are quoted on recognised markets, share prices may move rapidly. The companies in which investments are made may operate unsuccessfully, or fail entirely. Significant economic, political or environmental changes in Europe and globally may impact investment returns. A fall in the market value of the Company's portfolio would have an adverse effect on shareholders' funds.

The Board reviews the portfolio at each meeting, regularly considers relevant political, economic and environmental changes and mitigates risk through diversification of investments in the portfolio.

During the COVID-19 pandemic share prices moved rapidly. The Board and Fund Manager took appropriate action to reduce the impact.

### Regulatory

A breach of Section 1158 could lead to a loss of investment trust status, resulting in capital gains realised within the portfolio being subject to corporation tax. A breach of the FCA's Listing Rules could result in suspension of the Company's shares, while a breach of the Companies Act 2006 could lead to criminal proceedings, or financial or reputational damage.

The Manager is contracted to provide investment, company secretarial, administration and accounting services through qualified professionals. The Board receives internal controls reports produced by Janus Henderson on a quarterly basis, which confirm regulatory compliance.

### Operational and cyber

Disruption to, or failure of, the Manager's accounting, dealing or payment systems or the Custodian's records could prevent the accurate reporting and monitoring of the Company's financial position. The Company is also exposed to the operational risk that one or more of its service providers may not provide the required level of service. The Company may also be exposed to the risk of cyber attack on its service providers.

The Board monitors the services provided by the Manager and its other suppliers and receives reports on the key elements in place to provide effective internal control. During the year the Board receives reports on the Manager's approach to information security and cyber attack defence. The Board considers the loss of the Fund Manager as a risk but this is mitigated by the experience of the team at Janus Henderson.

The risk of failure of the Manager to manage financial or administrative controls due to the increased possibility of cyberattacks or issues with bandwidth as many employees worked from home was increased due to the COVID-19 pandemic. The Directors report that, despite the COVID-19 pandemic, there was no change to the level of service provided by the Manager or the Company's other third-party suppliers and the pandemic served to highlight the resilience and high quality of the services provided.

# Business model (continued)

Details of how the Board monitors the services provided by Janus Henderson and its other suppliers, and the key elements designed to provide effective internal control, are explained further in the internal controls section of the Corporate Governance report on page 37. Further details of the Company's exposure to market risk (including market price risk, currency risk and interest rate risk), liquidity risk and credit and counterparty risk and how they are managed are contained in Note 15 on pages 66 to 71.

## Viability statement and going concern

The Company is a long-term investor. The Board believes it is appropriate to assess the Company's viability over a five year period in recognition of the Company's long-term horizon and what the Board believes to be investors' horizons, taking account of the Company's current position and the potential impact of the principal risks and uncertainties as documented in this Strategic Report.

The assessment has considered the potential impact of the principal risks and uncertainties facing the Company, in particular investment strategy and performance against benchmark (whether from asset allocation or the level of gearing) and market risk, materialising in severe but plausible scenarios, and the effectiveness of any mitigating controls in place.

The Directors took into account the liquidity of the portfolio and the borrowings in place when considering the viability of the Company over the next five years and its ability to meet liabilities as they fall due. This included consideration of the duration of the Company's borrowing facilities and how a breach of any covenants could impact on the Company's net asset value and share price.

The Directors do not expect there to be any significant change in the current principal risks and adequacy of the mitigating controls in place. Also the Directors do not envisage any change in strategy or objectives or any events that would prevent the Company from continuing to operate over that period, as the Company's assets are liquid, its commitments are limited and the Company intends to continue to operate as an investment trust. In coming to this conclusion, the Board has considered the impact of COVID-19 and the UK's continuing relationship with the European Union subsequent to the end of the transition period following its departure from the European Union. The Board does not believe that these factors will have a long-term impact on the viability of the Company and its ability to continue in operation, notwithstanding the short-term uncertainty they have caused in financial markets.

Based on this assessment, the Board has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next five year period.

The Directors consider it appropriate to adopt the going concern basis of accounting in preparing the Financial Statements (see page 59 for further details).

## Dividend approach

As explained in the Chairman's Statement in the Annual Report 2020, the Board adopted a new dividend policy in 2020 to pay out broadly the level of actual income received. This approach is consistent with the Company's focus on capital growth.

The Chairman stated in October 2020 that to reflect the fact that the Company had a significant revenue reserve, the Board proposed to smooth the transition to this new policy by paying out the majority of the revenue reserve over the next three to four years. The dividend for those years would therefore be the sum of two components; an ongoing "normal" payout of substantially all of the income generated by the companies held by the Company, combined with a "special" payout of a portion of the revenue reserve. See the Chairman's statement on page 3 for more detail in relation to the dividend for the year ended 31 July 2021.

The Board adopted this new dividend policy because it believed that it is in the best interests of the shareholders for the Fund Manager to continue with his stated investment approach, rather than shifting the portfolio towards companies with higher dividend yields.

## Borrowings

The Company has in place an unsecured loan facility of £25 million (2020: £25 million) which allows it to borrow as and when appropriate. The maximum amount drawn down in the year under review was £17.3 million (2020: £27.1 million), with borrowing costs for the year totalling £103,000 (2020: £128,000). None of the facility was in use at the year end (2020: £13.5 million). Actual gearing at 31 July 2021 was 0.0% (2020: 3.2%) of NAV. The Board has delegated responsibility for day to day gearing levels to the Fund Manager. The Fund Manager expects to maintain some level of gearing in most conditions and the normal level of gearing is expected to be between 2% and 6% of NAV, but at times it may be above or below these levels. The Fund Manager does not use gearing in an attempt to time prospective market moves. Instead, the Company's gearing will increase when the Fund Manager sees attractive, stock specific, opportunities to deploy capital and will reduce gearing when the Fund Manager is a net seller of existing positions, again for stock specific reasons. The Company was in a net cash position for the last four months of the financial year; this was because the Fund Manager saw a limited opportunity for a set of new potential investments at this point.

# Our approach to ESG matters

## Environmental, Social and Governance (“ESG”) Policy

### Investing sustainably in Europe

In our view, sustainable business practices and long-term investment returns are inextricably linked. When analysing a business model, sustainability has always been a key part of the Company’s investment approach. More recently the Board has taken steps to become much more rigorous as to how we assess and monitor its implementation. Our ESG policy requires the vast majority of companies included in the Company’s portfolio to meet a minimum ESG “threshold” which we describe below. Rare exceptions – no more than 10 per cent of the value of the portfolio – are permitted but they must meet two conditions: (i) they are forecast by us to meet the “threshold” within three years and (ii) the case for exceptions is explained to the Board.

### What does sustainability mean to us?

For the Company, a sustainable company is one whose management thinks, acts and allocates capital in a way that maximises the long-term growth in net worth in a way that benefits its wider stakeholders. To be sustainable, a company requires management to consider the long-term implications of how the company impacts the environment, the societies affected by its business activities and other stakeholders. While this is a straightforward concept, implementing it requires both analysis and judgement, and there can be data challenges.

### Integrating sustainability into our investment analysis

The Company’s investment approach is focused on finding high return businesses (“Compounders”) or companies whose return profile should materially improve over time (“Improvers”). By focusing on return on capital and by having a long-term time horizon, naturally, our Fund Manager is keenly focused on whether a company is demonstrating sustainable business practices.

For each company that the Company invests or considers investing in, the Fund Manager constructs a model and compiles an Investment Thesis which explains why he finds the company attractive. The Investment Thesis is focused on the same five areas for every company, irrespective of sector. Based on the model and the Investment Thesis for the

company, the Fund Manager allocates a score for each of the five topics below. Weighting these scores according to the stated percentages produces a single “Ranking Framework score” for each potential investment. This Ranking Framework score frames the debate over the “competition for capital” within the portfolio.

A score for “Sustainability considerations” accounts directly for half of the “Quality and Sustainability” score and therefore has a meaningful impact on a company’s Ranking Framework score. The Fund Manager uses Sustainalytics analysis to construct the score for “Sustainability considerations”.

The Board and the Fund Manager have determined that companies classed as having a high or severe ESG risk rating by Sustainalytics will comprise a maximum of 10% of the portfolio by Net Asset Value. This imposes a minimum ESG threshold across the portfolio as a whole, with the effect that companies that might otherwise be considered for investment could be excluded for ESG reasons alone.

The Board and Fund Manager believe that, in addition to the inherent bias towards sustainability, this approach provides a simple, third-party verified methodology that helps us to ensure that consideration of sustainability remains at the very heart of the process.

### Why hold any companies with a below average ESG score?

The Company seeks to invest primarily in companies which already score well on ESG criteria but we do not want to exclude consideration of companies which may not score well in the short term, but appear credibly to be travelling in the right direction. Indeed, for some companies categorised by the Fund Manager as “Improvers”, the reason for expecting an improvement in their return on capital is because of the expected improvement in their sustainability characteristics. For those companies with a high or severe Sustainalytics risk rating, the Board will require the Fund Manager to formally explain the rationale for the potential improvement of the Sustainalytics risk rating to a minimum of “medium” within three years. Progress will be reviewed on a regular basis for all such companies in the portfolio; in the event that the expected progress does not materialise, the Board can require the position to be divested. We believe that this process minimises the risk of holding companies which fail to deliver on ESG promises and expectations.

## Ranking Framework





# Our approach to ESG matters (continued)

This overall approach should embed a strong bias towards companies that score highly on ESG metrics but also enable the portfolio to benefit from an exposure to companies with an improving ESG profile which meet our other investment criteria.

## Sustainable Financial Disclosure Regulation

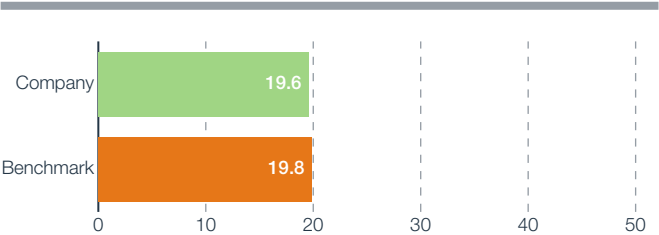
As the Company is marketed into the EU (Ireland) post-Brexit, the Company is indirectly in scope of a new set of laws relating to ESG which are in the process of being implemented across the EU. The Fund Manager currently integrates ESG factors as part of his investment process (see the ESG policy on page 27 for more detail) and the Company is therefore proposing to seek to convert to Article 8 (Light Green) under the Sustainable Financial Disclosure Regulation (SFDR) to support its ESG policy further.

It is proposed that the Company’s Investment Policy will be amended with effect from 1 January 2022 to include Environmental, Social and Governance characteristics, which include climate change mitigation, health and wellbeing. See pages 19 and 20 which set out in more detail the proposed changes to the Investment Policy. ESG is a rapidly evolving area and the Investment Policy may need to be updated further in the future. Any material changes to the Investment Policy would require shareholder approval.

## Defining ESG

- Environmental factors include climate change, energy efficiency, resource depletion and water and waste management.
- Social factors include employee and community relations, diversity, quality of life, enhancements in knowledge and advances in supportive technology for improved sustainability.
- Governance factors include mitigating risks such as bribery and corruption, questioning board diversity, executive pay, accounting standards and shareholder rights, and positively influencing corporate behaviour.

## Overall ESG risk rating

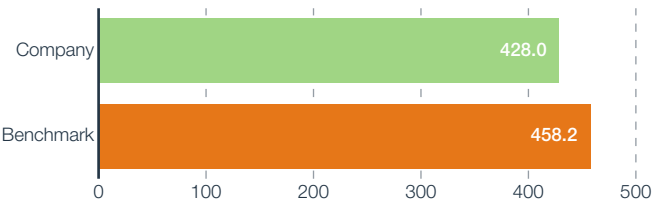


Source: Sustainalytics as at 31 July 2021

The ESG risk rating measures the degree to which a company’s economic value is at risk due to ESG factors, as assessed through Sustainalytics’ calculation of the company’s unmanaged ESG risks. The risk ratings are aggregated for both the Company’s portfolio and the benchmark, the FTSE World Europe (ex UK) Index. The Company’s portfolio’s ESG risk is 0.2% lower than the benchmark.

## Climate change

### Carbon intensity (tCO<sub>2</sub>e/USD million)



Source: Sustainalytics as at 31 July 2021

As an investment company, the Company’s own direct environmental impact is minimal. The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors’ Reports) Regulations 2013 or the Companies (Directors’ Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2019. The Fund Manager engages with investee companies on environmental matters where they arise. The Company’s indirect impact occurs through the investments it makes, and the Fund Manager monitors the carbon footprint of the portfolio as a measure of its carbon intensity.

Janus Henderson has set goals, measured their impact and invested in projects indicative of their commitment to climate change. Janus Henderson has been Carbon Neutral since 2007, achieving this by measuring unavoidable emissions from their buildings and business travel, purchasing renewable energy, investing in technology and recycling all waste where possible.

## Responsible ownership and the Stewardship Code

Responsible Investment is the term used to cover the Manager’s work on ESG issues in the Company’s investee companies. Janus Henderson is a signatory to and supports the FRC’s UK Stewardship Code (the “Stewardship Code”) and seeks to protect and enhance value for the Company’s shareholders through active management, integration of ESG factors into investment decision making, voting and company engagement. Janus Henderson’s Stewardship Report highlights how they implement the Stewardship Code. The Board has reviewed the Janus Henderson Stewardship Report, which is available

# Our approach to ESG matters (continued)

to view at [www.janushenderson.com](http://www.janushenderson.com). Janus Henderson is a signatory to the United Nations Principles of Responsible Investment and an active member of a wide range of organisations and initiatives that work to promote ESG integration and responsible investment.

## Company engagement

Company engagement is an integral part of the investment approach. The European Equities Team, of which the Fund Manager is a member, conducts in excess of 600 meetings per year and will engage with management on a wide range of issues including those relating to ESG/sustainability. Meeting notes are circulated and debated both amongst the European Equities Team and the wider investment teams at Janus Henderson.

The Fund Manager also collaborates closely with Janus Henderson's in-house governance and responsible investment ("GRI") team, as a specialist resource on ESG issues. The GRI team assists the investment team in identifying major ESG issues, highlighting potential engagement topics and collaborating on ESG engagement.

In the year to 31 July 2021, the Company voted with management on the majority of occasions (598 resolutions) but voted against on 36 separate occasions. During the year under review the Manager engaged with management and non-executives of companies held by the Company on a wide range of issues. Meetings of note where ESG issues were an important component (and key issues covered) included energy transition, labour standards, capital allocation, sustainability strategy, labour rights, electric vehicles, remuneration and climate change.

## Business ethics

As the Company's operations are delegated to third-party service providers, the Board seeks assurances, at least annually, from its suppliers that they comply with the provisions of the UK Modern Slavery Act 2015 and maintain adequate safeguards in keeping with the provisions of the Bribery Act 2010 and Criminal Finances Act 2017. The Company has received assurances from its main suppliers that they maintain a zero-tolerance policy towards the provision of illegal services.

## Voting and the Stewardship Code

The Board believes that voting at general meetings is an important aspect of corporate stewardship and a means of signalling shareholder views on board policy, practices and performance. The Board has chosen to delegate responsibility to the Manager for voting the rights attached to the shares held in the Company's portfolio, and the Manager actively votes at shareholder meetings and engages with companies as part of the voting process.

Voting decisions are guided by the best interests of the investee companies' shareholders and made in consultation with the Fund Manager, who has an in-depth understanding of the respective company's operations. Voting decisions are taken in keeping with the provisions of the Manager's ESG Investment Principles which set out the Manager's approach to corporate governance and compliance with the Stewardship Code and are publicly available on the Manager's website at [www.janushenderson.com](http://www.janushenderson.com). To retain oversight of the process, the Directors receive annual reporting on how the Manager has voted the shares held in the Company's portfolio, and they review the ESG Investment Principles at least annually.

During the year to 31 July 2021, the Fund Manager met directors of various investee companies to discuss corporate governance issues and helped to shape their policies on such matters. In addition to remuneration, a broad range of topics was tackled, including board composition, workforce engagement, stakeholder relationships, diversity, strategy, and health and safety issues.

# Key performance indicators

## Measuring performance

To measure the success of the Company in meeting its objective and to evaluate the performance of the Manager, the Directors take into account the following key performance indicators (“KPIs”). The charts, tables and data on pages 1, 16 and 17 show how the Company has performed against those KPIs, and a glossary of terms and alternative performance measures is included on pages 74 to 76.

KPI	Action
<b>Performance measured against the benchmark</b>	The Board reviews and compares, at each of its meetings, the performance of the portfolio as well as the net asset value and share price for the Company and the return of its benchmark index, the FTSE World Europe (ex UK) Index. The Board considers this to be its most important key performance indicator.
<b>Premium/discount to net asset value (“NAV”)</b>	<p>The Board monitors the level of the Company’s premium/discount to NAV and looks at ways of managing this at Board meetings. The Board reviews the average premium/discount of the peer group companies in the AIC Europe Sector.</p> <p>In accordance with the authority granted at the last AGM, and which the Directors seek to renew at the forthcoming Meeting, the Company retains the flexibility to repurchase shares when it sees fit.</p> <p>The Board considers whether to use share buybacks to enhance shareholder value. Shares are only bought back at a price below the prevailing NAV, thereby increasing the NAV for the remaining shareholders.</p> <p>The Board will continue to instruct purchases as required and in accordance with the authority granted.</p> <p>The Company publishes its NAV per share figure on a daily basis, through the official newswire of the London Stock Exchange. This figure is calculated in accordance with the AIC formula and includes current financial year revenue, the same basis as that calculated for the Financial Statements. The NAV excluding current financial year revenue is also published for historical comparison.</p>
<b>Performance against the Company’s peer group</b>	The Company is included in the AIC Europe Sector. In addition to comparison against the stated benchmark, the Board also considers the performance of its peer group at each Board meeting.
<b>Ongoing charge</b>	The ongoing charge reflects those expenses of a type which are likely to recur in the foreseeable future, whether charged to capital or revenue, and which relate to the operation of the investment company as a collective fund, excluding the costs of acquisition or disposal of investments, financing costs and gains or losses arising on investments. The ongoing charge is based on actual costs incurred in the year as being the best estimate of future costs. The Board reviews the ongoing charge and monitors the expenses incurred by the Company. The ongoing charge at 31 July 2021 was 0.78% (2020: 0.81%).

For and on behalf of the Board

Nicola Ralston  
Chairman  
5 October 2021



# Governance



# Board of Directors

The Directors appointed to the Board at the date of this Annual Report are:



## Nicola Ralston

**Position:** Chairman of the Board

**Date of appointment:** 1 September 2013 (Chairman 26 March 2014)

**Background:** Nicola has over 40 years' investment experience and is a director and co-founder of PiRho Investment Consulting, which focuses on bespoke investment advice to a wide range of institutional funds. She previously spent over 20 years in fund management at Schroders and was formerly head of global investment consulting at Hewitt (now Aon). Nicola is a director of Centrica Combined Common Investment Fund Limited. She was chair of the investment committee of the British Heart Foundation, a governor of the CFA Institute and a director of The Edinburgh Investment Trust plc.



## Stephen King

**Position:** Director

**Date of appointment:** 1 December 2019

**Background:** Having been HSBC chief economist for 17 years until 2015, Stephen is currently senior economic adviser to HSBC on a part-time basis. Stephen started his career as an economist for the Treasury and became private secretary to the chief economic adviser. He was specialist advisor to the House of Commons' Treasury Committee between 2015 and 2017. He is a fellow of the Society of Professional Economists and sits on the management council of the National Institute of Economic & Social Research. Stephen has written three books *"Losing Control: The Emerging Threats to Western Prosperity"* (2010), *"When the Money Runs Out: The End of Western Affluence"* (2013) and *"Grave New World: The End of Globalization, the Return of History"* (2017).



## Rutger Koopmans

**Position:** Director

**Date of appointment:** 18 May 2016

**Background:** Rutger is a senior finance professional. He started his career at MeesPierson NV (formerly Bank Mees & Hope NV), before moving to ING, where he served as a managing director until 2008. Since then, he has been running an independent strategic advisory practice and he is a director at PIT Self-Placement BV and a non-executive partner at M-Partners Asset Management. Rutger is chairman of Office Depot Europe BV and a director of Vollenhoven Olie BV and is chairman of the Dutch Association of Credit Unions, Voedselbank Amsterdam (the Amsterdam Food Bank) and Pluyn (specialised youth care and specialised health care for youth and adults with complicated needs). These entities are not publicly listed. Rutger is also the author of *"Your Life Your Rules, taking charge of your working life"*.



## Ekaterina (Katya) Thomson

**Position:** Chairman of the Audit and Risk Committee

**Date of appointment:** 17 May 2017 (Chairman of the Audit and Risk Committee 15 November 2017)

**Background:** Katya is a corporate finance, strategy and business development professional with over 25 years of experience with UK and European blue chip companies. She is a non-executive director and audit committee chairman of Miton Global Opportunities plc and AVI Japan Opportunity Trust plc, and a non-executive director of The New Carnival Company CIC. Katya is a member of the Institute of Chartered Accountants in England and Wales.

All Directors are non-executive and independent of Janus Henderson. All are members of the Audit and Risk Committee, chaired by Katya Thomson, and the Insider Committee, Management Engagement Committee and Nominations Committee, chaired by Nicola Ralston.

# Corporate governance report

## Corporate governance

The Board is accountable to shareholders for the governance of the Company's day-to-day affairs and is pleased to report on the Company's governance arrangements and how the principles of the applicable codes have been applied during the year under review.

## Applicable corporate governance codes

The Company maintains a premium listing on the London Stock Exchange and is therefore required to report on how the principles of the UK Corporate Governance Code ("UK Code") issued by the Financial Reporting Council ("FRC") have been applied. Being an investment company, a number of the provisions of the UK Code are not applicable as the Company has no executive directors or internal operations and all day-to-day activities are outsourced to external service providers. The Board has therefore considered the principles and provisions of the AIC Code of Corporate Governance ("AIC Code") issued in February 2019. The AIC Code addresses the principles and provisions set out in the UK Code, as well as setting out additional provisions and recommendations on issues that are of specific relevance to investment companies.

The Board considers that reporting against the principles and provisions of the AIC Code, which has been endorsed by the FRC, provides more relevant information to shareholders about the Company's governance arrangements, and that by reporting against the AIC Code the Company has met its obligations in relation to the UK Code and associated disclosure requirements under paragraph 9.8.6 of the Listing Rules.

The UK Code is available on the FRC website ([www.frc.org.uk](http://www.frc.org.uk)). The AIC Code is available on the AIC website ([www.theaic.co.uk](http://www.theaic.co.uk)) and includes an explanation of how the AIC Code adapts the UK Code's principles and provisions for investment companies.

## Statement of compliance

No senior independent director has been appointed. The Chairman of the Audit and Risk Committee leads the annual evaluation of the Chairman's performance. Shareholders are invited to raise any concerns with either the Chairman of the Audit and Risk Committee or with any of the other Directors, each of whom has areas of expertise on which they lead.

The Company has no chief executive or other executive directors and has therefore not reported further in respect of these provisions. In addition, the Company does not have any internal operations and therefore does not maintain an internal audit function. However, the Audit and Risk Committee considers the need for such a function at least annually (see page 42 for further information).

As the Company has no employees and has a small Board of solely non-executive Directors, the Board has not established

a separate Remuneration Committee. The remuneration of Directors is dealt with by the Board as a whole.

The Company has complied with all other principles and provisions of the AIC Code.

## Directors

The Board has set, and each Director has agreed to adopt, generic terms and conditions of appointment of non-executive Directors of the Company.

Any shareholder wishing to inspect these documents are requested to contact the Company Secretary at [itsecretariat@janushenderson.com](mailto:itsecretariat@janushenderson.com).

## Appointment and retirement

The Board may appoint Directors to the Board without shareholder approval. Any Director so appointed must stand for election by the shareholders at the next AGM in accordance with the Articles.

In accordance with the AIC Code, all Directors will stand for re-election annually.

The contribution and performance of the Directors seeking re-election was reviewed by the Nominations Committee at its meeting in July 2021, which recommended their continuing appointment to the Board.

The Company has complied with all other principles and provisions of the AIC Code.

David Marsh retired from the Board with effect from the conclusion of the AGM in November 2020.

Under the Articles shareholders may remove a Director before the end of his or her term by passing an ordinary resolution at a meeting. An ordinary resolution is passed if more than 50% of the votes cast, in person or by proxy, are in favour of the resolution.

## Tenure

Whilst there is no formal tenure policy for Directors (other than the Chairman), it is not anticipated that any of the Directors would normally serve in excess of nine years. In exceptional circumstances, which would be fully explained to shareholders at the time, a one or two year extension might be necessary.

Following the conclusion of this year's AGM, no Director will have served for more than nine years.

## Chairman's tenure policy

Given the entirely non-executive nature of the Board and as the Chairman may not be appointed as such at the time of their initial appointment as a Director, the Chairman's tenure may be longer than nine years where this is considered by the Board to be in the best interests of the Company. However, it is not anticipated that the Chairman will normally serve in excess of nine years, although in exceptional circumstances, which would



# Corporate governance report (continued)

be fully explained at the time, a one or two year extension might be necessary. As with all Directors, the continuing appointment of the Chairman is subject to a satisfactory performance evaluation, annual re-election by shareholders and may be further subject to the particular circumstances of the Company at the time he or she intends to retire from the Board. The Directors are cognisant of the benefits of Board diversity and the regular refreshment of the Board's membership and seek to refresh the Board while retaining a balance of knowledge of the Company, diversity and the relationship with the Fund Manager.

## Directors' independence

All Directors are non-executive and have a range of other interests. At the Nominations Committee meeting in July 2021, the Directors reviewed their independence and confirmed that all Directors remain wholly independent of the Manager. The Board has determined that all Directors are independent in character and judgement and that their individual skills, broad business experience and high degree of knowledge and understanding of the Company are of great benefit to shareholders.

There were no contracts in force during or at the end of the year in which a Director of the Company is or was materially interested and which is or was significant in relation to the Company's business. No Director has a contract of service with the Company and there are no agreements between the Company and its Directors concerning compensation for loss of office.

## Directors' conflicts of interest

The Company's Articles permit the Board to consider and, if it sees fit, to authorise situations where a Director has an interest that conflicts, or may possibly conflict, with the interests of the Company ("situational conflicts"). The Board has a formal system in place for Directors to declare situational conflicts for consideration by those Directors who have no interest in the matter. In deciding whether to authorise the situational conflict, the non-conflicted Directors

must act honestly and in good faith in the best interests of the Company and they may impose limits or conditions when giving the authorisation, or subsequently, if they think this is appropriate. Any situational conflicts considered, and any authorisations given, are recorded in the relevant meetings' minutes and the register of directors interests. The prescribed procedures have been followed in deciding whether, and on what terms, to authorise situational conflicts, and the Board believes that the system it has in place for reporting and considering situational conflicts, continues to operate effectively. The Chairman has had no relationships that may have created a conflict between her interests and those of the Company's shareholders.

## Directors' professional development

When a new Director is appointed he or she is offered an induction seminar which is held by the Manager at the request of the Chairman. Directors are also provided on a regular basis with key information on the Company's policies, regulatory and statutory requirements and internal controls. Changes affecting Directors' responsibilities are advised to the Board as they arise. Directors are also able to attend external training facilities and industry seminars at the expense of the Company and each Director's individual training requirements are considered as part of the annual performance evaluation.

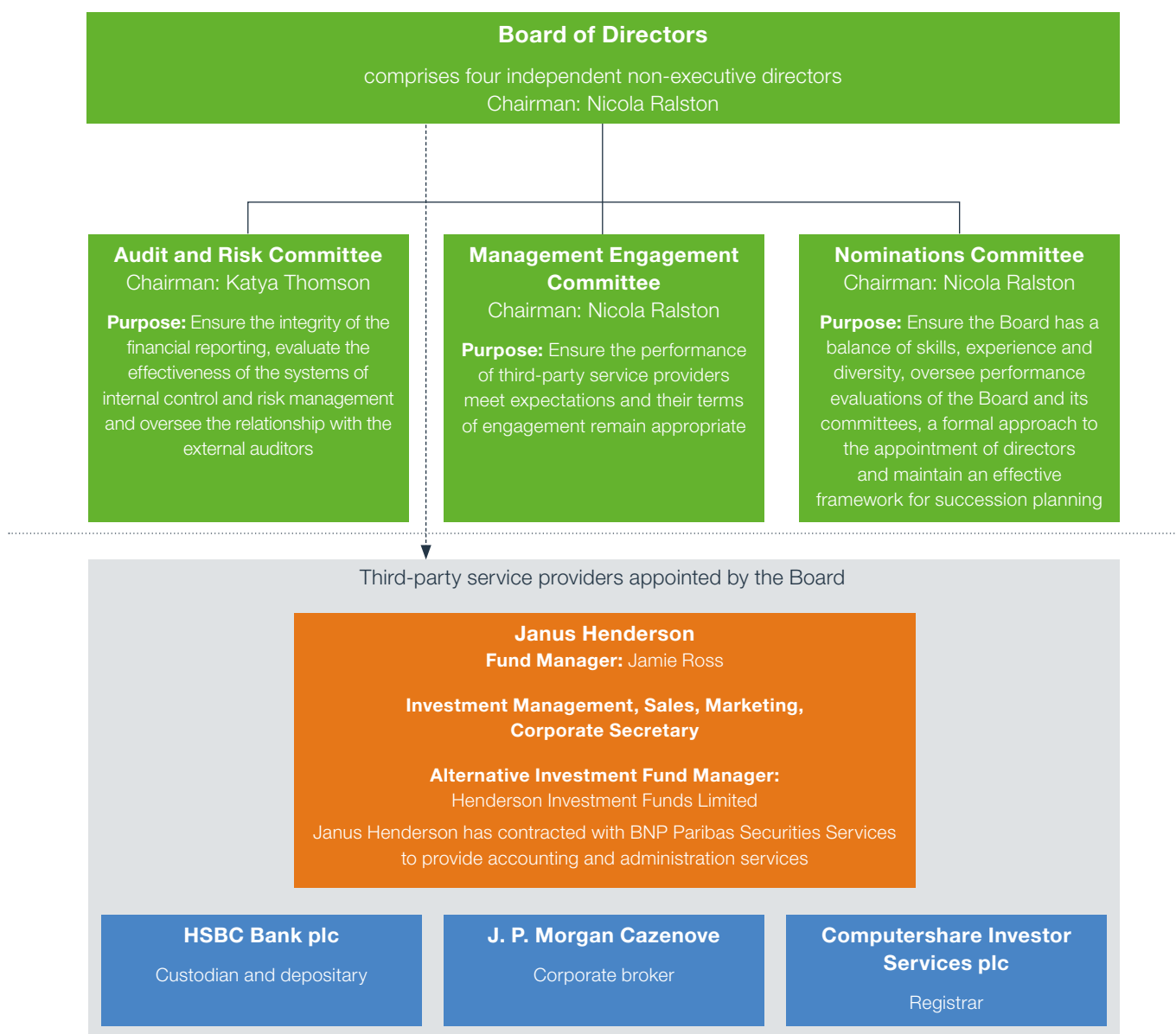
## Directors' insurance and indemnification

Directors' and officers' liability insurance cover was in place throughout the financial year and remains in place at the date of this report. The Company's Articles provide, subject to the provisions of UK legislation, an indemnity for Directors in respect of costs which they may incur relating to the defence of any proceedings brought against them arising from their positions as Directors, in which they are acquitted or judgement is given in their favour by the Court. The Company has granted such an indemnity to Directors to the extent permitted by law in respect of liabilities that may attach to them in their capacity as Directors of the Company.

# Corporate governance report (continued)

## The Board's Committees

The Board has three principal Committees: the Audit and Risk Committee, the Management Engagement Committee and the Nominations Committee.



The Board has also constituted an Insider Committee which meets when required to assist the Board in discharging its responsibilities under the Market Abuse Regulations and the FCA's Listing Rules and Disclosure Guidance and Transparency Rules. All Directors are members of the Insider Committee, which is chaired by the Chairman of the Board.

The terms of reference for each Committee are kept under regular review by the Board and are available on the Company's website [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com). The reports on the activities of each of the Board's principal Committees are set out on pages 38 to 43.

# Corporate governance report (continued)

## Board of Directors

### Composition

The Board comprises four non-executive Directors. Their biographies are included on page 32. Those details demonstrate the breadth of investment, commercial and professional experience relevant to their position as Directors. All of the current Directors served throughout the year. David Marsh was a Director until his retirement at the conclusion of the AGM in November 2020. Rutger Koopmans is resident in the Netherlands. The other members of the Board are resident in the UK.

### Role of the Board

The Board is collectively responsible for the success of the Company. Its role is to provide leadership within a framework of prudent and effective controls that enables risk to be assessed and managed. The Board is responsible for setting the Company's standards and values and for ensuring that its obligations to its shareholders and others are understood and met. The Board sets the Company's strategic aims (subject to the Company's Articles, and to such approval of the shareholders in General Meeting as may be required from time to time) and ensures that the necessary resources are in place to enable the Company's objectives to be met.

The Board meets formally at least six times a year, with additional Board or Committee meetings arranged when required. The Directors have regular contact with the Fund Manager and representatives of the Corporate Secretary between formal meetings.

The Chairman is responsible for leading the Board and for ensuring that it continues to deal effectively with all the aspects of its role.

The Board has a formal schedule of matters specifically reserved for its decision, which include: strategy and management; structure and capital; financial reporting and controls; internal controls and risk management; contracts; communications and public relations; Board membership and other appointments; delegation of authority; remuneration; corporate governance; and policies. The schedule of matters reserved for the Board is available on the website [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com).

The Board is responsible for the approval of annual and half-year results and other public documents and for ensuring that such documents provide a fair, balanced and understandable assessment of the Company's position and prospects.

At each meeting the Directors follow a formal agenda, which includes a review of the Company's NAV, share price, discount, financial position, gearing levels, peer group performance, investment performance, asset allocation and transactions and any other relevant business matters to ensure that control is maintained over the affairs of the

Company. The Board monitors compliance with the Company's objective and is responsible for setting asset allocation, investment and gearing limits within which the Manager has discretion to act, and regularly reviews investment strategy. The Board receives regular reports from the Manager on marketing and investor relations.

The Board has adopted a procedure for Directors to take independent professional advice in the furtherance of their duties at the expense of the Company. To enable them to discharge their responsibilities, all Directors have full and timely access to relevant information.

### Board attendance

The table below sets out the number of scheduled Board and Committee meetings held during the year under review and the number of meetings attended by each Director. All Directors attended the AGM in November 2020.

	Board	ARC	MEC	NC
<b>Number of meetings</b>	<b>6</b>	<b>3</b>	<b>1</b>	<b>1</b>
Nicola Ralston	6/6	3/3	1/1	1/1
Stephen King	6/6	3/3	1/1	1/1
Rutger Koopmans	6/6	3/3	1/1	1/1
David Marsh <sup>1</sup>	2/2	1/1	N/A	N/A
Katya Thomson	6/6	3/3	1/1	1/1

<sup>1</sup> Retired on 18 November 2020

ARC: Audit and Risk Committee

MEC: Management Engagement Committee

NC: Nominations Committee

The Insider Committee did not meet during the year.

The Directors and Committees of the Board also met during the year to undertake business such as the approval of the Company's results and dividends.

### Performance evaluation

The performance of the Company is considered in detail at each Board meeting. In the year under review the Nominations Committee conducted a review of the Board's performance, together with that of its Committees, the Chairman and each individual Director. This was conducted by way of evaluation questionnaires. The results of the questionnaires were supplied to the Chairman who collated the results and provided a summary to the Board. The Chairman of the Audit and Risk Committee collated the feedback on the Chairman and provided a summary in respect of the Chairman's evaluation. It was concluded that the performance of the Board, its Committees, the Chairman and each individual Director was satisfactory and the Board has a good balance of skills and experience. In particular, it is considered that each Director makes a significant contribution to the affairs of the Company, the Chairman continues to display effective leadership and Directors seeking re-election at the Company's AGM merit re-election by shareholders.



# Corporate governance report (continued)

## Audit, risk and internal control

The Board has established an Audit and Risk Committee, whose report is on pages 40 to 43. The report explains why the Company does not have its own internal control function, how the independence and effectiveness of the external auditor is assessed, and how the Board satisfies itself on the integrity of the financial statements. The report covers the process by which the Board satisfied itself that the Annual Report presents a fair, balanced and understandable assessment of the Company's position and prospects. It also describes risk management procedures, as well as how the Board oversees the internal control framework and determines the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives.

## Relationship with Janus Henderson

The Statement of Directors' Responsibilities in respect of the Financial Statements is set out on page 49, the Independent Auditor's Report on pages 51 to 55 and the Viability Statement on page 26.

The Board has contractually delegated to external third parties the management of the investment portfolio, the custodial services (which include the safeguarding of the assets delegated through the appointment of the Depositary as explained on page 74), the day-to-day accounting and cash management, company secretarial and administration requirements and registration services. Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of the services offered, including the control systems in operation in so far as they relate to the affairs of the Company.

The Board receives and considers regular reports from the Manager, and ad hoc reports and information are supplied to the Board as required. In addition, the Chairman is invited to attend meetings of all the chairmen of the investment trust companies managed by Janus Henderson, this provides a forum to discuss industry matters which would then be reported to the Board.

The Manager takes decisions as to the purchase and sale of individual investments. The Manager also ensures that all Directors receive, in a timely manner, all relevant management, regulatory and financial information. Representatives of Janus Henderson attend Board meetings enabling the Directors to probe further on matters of concern.

The Directors have access to the advice and services of the Corporate Secretary through its appointed representative who is responsible to the Board for ensuring that Board and Committee procedures are followed and that applicable rules and regulations are complied with. The proceedings at

all Board and Committee meetings are minuted, ensuring that any Director's concerns are recorded. The Board and the Manager operate in a supportive, co-operative and open environment.

The Corporate Secretary, Henderson Secretarial Services Limited, is a subsidiary of Janus Henderson with its own reporting lines and audited internal controls. There are processes and controls in place to ensure that there is a clear distinction between Henderson Secretarial Services Limited and Janus Henderson, particularly when dealing with any conflicts or issues between the Company and Janus Henderson. Any correspondence from shareholders addressed to the Chairman or the Company received at Janus Henderson's offices is forwarded to the Chairman of the Company in line with audited procedures. Any correspondence is submitted to the next Board meeting.

Janus Henderson and BNP Paribas Securities Services, which acts for Janus Henderson, have arrangements in place by which their staff may, in confidence, raise concerns about possible improprieties in relation to financial reporting or other matters.

## Continued appointment of the Manager

The Board considers the arrangements for the provision of investment management and other services to the Company on an ongoing basis. The principal contents of the agreement with the Manager are contained on pages 20 and 21.

In addition to the monitoring of investment performance at each Board meeting, the Management Engagement Committee undertakes an annual review of the Company's investment performance over both the short and longer term, together with the quality of other services provided by the Manager including company secretarial and accounting.

Following an annual review, it is the Directors' opinion that the continuing appointment of the Manager on the existing terms is in the interests of the Company and its shareholders as a whole.

# Corporate governance report (continued)

## Management Engagement Committee

The Management Engagement Committee is responsible for reviewing the management contract on a regular basis, ensuring that the terms are fair and reasonable and that its continuance, given the Company's performance over both short and longer terms, is in the best interests of the Company and its shareholders and also for reviewing the performance and cost effectiveness of the Company's other service providers.

### Membership

All Directors are members of the Management Engagement Committee, which is chaired by the Chairman of the Board.

### Meetings

The Committee meets at least annually, with additional meetings scheduled when required.

### Role and responsibilities

In discharging its duties over the course of the year, the Committee considered:

- the investment performance of the Company, taking account of the benchmark and performance of competitors in the AIC peer group, the share price total return, NAV total return, dividend growth, dividend yield and discount versus the peer group;
- the quality and experience of the team involved in managing all aspects of the Company's business;
- the fee structures of its competitors in the AIC peer group and other Janus Henderson managed investment companies;
- the key clauses of the management agreement, how the Manager had fulfilled these and whether these continued to be appropriate; and
- the performance and fees of the Company's other third-party service providers, including the brokers, depositary, custodian, registrar, auditors, legal counsel and the Company's accountants.

### Re-appointment of the Manager

Following completion of its annual review of the Manager in July 2021, the Committee concluded that the continued appointment of the Manager remained in the best interests of the Company and the shareholders, and therefore recommended to the Board the re-appointment of Janus Henderson for a further year. More detail can be found on page 37.

### Committee evaluation

The activities of the Management Engagement Committee were considered as part of the Board appraisal process.

## Nominations Committee

The Nominations Committee is responsible for reviewing Board succession planning and tenure policy, the performance of the Board as a whole and the Board Committees, and the appointment of new Directors through an established formal procedure.

### Membership

The Committee is chaired by the Chairman of the Board, except when the Chairman's performance or successor is being considered. All Directors are members of the Committee; the Board believes that this is appropriate as the Board comprises only four directors, and to lose the contribution of any Director to the Committee's deliberations would not be in the best interests of shareholders.

### Meetings

The Committee meets at least annually, with additional meetings scheduled when required.

### Role and responsibilities

In discharging its duties over the course of the year, the Committee considered:

- the composition of the Board and each of its Committees, taking account of the skills, experience and knowledge each Director continued to contribute to the success of the Company;
- the outcomes of the Board performance evaluation with a view as to whether adjustments should be made to the number of Directors or knowledge and skills represented on the Board;
- the use of an independent external facilitator for the Board evaluation, concluding that it was not necessary for the year under review. The Chairman will consider the merit of using an external facilitator again in 2022;
- the tenure of each of the Directors, giving consideration as to whether the Board retained a sufficient balance of tenure without becoming complacent;
- the independence of the Directors, taking account of the Directors' other commitments, in line with the guidelines established by the AIC Code;
- the time commitment of the Directors, in the context of their other business commitments and appointments, and whether this had been sufficient over the course of the year;
- succession planning for appointments to the Board, the tenure of the current Directors and recommendations of the AIC Code in respect of the length of service of Directors and the Chairman; and
- the performance and contribution of the Directors standing for re-election at the forthcoming AGM.

# Corporate governance report (continued)

Following completion of its reviews, the Committee concluded that the Board continued to operate effectively. Taking into account the FRC's guidance, the Committee considered that no Director was "overboarded".

Having considered the performance of individual Directors, the Committee recommended to the Board that it should support the re-election of the Directors seeking re-election at the 2021 AGM.

When considering succession planning and tenure policy, the Nominations Committee bears in mind the balance of skills, knowledge, experience, gender and diversity on the Board, the achievement of the Company's Investment Objective and compliance with the Company's Articles and the AIC Code. Individual performance and the contribution of each Director remain a key element of the Company's approach in making determinations on tenure. The Nominations Committee considers diversity as part of the annual performance evaluation and it is considered that there is a broad range of backgrounds, and each Director brings different qualities to the Board and its discussions.

Given the small size of the Board, it is not considered appropriate for the Company to have set targets for gender diversity; candidates are assessed in relation to the relevant needs of the Company at the time of appointment. The Nominations Committee will make recommendations when the recruitment of additional non-executive Directors is required. Once a decision is made to recruit additional Directors to the Board, a formal job description is drawn up. The Company may use external recruitment agencies to undertake the search for new non-executive Directors. No agency was used during the year ended 31 July 2021.

The Nominations Committee also reviews and recommends to the Board the Directors seeking re-election. Recommendation is not automatic and will follow a process of evaluation of each Director's performance and consideration of the Director's independence. The Nominations Committee also takes into account the mix of skills and experience of the current Board members. The Committee considers the time commitment of the Directors including other business commitments and appointments.

The Nominations Committee met in July 2021 to carry out its annual review of the Board and its Committees. The results of the performance evaluation are detailed on page 36.

## Committee evaluation

The activities of the Nominations Committee were considered as part of the Board appraisal process.

For and on behalf of the Board

Nicola Ralston  
Chairman  
5 October 2021

# Audit and Risk Committee report

The Audit and Risk Committee is responsible for ensuring the integrity of the Company's financial reporting, evaluating the effectiveness of the systems of internal control and risk management and oversees the relationship with the external auditor.

## Composition

The Audit and Risk Committee comprises all Directors and is chaired by Katya Thomson, who is a Chartered Accountant. The other Audit and Risk Committee members have a combination of financial, investment and other experience gained throughout their careers and the Board is satisfied that at least one of the Audit and Risk Committee members has recent and relevant financial experience. The Audit and Risk Committee as a whole is considered to have competence relevant to the sector. The biographies of the Audit and Risk Committee members are shown on page 32. All members of the Audit and Risk Committee are independent.

The Board believes that it is appropriate for the Chairman of the Board to be a member of the Audit and Risk Committee. This is because the Board comprises only four directors, and to lose the Chairman's contribution to the Audit and Risk Committee's deliberations would not be in the best interests of shareholders, given her experience and expertise. The Audit and Risk Committee will monitor the situation and take into account shareholder views on the matter.

## Meetings

The Audit and Risk Committee met formally three times during the year under review: in advance of the publication of both the annual and the half-year results and on one other occasion with an agenda that was focused on its broader responsibilities. The Company's auditor is invited to attend meetings as necessary. Representatives of the Manager (including representatives of the Operational Risk, Internal Audit, Business Continuity functions, and the Chief Information Security Officer) and BNP Paribas Securities Services may also be invited.

## Committee evaluation

The activities of the Audit and Risk Committee were considered as part of the Board appraisal process.

## Role and responsibilities

The role of the Audit and Risk Committee is to assist the Board in applying the financial reporting and internal control principles and to maintain an appropriate relationship with the auditor. The Audit and Risk Committee formally reports to the Board. The responsibilities are set out in formal terms of reference which are reviewed at least annually.

In the year under review the main duties undertaken were:

- consideration of the appropriateness of the Company's accounting policies and of the quality and effectiveness of the accounting records and management information maintained on behalf of the Company, relying on meetings with and reports from Janus Henderson;
- a review of the half-year results and the Annual Report, including the disclosures made therein in relation to internal controls and risk management, viability, going concern and related parties and consideration of whether the report is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model, strategy and continued operation (including advising the Board on whether the Company is able to meet its liabilities as they fall due) in order to make recommendations to the Board. In assessing whether the report is fair, balanced and understandable, each Director reviewed the disclosures made, applying their respective knowledge and expertise. The internal controls over financial reporting were also considered, together with feedback from the Company's auditor, the Manager and the Corporate Secretary;
- consideration of the appropriate level of dividend to be paid by the Company for recommendation to the Board;
- consideration of the internal controls in place at Janus Henderson, and the Company's other principal third-party service providers;
- consideration of Janus Henderson's policies in relation to information security and business continuity, meeting with representatives of Janus Henderson's internal audit and risk departments periodically;
- consideration of the key risks, risk management systems in place and the Company's risk map;
- consideration of the Company's Anti-Bribery Policy and the policies and procedures in place to prevent tax evasion;
- consideration of the nature, scope and cost of the external audit and the findings therefrom;
- annual consideration of whether there is a need for an internal audit function;
- consideration of the appointment of the Auditor, the Auditor independence, objectivity, effectiveness, provision of any non-audit services and tenure of appointment;
- consideration of Janus Henderson's whistle-blowing policy for its staff to raise concerns about possible improprieties, including in relation to the Company, in confidence; and
- consideration of the annual confirmation from the Company's Depositary in respect of the safe-keeping of the Company's assets.



# Audit and Risk Committee report (continued)

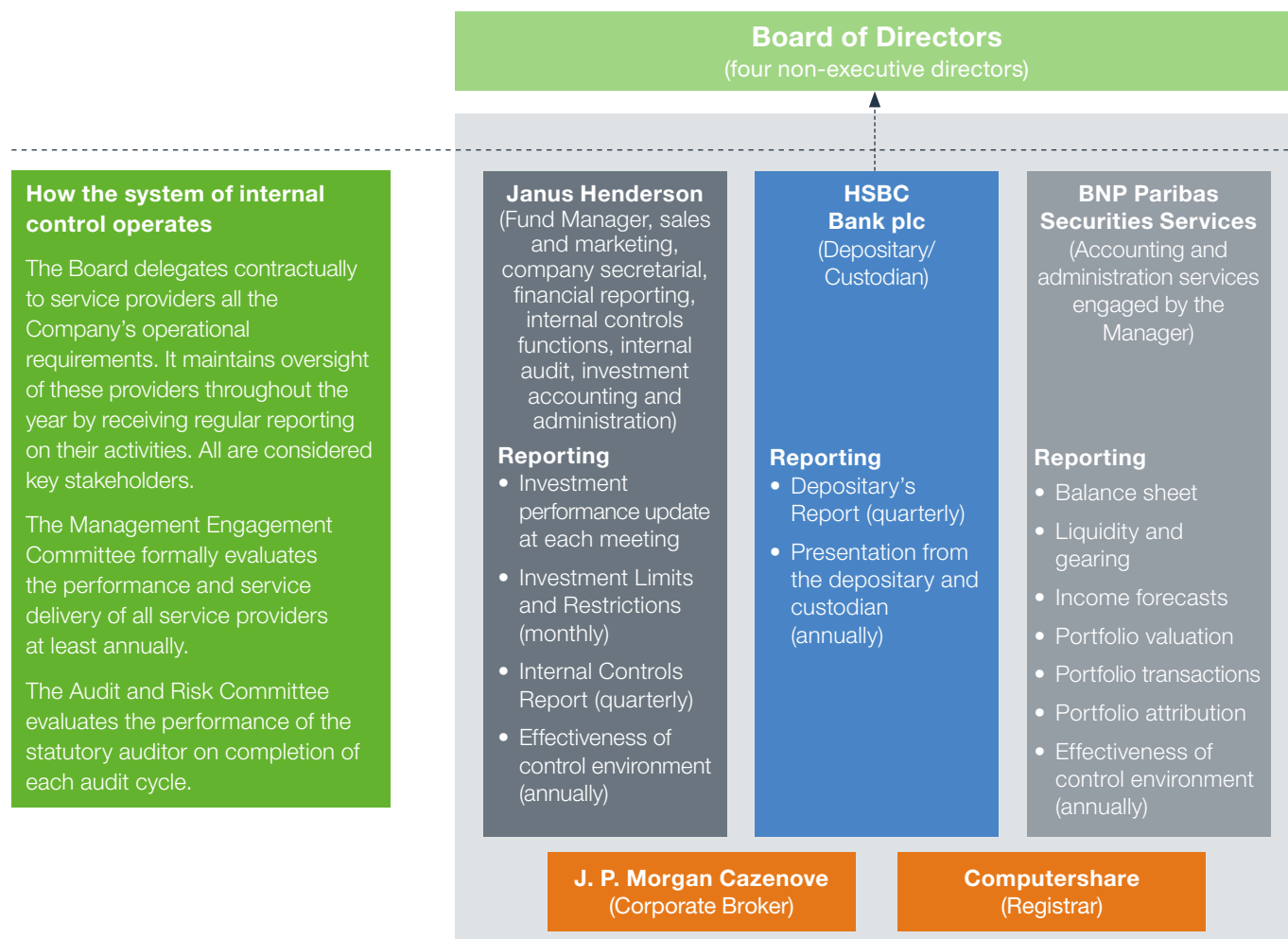
## Annual report for the year ended 31 July 2021

In relation to the Annual Report for the year ended 31 July 2021 the following significant issues were considered by the Audit and Risk Committee:

Significant issue	How the issue was addressed
<b>Valuation and ownership of the Company's investments</b>	Actively traded investments are valued using stock exchange prices provided by third-party pricing vendors. Ownership is verified by reconciliation to the Custodian's records and the Directors receive quarterly reports from the Depositary who has responsibility for overseeing operations of the Company, including verification of ownership and valuation.
<b>Recognition of income</b>	Income received is accounted for in line with the Company's accounting policy (as set out on page 60) and is reviewed by the Committee.
<b>Compliance with Section 1158 of the Corporation Tax Act 2010</b>	The Committee regularly considers the controls in place to ensure that the regulations for ensuring investment trust status are observed at all times, receiving supporting documentation from Janus Henderson and BNP Paribas Securities Services.
<b>Maintaining internal controls</b>	The Committee receives regular reports on internal controls from Janus Henderson and its delegates and has access to the relevant personnel of Janus Henderson who have a responsibility for risk management and internal audit. The assurance report for one of the Company's service providers was qualified and one was part qualified by their respective service auditors. The Committee reviewed the instances giving rise to the qualifications and received confirmation that the exceptions identified had no impact on the Company.

The Committee is satisfied that the Annual Report for the year ended 31 July 2021, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

## System of internal controls



# Audit and Risk Committee report (continued)

## Internal control and risk management

The Board has overall responsibility for the Company's system of internal control and for reviewing its effectiveness. The Audit and Risk Committee supports the Board in the continuous monitoring of the internal control and risk management framework.

The Board has established an ongoing process for identifying, evaluating and managing the principal and new or emerging risks faced by the Company. The process accords with the FRC's guidance on Risk Management, Internal Control and Related Business and Financial Reporting published in September 2014. The system was in operation throughout the period and up to the date of this report. The system is designed to meet the specific risks faced by the Company and takes account of the nature of the Company's reliance on its service providers and their internal controls. The system therefore manages rather than eliminates the risk of failure to achieve the Company's business objectives and provides reasonable, but not absolute assurance against material misstatement or loss.

The key components of the internal control framework include:

- clearly defined investment criteria which specify levels of authority and exposure limits. The Board reviews reports on compliance with the criteria at each meeting;
- regular reporting which allows the Board to assess the Company's financial position. The management accounts and forecasts are reviewed by the Board at each meeting;
- the contractual agreements with the Manager and other third-party service providers. The Board reviews performance levels and adherence to relevant provisions of the agreements on a regular basis through reports received and conducts a formal evaluation of the overall level of service provided at least annually;
- the review of controls at the Manager and other third-party service providers. The Board receives quarterly reporting from the Manager and Depositary and reviews annual assurance reports on the effectiveness of the control environments at the Company's key service providers; and
- review of additional reporting provided by:
  - the Manager's Operational Risk team on the control environment in operation at the Manager and their view of the control environments in place at the third-party service providers used by the Company; and
  - the Manager's Internal Audit team on areas of operation which are relevant to the Company.

The Board has reviewed the Company's system of internal controls for the year ended 31 July 2021. During the course of its review the Board has not identified or been advised of any failings or weaknesses relating to the Company's portfolio that have been determined as significant.

## Internal audit function

Systems are in operation to safeguard the Company's assets and shareholders' investments, to maintain proper accounting records and to ensure that financial information used within the business, or published, is reliable.

The Company is an investment company, has no employees and delegates all executive activities to third-party service providers, principally among them, the investment manager, Janus Henderson. The Board places reliance on the Company's framework of internal control and the Audit and Risk Committee's view on reporting received from specific second and third line of defence teams at the Manager.

The Manager's Operational Risk team supports the Audit and Risk Committee in considering the independently audited reports on the effectiveness of internal controls in place at the Company's third-party service providers. The Manager's Internal Audit department provides regular reporting to the Board on the operations at the Manager and presents at least annually to the Audit and Risk Committee. The Board has therefore concluded that it is not necessary at the present time for the Company to have its own internal audit function.

## Auditor appointment and tenure

Regulations currently in force require the Company to rotate audit firms after a period of ten years, which may be extended where audit tenders are carried out or where more than one audit firm is appointed to carry out the audit. The Committee last carried out an audit tender process in 2019 which led to the appointment of BDO LLP ("BDO") for the statutory audit for the financial year ended 31 July 2021.

The auditor is required to rotate partners every five years. This is the second year that the current audit partner has been in place.

## Auditor review and independence

The Committee monitors the auditor's independence through the approval of a policy regulating the non-audit services that may be provided by the auditor to the Company, assessing the appropriateness of audit fees paid and by reviewing the information and assurances provided by the auditor on their compliance with the relevant ethical standards.

BDO confirmed that all its partners and staff involved with the audit were independent of any links to the Company, and that these individuals had complied with their ethics and independence policies and procedures which are fully consistent with the FRC's Ethical Standards.

The Audit and Risk Committee has the opportunity to discuss the audit process with the auditor without representatives of the Manager present and considers the effectiveness of the audit process.

# Audit and Risk Committee report (continued)

## Non-audit services policy

The Audit and Risk Committee has approved, and keeps under regular review, the policy on the provision of non-audit services by the auditor. The Audit and Risk Committee has determined that the statutory auditor will not be engaged to provide any non-audit services without the approval of the Audit and Risk Committee. The statutory auditor is not pre-approved to provide any non-audit services. The Audit and Risk Committee may approve the provision of non-audit services if they consider such services to be:

- relevant to the statutory audit work;
- more efficiently provided by the statutory audit firm than by a third party; and
- at low risk of impairing the independence, objectivity and effectiveness of the audit.

The Audit and Risk Committee will refer to the Board any engagement with a cost or potential cost greater than £10,000. All engagements for non-audit services will be determined on a case-by-case basis. In addition, the provision of any non-audit services by the auditor is not permitted to exceed 70% of the average annual statutory audit fee for the three consecutive financial periods preceding the financial period to which the cap applies.

No non-audit services have been provided by BDO since their appointment.

## Effectiveness of the external audit

The Committee considers the effectiveness of the audit process after each audit. The FRC's Audit Quality Inspection Report is supplied to the Audit and Risk Committee for information to assist with the assessment of the auditor's effectiveness.

The Audit and Risk Committee remained satisfied with the performance of BDO for the year ended 31 July 2021.

## Fees

Fees paid or payable to the auditor are detailed in Note 6 on page 62.

For and on behalf of the Board

Katya Thomson  
Chairman of the Audit and Risk Committee  
5 October 2021

# Directors' remuneration report

## Annual statement

As Chairman, Nicola Ralston reports that following an annual review of fees in July 2021, Directors' fees were increased with effect from 1 August 2021 to £38,000 for the Chairman, £32,000 for the Audit and Risk Committee Chairman and £27,000 for other Directors. When making a decision to increase remuneration the Directors review the fees paid to the boards of directors of other comparable investment trust companies.

The Company's Articles were updated and approved by shareholders in November 2020 and state that the aggregate remuneration of the Directors may not exceed £200,000 per annum. The total remuneration to Directors for the year ended 31 July 2021 was £121,496.

The Company's remuneration policy has been in place since 2014 and was last approved by shareholders at the AGM in 2020. The policy will remain in place until 2023, unless amended by way of an ordinary resolution put to shareholders at a General Meeting. No changes to the policy are currently proposed.

In accordance with section 439A of the Act, the remuneration report will be put to shareholders at the forthcoming AGM. The vote is advisory.

There have been no other major decisions on Directors' remuneration or any other changes to the remuneration paid to each individual Director in the year under review.

The additional amount of £5,735 paid to non-UK resident Directors in lieu of these individuals claiming travel and other expenses was reinstated with effect from 1 August 2021 as a result of the COVID-19 restrictions being lifted and travel being permitted.

## Report on implementation

This report is submitted in accordance with Schedule 8 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 as amended (the "Regulations"). The report also meets the relevant requirements of the Companies Act 2006 (the "Act") and the Listing Rules of the FCA and describes how the Board has applied the principles relating to Directors' remuneration.

The Board may amend the level of remuneration paid to individual Directors within the parameters of the remuneration policy. The Company's auditor is required to report on certain information contained within this report; where information set out has been audited it is indicated as such.

All Directors are non-executive and the Company has no chief executive officer or employees; as such some of the reporting requirements contained in the Regulations are not applicable and have not been reported on, including the requirement for

a future policy table and an illustrative representation of the level of remuneration that could be received by each individual Director. It is believed that all relevant information is disclosed within this report in an appropriate format.

The Board as a whole considers the Directors' remuneration. The Board has not appointed a remuneration committee to consider such matters. The Board has not been provided with advice or services by any person in respect of its consideration of the Directors' remuneration (although the Directors review annually the fees paid to the boards of directors of other comparable investment trust companies).

## Remuneration policy

In determining the remuneration policy, the Board takes into account all factors which it deems necessary including relevant legal and regulatory requirements, the AIC Code and whether the policy supports the Company's long-term sustainable success.

Directors are remunerated in the form of fees, payable quarterly in arrears. In accordance with the Company's Articles, the aggregate remuneration of the Directors may not exceed £200,000 per annum. Subject to the overall limit, the objective of the remuneration policy is that the fees payable to the Directors should reflect the time spent by the Board on the Company's affairs and the responsibilities borne by the Directors, and should be sufficient to promote the long-term success of the Company and to enable candidates of a high calibre to be recruited without paying more than is necessary and having regard to the views of shareholders and other stakeholders. The Board obtains information about remuneration in other companies of comparable scale and complexity in order to avoid and manage conflicts of interest in determining remuneration levels.

Directors, including any new appointments to the Board, are paid at the same rate, apart from the Chairman of the Board and the Chairman of the Audit and Risk Committee who are paid a higher fee in recognition of their additional responsibilities.

The level of remuneration paid to each Director is reviewed annually, although such review will not necessarily result in any change to the rate; any feedback from shareholders would be taken into account when setting remuneration levels. From time to time the Board may approve one-off payments to Directors for specific work undertaken in addition to their regular responsibilities. Directors are authorised to claim reasonable expenses from the Company in relation to the performance of their duties. Payments of additional amounts are made to non-UK resident Directors in lieu of these individuals claiming travel and other expenses (including overnight stays where necessary) attributable to their attendance at Board, Committee and other relevant meetings. The additional amount



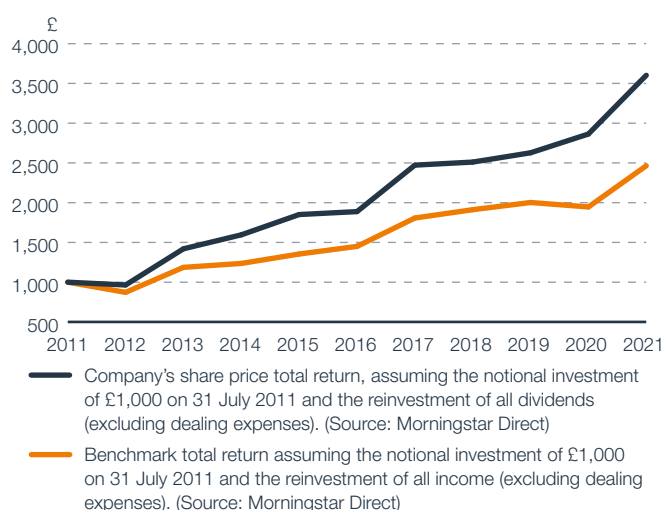
# Directors' remuneration report (continued)

is included in the aggregate remuneration limit as set out in the Company's Articles.

No Director has a service contract with the Company. Directors' appointments may be terminated at any time by written notice with no compensation payable. No Director is eligible to receive bonuses, pension benefits, share options or other benefits and no long-term incentive schemes are in place.

## Performance

The graph opposite compares the mid-market price of the Company's ordinary shares over the ten year period ended 31 July 2021 with the return from the FTSE World Europe (ex UK) Index over the same period. The benchmark closely represents the Company's own portfolio.



## Directors' remuneration (audited)

The remuneration paid to the Directors who served during the years ended 31 July 2021 and 31 July 2020 was as follows:

	Year ended 31 July 2021 Total salary and fees £	Year ended 31 July 2020 Total salary and fees £	Year ended 31 July 2021 Taxable benefits £	Year ended 31 July 2020 Taxable benefits £	Year ended 31 July 2021 Total £	Year ended 31 July 2020 Total £
Nicola Ralston <sup>1</sup>	35,000	35,000	—	—	35,000	35,000
Rutger Koopmans	25,000	29,527	—	—	25,000	29,527
David Marsh <sup>2</sup>	7,496	25,000	—	—	7,496	25,000
Katya Thomson <sup>3</sup>	29,000	29,000	—	—	29,000	29,000
Stephen King <sup>4</sup>	25,000	16,689	—	—	25,000	16,689
	<b>121,496</b>	<b>135,216</b>	<b>—</b>	<b>—</b>	<b>121,496</b>	<b>135,216</b>

### Notes:

The table above omits other columns set out in the relevant regulations because no payments of other types such as performance related pay, vesting performance related pay and pension related benefits were made.

1 Chairman and highest paid Director

2 Retired 18 November 2020

3 Chairman of the Audit and Risk Committee

4 Appointed on 1 December 2019

For the years ended 31 July 2021 and 31 July 2020, the fees paid to Directors were: Chairman £35,000, Chairman of the Audit and Risk Committee £29,000 and Directors £25,000. With effect from 1 August 2021, fees paid to Directors were increased to £38,000 for the Chairman, £32,000 for the Audit and Risk Committee Chairman and £27,000 for other Directors. Non-UK resident Directors are paid an additional amount of £5,735 per annum in lieu of these individuals claiming travel and other expenses attributable to their attendance at Board, Committee and other relevant meetings. This change was effective from 1 August 2019. The additional amount was removed whilst travel restrictions as a result of the COVID-19 pandemic were in place and was reinstated with effect from 1 August 2021. No other remuneration or compensation was paid or payable by the Company during the year to any of the current or former Directors or third parties specified by any of them.

# Directors' remuneration report (continued)

## Expenditure on pay

In order to show the relative importance of expenditure on pay, the table below sets out the total level of remuneration compared to the distributions to shareholders by way of dividends. There were no share buybacks during the year. There were no other significant distributions, payments or other uses of the Company's net return or cash flow deemed to assist in the understanding of the relative importance of spend on pay.

	2021 £'000	2020 £'000	2016 £'000	1 year change £'000	1 year change %	5 year change £'000	5 year change %
Total remuneration paid to Directors <sup>1</sup>	121	135	105	(14)	(10.4)	16	15.2
Ordinary dividends paid during the year	5,297	6,568	4,022	(1,271)	(19.4)	1,275	31.7

<sup>1</sup> Amounts paid will fluctuate due to the number of Directors in any one year

## Directors' interests in shares (audited)

The interests of the Directors in the ordinary shares of the Company at the end of each financial year are shown in the table below.

	Ordinary shares of 5p	
	31 July 2021	31 July 2020
Nicola Ralston	12,000	12,000
Stephen King	1,500	0
Rutger Koopmans	4,900	4,900
David Marsh <sup>1</sup>	N/A	7,769
Katya Thomson	4,500	4,500

<sup>1</sup> Retired 18 November 2020

There have been no changes to the Directors' holdings in the period 1 August 2021 to the date of this Annual Report.

In accordance with the Company's Articles, no Director is required to hold any shares in the Company by way of qualification.

## Statement of voting at AGM

At the 2020 AGM 11,253,338 votes (99.59%) were received voting for the resolution seeking approval of the Directors' Remuneration Report, 46,220 (0.41%) were against, and 11,384 were withheld. In relation to the approval of the Remuneration Policy approved at the 2020 AGM, 11,253,422 (99.59%) were received voting for the resolution, 46,136 (0.41%) were against and 11,384 were withheld. All percentages of votes exclude votes withheld.

For and on behalf of the Board

Nicola Ralston  
Chairman  
5 October 2021

# Directors' report

The Directors present the audited Financial Statements of Henderson EuroTrust plc (the "Company") and their report for the year from 1 August 2020 to 31 July 2021. The Company (a public limited company registered and domiciled in England & Wales with company registration number 2718241) was active throughout the year under review and was not dormant.

## Directors

Details of the Directors and their appointments can be found on page 32.

## Share capital

The Company's share capital comprises ordinary shares with a nominal value of 5p each. The voting rights of the shares on a poll are one vote for each share held. There are no restrictions on the transfer of the Company's ordinary shares or voting rights, no shares which carry specific rights with regard to the control of the Company and no agreement which the Company is party to that affects its control following a takeover bid. To the extent that they exist, the revenue profits of the Company (including accumulated revenue reserves) are available for distribution by way of dividends to the holders of the ordinary shares. Upon a winding-up, after meeting the liabilities of the Company, the surplus assets would be distributed to the shareholders pro rata to their holding of ordinary shares.

At 31 July 2021 and 31 July 2020 there were 21,205,541 ordinary shares in issue (of which 20,000 were held in treasury). No shares were issued during the year or in the period from 1 August 2021 to 4 October 2021. Shares in treasury do not carry voting rights, therefore, as at 31 July 2021 and 4 October 2021 the number of shares in issue (with voting rights) was 21,185,541.

The Directors seek annual authority from shareholders to allot new ordinary shares, to disapply pre-emption rights of existing shareholders and to buyback ordinary shares for cancellation or to be held in treasury. At the AGM held in November 2020 the Directors were granted authority to buyback 3,175,712 shares (being 14.99% of the issued ordinary share capital as at 18 November 2020). In the period from 1 August 2021 to 4 October 2021 the Company did not buyback any ordinary shares. There remained 3,175,712 ordinary shares available within the buyback authority granted in 2020. This authority will expire at the conclusion of the 2021 AGM. The Directors intend to renew this authority subject to shareholder approval.

Shareholders will be asked to approve the sub-division of each existing ordinary share of 5p each into 10 new ordinary shares of 0.5p each (see the Chairman's statement on pages 3 and 4 and the Notice of Meeting (sent separately with this Annual Report) for more information).

## Fund Manager's interests

Jamie Ross has a beneficial interest in 13,449 ordinary shares.

## Holdings in the Company's shares

Declarations of interests in the voting rights of the Company as at 31 July 2021 in accordance with the Disclosure Guidance and Transparency Rules were as follows:

Shareholder	% of voting rights
1607 Capital	11.1
Brewin Dolphin	8.0
Wells Capital	6.5
Rathbones Investment Management	5.5
Smith & Williamson	5.5
Royal Bank of Scotland	3.7

On 20 August 2021, the Company was notified that City of London Investment Management Company Limited had a 5.12% interest in the Company and on 27 August 2021, that 1607 Capital's holding had reduced to 10.97%, no other changes have been notified in the period 1 August 2021 to 4 October 2021.

## Related party transactions

The Company's transactions with related parties in the year were with its Directors and the Manager. There have been no material transactions between the Company and its Directors during the year and the only amounts paid to them were in respect of expenses and remuneration for which there were no outstanding amounts payable at the year end. Directors' shareholdings are disclosed on page 46.

In relation to the provision of services by the Manager, other than fees payable by the Company in the ordinary course of business and the facilitation of marketing activities with third parties, there have been no material transactions with the Manager affecting the financial position of the Company during the year under review. More details on transactions with the Manager, including amounts outstanding at the year end, are given in Note 19 on page 72.

## Energy and carbon reporting

Details of the Company's disclosures with regard to energy and carbon reporting can be found on page 28.

## Post balance sheet events

The Company has no post balance sheet events to report.

## Future developments

While the future performance of the Company is mainly dependent on the performance of international financial markets which are subject to various external factors, the Board's intention is that the Company will continue to pursue its stated Investment Objective and strategy explained earlier. The Chairman's statement and Fund Manager's report provide commentary on the outlook for the Company.

# Directors' report (continued)

## Annual General Meeting

The Company's AGM is currently scheduled to take place at 2.30pm on Wednesday 17 November 2021 at the Company's registered office.

The Notice of Meeting and details of the resolutions to be put to the AGM are contained in the circular sent to shareholders with this report.

The Company's AGM will be broadcast live on the internet. If you are unable to attend in person, you can watch the meeting by visiting [www.janushenderson.com/trustslive](http://www.janushenderson.com/trustslive).

## Directors' statement as to disclosure of information to auditors

Each of the Directors who were members of the Board at the date of approval of this Report confirms that to the best of his or her knowledge and belief, there is no information relevant to the preparation of the Annual Report of which the Company's auditor is unaware and he or she has taken all the steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

## Listing Rule 9.8.4

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures to be made in this regard.

## Other information

Information on recommended dividends, future developments and financial risks are detailed on pages 1, 3, 5, 10 and 66 to 71.

By order of the Board

For and on behalf of  
Henderson Secretarial Services Limited  
Corporate Secretary  
5 October 2021



# Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have prepared the Company's Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" and applicable law). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the net return or loss of the Company for that year. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- prepare a Director's report, a strategic report and a Director's remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements and the Directors' Remuneration Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

## Statement under Disclosure Guidance and Transparency Rule 4.1.12

Each of the Directors, who are listed on page 32, confirms that, to the best of his or her knowledge:

- the Company's Financial Statements, which have been prepared in accordance with UK Accounting Standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- the Strategic Report and Financial Statements include a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of the Board

Nicola Ralston  
Chairman  
5 October 2021

# Financial Statements





# Independent Auditor's Report to the Members of Henderson EuroTrust plc

## Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2021 and of its profit for the year then ended;
- have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Henderson EuroTrust Plc (the 'Company') for the year ended 31 July 2021 which comprise the Income Statement, the Statement of Changes in Equity, the Statement of Financial Position and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *"The Financial Reporting Standard applicable in the UK and Republic of Ireland"* (United Kingdom Generally Accepted Accounting Practice).

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

## Independence

Following the recommendation of the audit committee, we were appointed by the board of directors on 6 March 2020 to audit the financial statements for the year ended 31 July 2020 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is two years, covering the years ended 31 July 2020 and 31 July 2021. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

Obtaining the Directors' assessment of the going concern status of the Company and performing the following:

- Evaluating the Director's method of assessing going concern in light of market volatility and the present uncertainties.
- Challenging the key assumptions and judgements made such as the growth rate with reference to current year actuals and post year end results.
- Challenging the assumptions and judgements made with regards to stress-testing forecasts
- Calculating financial ratios to ascertain the financial health of the Company

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the Company's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

## Overview

Key audit matters	2021	2020
Valuation and Ownership of Investments	✓	✓
Revenue Recognition	✓	✓
<b>Materiality</b>	£3.55m (2020: £2.95m) based on 1% (2020: 1%) of net assets	

# Independent Auditor's Report to the Members of Henderson EuroTrust plc (continued)

## An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How we addressed the key audit matter in the audit
<p><b>Valuation and ownership of investments (Note 1(c) page 59 and Note 11 page 65 to the financial statements)</b></p> <p>The investment portfolio at the year-end comprised of investments held at fair value through profit or loss.</p> <p>The investment portfolio is the most significant balance in the financial statements and is the key driver of performance. The Investment Manager's fee is based on the value of the net assets of the fund. As the investment manager is responsible for valuing investments for the financial statements, there is a potential risk of misstatement of investment valuations.</p>	<p>We have responded to this matter by testing the valuation and ownership of 100% of the portfolio of investments. We performed the following procedures on valuation:</p> <ul style="list-style-type: none"> <li>Confirmed that bid price has been used by agreeing to externally quoted prices;</li> <li>Reviewed trading volumes around year-end to check that there are no contra indicators, such as liquidity considerations, to suggest bid price is not the most appropriate indication of fair value, considering the realisation period for individual holdings.</li> </ul> <p>In respect of the ownership of investments we have obtained direct confirmation from the custodian regarding all investments held at the balance sheet date.</p> <p><b>Key observations:</b></p> <p>Based on our procedures performed we consider the valuation and ownership of investments to be appropriate.</p>
<p><b>Revenue recognition (Note 1(e) page 60 and Note 3 page 62 to the financial statements)</b></p> <p>Income arises from dividends and can be volatile, but is often a key factor in demonstrating the performance of the portfolio.</p> <p>Additionally, judgement is required in the allocation of income to revenue or capital.</p>	<p>We have derived an independent expectation of income using data analytics based on the investment holding and distributions from independent sources. We have also cross checked the portfolio against corporate actions and special dividends and challenged whether dividends have been appropriately accounted for as revenue or capital.</p> <p>We have analysed the population of dividend receipts to identify any items for further discussion that could indicate a potential capital distribution, for example where a dividend represents a particularly high yield.</p> <p>We have traced a sample of dividend income receipts to bank.</p> <p><b>Key observations:</b></p> <p>Based on our procedures performed we did not identify any matters to suggest that revenue recognition was inappropriate.</p>

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.



# Independent Auditor's Report to the Members of Henderson EuroTrust plc (continued)

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Company financial statements	
	2021 £m	2020 £m
<b>Materiality</b>	3.55	2.95
<b>Basis for determining materiality</b>	1% of Net Assets	1% of Net Assets
<b>Rationale for the benchmark applied</b>	As an investment trust, the net asset value is the key measure of performance for users of the financial statements.	
<b>Performance materiality</b>	2.66	2.21
<b>Basis for determining performance materiality</b>	75% of materiality based on our risk assessment and consideration of the control environment.	

## Specific materiality

We also determined that for items impacting revenue return, a misstatement of less than materiality for the financial statements as a whole, specific materiality, could influence the economic decisions of users. As a result, we determined materiality for these items to be £200,000 (2020: £530,000) based on 5% (2020: 10%) of revenue return before tax. We further applied a performance materiality level of 75% (2020: 75%) of specific materiality to ensure that the risk of errors exceeding specific materiality was appropriately mitigated.

## Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £178,000 (2020: £148,000). For items impacting revenue return, we agreed that we will report any audit differences above £10,000 (2020: £26,000). We also agreed to report differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

## Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Corporate governance statement

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit.

<b>Going concern and longer-term viability</b>	<ul style="list-style-type: none"> <li>The Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 59; and</li> <li>The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 26.</li> </ul>
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# Independent Auditor's Report to the Members of Henderson EuroTrust plc (continued)

## Other Code provisions

- Directors' statement on fair, balanced and understandable set out on page 49;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 24 and 25;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 37 and 42 and
- The section describing the work of the audit committee set out on page 40.

## Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

### Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

### Directors' remuneration

In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a

# Independent Auditor's Report to the Members of Henderson EuroTrust plc (continued)

material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We gained an understanding of the legal and regulatory framework applicable to the Company and industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. We considered the significant laws and regulations to be the Companies Act 2006, the FCA Listing and Disclosure Guidance and Transparency rules, the principles of the UK Corporate Governance Code, industry practice represented by the AIC SORP and FRS 102. We also considered the company's qualification as an Investment Trust under UK tax legislation.

We assessed the susceptibility of the financial statements to material misstatement, including fraud and considered the fraud risk areas to be management override of controls and valuation of investments.

Our tests included, but were not limited to:

- agreement of the financial statement disclosures to underlying supporting documentation;
- obtaining an understanding of the control environment in monitoring compliance with laws and regulations;
- enquiries of management and those charged with governance;
- reviewed correspondence with the relevant authorities;
- testing the appropriateness of journal entries in the general ledger and adjustments made in the preparation of the financial statements, reviewing accounting estimates for possible bias and obtaining an understanding of the business rationale of significant transactions that are outside the normal course of the business for the Company and those that appear to be unusual;
- review of minutes of board meetings throughout the period; and
- the procedures set out in the Key Audit Matters section above.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Peter Smith (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London, UK  
5 October 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Income Statement

Note	Year ended 31 July 2021			Year ended 31 July 2020		
	Revenue return £'000	Capital return £'000	Total return £'000	Revenue return £'000	Capital return £'000	Total return £'000
2 Gains on investments held at fair value through profit or loss	–	63,090	63,090	–	24,463	24,463
3 Investment income	4,996	–	4,996	6,146	–	6,146
4 Other income	–	–	–	3	–	3
<b>Gross revenue and capital gains</b>	<b>4,996</b>	<b>63,090</b>	<b>68,086</b>	<b>6,149</b>	<b>24,463</b>	<b>30,612</b>
5 Management fee	(430)	(1,718)	(2,148)	(357)	(1,428)	(1,785)
6 Other administrative expenses	(467)	–	(467)	(482)	–	(482)
<b>Net return before finance costs and taxation</b>	<b>4,099</b>	<b>61,372</b>	<b>65,471</b>	<b>5,310</b>	<b>23,035</b>	<b>28,345</b>
7 Finance costs	(21)	(82)	(103)	(26)	(102)	(128)
<b>Net return before taxation</b>	<b>4,078</b>	<b>61,290</b>	<b>65,368</b>	<b>5,284</b>	<b>22,933</b>	<b>28,217</b>
8 Taxation on net return	(613)	–	(613)	(625)	–	(625)
<b>Net return after taxation</b>	<b>3,465</b>	<b>61,290</b>	<b>64,755</b>	<b>4,659</b>	<b>22,933</b>	<b>27,592</b>
9 Return per ordinary share (basic and diluted)	16.4p	289.3p	305.7p	22.0p	108.2p	130.2p

The total return column of this statement represents the Income Statement of the Company.

All revenue and capital items in the above statement derive from continuing operations.

The revenue return and capital return columns are supplementary to this and are prepared under guidance published by the AIC.

The Company had no recognised gains or losses other than those disclosed in the Income Statement.



# Statement of Changes in Equity

Note		Called up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total shareholders' funds £'000
	<b>Year ended 31 July 2021</b>						
	At 1 August 2020	1,060	41,032	263	246,335	6,463	295,153
	Net return after taxation	–	–	–	61,290	3,465	64,755
10	Final dividend paid in respect of the year ended 31 July 2020 (paid 25 November 2020)	–	–	–	–	(3,602)	(3,602)
10	Interim dividend paid in respect of the year ended 31 July 2021 (paid 23 April 2021)	–	–	–	–	(1,695)	(1,695)
10	Refund of unclaimed dividends over 12 years old	–	–	–	–	2	2
18	Refund of unclaimed zero dividend preference shares redemption proceeds	–	–	–	97	–	97
	<b>At 31 July 2021</b>	<b>1,060</b>	<b>41,032</b>	<b>263</b>	<b>307,722</b>	<b>4,633</b>	<b>354,710</b>

Note		Called up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total shareholders' funds £'000
	<b>Year ended 31 July 2020</b>						
	At 1 August 2019	1,060	41,032	263	223,402	8,372	274,129
	Net return after taxation	–	–	–	22,933	4,659	27,592
10	Final dividend paid in respect of the year ended 31 July 2019 (paid 20 November 2019)	–	–	–	–	(4,873)	(4,873)
10	Interim dividend paid in respect of the year ended 31 July 2020 (paid 24 April 2020)	–	–	–	–	(1,695)	(1,695)
	<b>At 31 July 2020</b>	<b>1,060</b>	<b>41,032</b>	<b>263</b>	<b>246,335</b>	<b>6,463</b>	<b>295,153</b>

# Statement of Financial Position

Note	As at 31 July 2021 £'000	As at 31 July 2020 £'000
<b>Fixed assets</b>		
<b>Fixed asset investments held at fair value through profit or loss</b>		
11 Listed at market value – overseas	344,803	304,724
<b>Current assets</b>		
12 Debtors	1,797	6,546
Cash and cash equivalents	9,776	465
	<b>11,573</b>	<b>7,011</b>
13 <b>Creditors: amounts falling due within one year</b>	(1,666)	(16,582)
<b>Net current assets/(liabilities)</b>	<b>9,907</b>	<b>(9,571)</b>
Total assets less current liabilities	354,710	295,153
<b>Net assets</b>	<b>354,710</b>	<b>295,153</b>
<b>Capital and reserves</b>		
16 Called up share capital	1,060	1,060
17 Share premium account	41,032	41,032
Capital redemption reserve	263	263
18 Capital reserves	307,722	246,335
Revenue reserve	4,633	6,463
<b>Total shareholders' funds</b>	<b>354,710</b>	<b>295,153</b>
14 Net asset value per ordinary share (basic and diluted)	1,674.3p	1,393.2p

The Financial Statements on pages 56 to 72 were approved and authorised for issue by the Board of Directors on 5 October 2021 and were signed on their behalf by:

Nicola Ralston  
Chairman

# Notes to the Financial Statements

## 1 Accounting policies

### a) Basis of preparation

The Company is a registered investment company as defined in Section 833 of the Companies Act 2006 and is incorporated in the United Kingdom. It operates in the United Kingdom and is registered at the address on page 79.

The Financial Statements have been prepared in accordance with the Companies Act 2006, FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” and with the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts (the “SORP”) issued in October 2019.

The principal accounting policies applied in the presentation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented. There have been no significant changes to the accounting policies compared to those set out in the Company’s Annual Report for the year ended 31 July 2020.

As an investment company the Company has the option, which it has taken, not to present a cash flow statement. A cash flow statement is not required when an investment company meets all the following conditions: substantially all of the entity’s investments are highly liquid, substantially all of the entity’s investments are carried at market value, and the entity provides a statement of changes in equity. The Directors have assessed that the Company meets all of these conditions.

The Financial Statements have been prepared under the historical cost basis except for the measurement at fair value of investments. In applying FRS 102, financial instruments have been accounted for in accordance with Section 11 and 12 of the standard.

All of the Company’s operations are of a continuing nature.

The preparation of the Company’s Financial Statements on occasion requires the Directors to make judgements, estimates and assumptions that affect the reported amounts in the primary Financial Statements and the accompanying disclosures. These assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the current and future periods, depending on circumstance.

The Directors do not believe that any accounting judgements or estimates have been applied to this set of Financial Statements that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

### b) Going concern

The assets of the Company consist of securities that are primarily readily realisable and, accordingly, the Directors believe that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of the Financial Statements. Having assessed these factors and the principal risks, as well as considering the impact of COVID-19 on the Company, the Directors consider it appropriate to adopt the going concern basis of accounting in preparing the Financial Statements.

### c) Fixed asset investments held at fair value through profit or loss

All investments are designated upon initial recognition as held at fair value through profit or loss. Assets are de-recognised at the trade date of the disposal. Proceeds are measured at fair value, which are regarded as the proceeds of sale less any transaction costs. The fair value of the financial instruments is based on their quoted bid price at the Statement of Financial Position date, without deduction of the estimated future selling costs.

Changes in the fair value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the Income Statement as “Gains from investments held at fair value through profit or loss”. Transaction costs in relation to the purchase or sale of investments are also expensed within this line. All purchases and sales are accounted for on a trade date basis.

Unquoted investments are valued by the Directors using primary valuation techniques such as earnings multiples, recent transactions and net assets. All such valuations are reviewed by both Janus Henderson’s UK & EMEA Fair Value Pricing Committee and by the Directors.

### d) Capital gains and losses

Capital gains and losses arising on investments sold and investments held, together with exchange differences arising on the translation of foreign currency assets and liabilities, are recognised within the capital reserves.

# Notes to the Financial Statements (continued)

## 1 Accounting policies (continued)

### e) Income

Dividends receivable from equity shares are taken to revenue return on an ex-dividend basis except where, in the opinion of the Directors, the dividend is capital in nature in which case it is taken to the capital return and is included in gains/ (losses) on investments. Bank deposit interest is taken to revenue return on an accruals basis.

The ordinary element of scrip dividends received in lieu of cash dividends is recognised as revenue. Any enhancement above the cash dividend is treated as capital.

Where the Company enters into a commitment to underwrite an issue of securities in exchange for the receipt of commission, a derivative financial instrument is recognised initially at fair value. The derivative is re-measured subsequently at fair value, with the related gains and losses being reflected in the Income Statement. Net losses arising from these derivatives, where actual or expected loss from taking up the securities underwritten exceeds the commission income, are allocated to the capital return. Net gains are allocated to the revenue return.

### f) Expenses and finance costs

All expenses are accounted for on an accruals basis. Finance costs, including any premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the Income Statement using the effective interest rate method. On the basis of the Board's expected long term split of returns in the form of capital gains and income of 80% and 20% respectively, the Company charges 80% of its finance costs and management fee to the capital return. All other expenses are charged to revenue return. All of these amounts are stated net of any tax relief and inclusive of any related irrecoverable value added tax.

### g) Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that were applicable at the Statement of Financial Position date.

The tax effect of different items of expenditure is allocated between the capital return and revenue return using the Company's effective tax rate.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the Income Statement is the "marginal basis". Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue return column of the Income Statement, then no tax relief is transferred from the capital return column.

Deferred taxation is provided on all timing differences that have originated but not reversed by the Statement of Financial Position date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted. Any liability to deferred tax is provided at the average rate of tax expected to apply based on tax rates and laws that have been enacted or substantially enacted at the Statement of Financial Position date. Deferred tax assets and liabilities are not discounted to reflect the time value of money.

### h) Foreign currency

The results and financial position of the Company are expressed in pounds Sterling, which is the functional currency and presentational currency.

The Company is required to determine functional currency, being the currency in which the Company predominantly operates. The Board, having regard to the currency of the Company's share capital and the predominant currency in which its shareholders operate, has determined the functional currency to be Sterling.

Transactions denominated in foreign currencies are converted at actual exchange rates as at the date of the transaction. Monetary assets and liabilities and equity investments held at fair value through profit or loss denominated in foreign currencies at the year end are translated at the rates of exchange prevailing at the year end.

Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in revenue return or capital return, depending on whether the gain or loss is of a revenue or capital nature.



# Notes to the Financial Statements (continued)

## 1 Accounting policies (continued)

### i) Cash and cash equivalents

Cash comprises cash in hand and on demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

### j) Dividends payable to shareholders

Dividends payable to shareholders are recognised in the Financial Statements when they are paid or, in the case of final dividends, when they are approved by shareholders. Dividends are dealt with in the Statement of Changes in Equity.

### k) Issue and repurchase of ordinary shares

The proceeds from the issue of new ordinary shares (including those relating to the sale of shares out of treasury) and the aggregate cost of repurchasing ordinary shares (including those to be held in treasury), including related stamp duty and transaction costs, is taken directly to equity and dealt with in the Statement of Changes in Equity. Share issues and repurchase transactions are accounted for on a trade date basis. The nominal value of ordinary share capital repurchased and cancelled is transferred out of called up share capital and into the capital redemption reserve.

### l) Capital reserves

Called up share capital represents the nominal value of ordinary shares issued.

The share premium account represents the premium above nominal value received by the Company on issue of shares net of costs.

The revenue reserve represents accumulated profits retained by the Company that have not currently been distributed to shareholders as a dividend.

The capital redemption reserve represents the nominal value of ordinary shares that have been repurchased and cancelled.

Other capital reserves are split into two components, the capital reserve arising on investments sold and the capital reserve arising on revaluation of investments held. The following analyses what is accounted for in each of these components.

#### Capital reserve arising on investments sold

The following are accounted for in this reserve:

- expenses and finance costs charged to capital net of tax relief;
- gains and losses on the disposal of investments;
- realised foreign exchange differences of a capital nature; and
- costs of repurchasing ordinary share capital.

#### Capital reserve arising on investments held

The following are accounted for in this reserve:

- increases and decreases in the valuation of investments held at the year end; and
- unrealised foreign exchange differences of a capital nature.

### m) Distributable reserves

The Company's capital reserve arising on investments sold and revenue reserve may be distributed by way of a dividend.

## 2 Gains on investments held at fair value through profit or loss

	2021 £'000	2020 £'000
Gains on sale of investments based on historical cost <sup>1</sup>	44,090	18,195
Less: Revaluation gains recognised in previous years	(25,585)	(24,612)
<b>Gains/(losses) on investments sold in the year based on carrying value at previous statement of financial position date</b>	<b>18,505</b>	<b>(6,417)</b>
Revaluation of investments held at 31 July	44,860	31,612
Exchange losses <sup>2</sup>	(275)	(732)
	<b>63,090</b>	<b>24,463</b>

1 Includes special capital dividends of £nil (2020: £418,000)

2 Includes exchange losses of £204,000 (2020: £828,000) on bank loans

# Notes to the Financial Statements (continued)

## 3 Investment income

	2021 £'000	2020 £'000
Overseas dividend income	4,996	6,146
	<b>4,996</b>	<b>6,146</b>

## 4 Other income

	2021 £'000	2020 £'000
Interest received	–	3
	<b>–</b>	<b>3</b>

## 5 Management fee

	Revenue return £'000	2021 Capital return £'000	Total return £'000	Revenue return £'000	2020 Capital return £'000	Total return £'000
Management fee	430	1,718	2,148	357	1,428	1,785

A summary of the terms of the management agreement is given in the Strategic Report on pages 20 and 21.

## 6 Other administrative expenses

	2021 £'000	2020 £'000
Directors' fees and taxable benefits (see the Directors' Remuneration Report on page 45)	121	135
Auditor's remuneration – for statutory audit services	26	30
Bank charges	50	47
Loan – including arrangement fees, non utilisation fees and legal fees	48	44
Legal and professional fees	16	22
Marketing expenses recharged by Janus Henderson	53	67
Printing and postage	25	11
Stock exchange listing	26	23
AIC fees	18	19
Registrar's fees	14	15
Depositary fees	41	43
Other expenses	29	26
	<b>467</b>	<b>482</b>

Following the end of the Brexit transition period, the Company is able to recover a significant proportion of VAT on administrative expenses where VAT is charged, which it was unable to do so prior to this. Consequently, certain expenses incurred will exclude VAT in the current year and include VAT in the prior year.

The auditor's remuneration net of VAT for the year is £26,000 (2020: £24,000).

All transactions with Directors are disclosed in the Directors' Remuneration Report and are related party transactions.

## 7 Finance costs

	Revenue return £'000	2021 Capital return £'000	Total return £'000	Revenue return £'000	2020 Capital return £'000	Total return £'000
Loan interest	14	55	69	24	95	119
Overdraft interest	7	27	34	2	7	9
	<b>21</b>	<b>82</b>	<b>103</b>	<b>26</b>	<b>102</b>	<b>128</b>

# Notes to the Financial Statements (continued)

## 8 Taxation on net return

### a) Analysis of the charge for the year

	2021			2020		
	Revenue return £'000	Capital return £'000	Total return £'000	Revenue return £'000	Capital return £'000	Total return £'000
Foreign withholding taxes	944	–	944	1,131	–	1,131
Overseas tax reclaimable	(331)	–	(331)	(506)	–	(506)
<b>Total tax charge for the year (see Note 8 b)</b>	<b>613</b>	<b>–</b>	<b>613</b>	<b>625</b>	<b>–</b>	<b>625</b>

The Company's profit for the accounting year is taxed at an effective rate of 19% (2020: 19%)

### b) Factors affecting the tax charge for the year

	2021			2020		
	Revenue return £'000	Capital return £'000	Total return £'000	Revenue return £'000	Capital return £'000	Total return £'000
<b>Net return before taxation</b>	<b>4,078</b>	<b>61,290</b>	<b>65,368</b>	<b>5,284</b>	<b>22,933</b>	<b>28,217</b>
Corporation tax at 19% (2020: 19%)	775	11,645	12,420	1,004	4,357	5,361
Effects of:						
Non-taxable gains less losses on investments held at fair value through profit or loss	–	(11,982)	(11,982)	–	(4,648)	(4,648)
Non-taxable dividends	(949)	(5)	(954)	(1,168)	–	(1,168)
Overseas tax	613	–	613	625	–	625
Excess management expenses	174	342	516	164	291	455
<b>Total tax charge</b>	<b>613</b>	<b>–</b>	<b>613</b>	<b>625</b>	<b>–</b>	<b>625</b>

### c) Deferred taxation

No provision for deferred taxation has been made in the current or prior accounting year. The Company has not provided for deferred tax on capital gains or losses arising on the revaluation and disposal of investments as it is exempt from tax on these items because of its investment trust status.

The Company can offset management fees, other administrative expenses and interest costs against taxable income to eliminate any tax charge on such income. The tax legislation refers to these as management expenses (management fees and other administrative expenses) and non-trade loan relationship deficits (interest costs) and these are captured together under the heading "Excess management expenses" in the table above. Where these are not fully utilised, they can be carried forward to future years. As the Company is unlikely to generate future taxable profits to utilise these amounts, the Company cannot recognise an asset to reflect them, but must still disclose the deferred tax amount carried forward arising from any unutilised amounts. Consequently, the Company has not recognised a deferred tax asset totalling £6,238,000 (2020: £4,225,000) arising as a result of having unutilised management expenses and unutilised non-trade loan relationship deficits totalling £24,953,000 (2020: £22,235,000), and based on a prospective tax rate of 25% (2020: 19%).

# Notes to the Financial Statements (continued)

## 9 Return per ordinary share (basic and diluted)

The total return per ordinary share is based on the net return attributable to the ordinary shares of £64,755,000 (2020: £27,592,000) and on 21,185,541 ordinary shares (2020: 21,185,541), being the weighted average number of shares in issue during the year. The total return can be further analysed as follows:

	2021 £'000	2020 £'000
Revenue return	3,465	4,659
Capital return	61,290	22,933
<b>Total return</b>	<b>64,755</b>	<b>27,592</b>
<b>Weighted average number of ordinary shares</b>	<b>21,185,541</b>	<b>21,185,541</b>

	2021 Pence	2020 Pence
Revenue return per ordinary share	16.4	22.0
Capital return per ordinary share	289.3	108.2
<b>Total return per ordinary share</b>	<b>305.7</b>	<b>130.2</b>

The Company has no securities in issue that could dilute the return per ordinary share. Therefore the basic and diluted return per ordinary share are the same.

## 10 Dividends on ordinary shares

	Register date	Payment date	2021 £'000	2020 £'000
Final dividend (23.0p) for the year ended 31 July 2019	18 October 2019	20 November 2019	–	4,873
Interim dividend (8.0p) for the year ended 31 July 2020	14 April 2020	24 April 2020	–	1,695
Final dividend (17.0p) for the year ended 31 July 2020	23 October 2020	25 November 2020	3,602	–
Interim dividend (8.0p) for the year ended 31 July 2021	9 April 2021	23 April 2021	1,695	–
Refund of unclaimed dividends over 12 years old			(2)	–
			<b>5,295</b>	<b>6,568</b>

The proposed final dividend of 17.0p per share for the year ended 31 July 2021 is subject to approval by shareholders at the AGM and has not been included as a liability in these Financial Statements. The final dividend will be paid on 24 November 2021 to shareholders on the register of members at the close of business on 22 October 2021. The shares will be quoted ex-dividend on 21 October 2021.

All dividends have been paid or will be paid out of revenue profits and revenue reserves.

The total dividends payable in respect of the financial year which form the basis of Section 1158 of the Corporation Tax Act 2010 are set out below:

	2021 £'000	2020 £'000
Revenue available for distribution by way of dividend for the year	3,465	4,659
Interim dividend of 8.0p (2020: 8.0p) paid 23 April 2021 (24 April 2020)	(1,695)	(1,695)
Proposed final dividend for the year ended 31 July 2021 of 17.0p (2020: 17.0p) (based on 21,185,541 ordinary shares in issue at 4 October 2021 (2020: 21,185,541))	(3,602)	(3,602)
<b>Transfer from revenue reserve<sup>1</sup></b>	<b>(1,832)</b>	<b>(638)</b>

<sup>1</sup> There is no undistributed revenue in the current or prior year. £1,832,000 (2020: £638,000) will be paid from revenue reserves



# Notes to the Financial Statements (continued)

## 11 Fixed asset investments held at fair value through profit or loss

	2021 £'000	2020 £'000
Valuation at start of year	304,724	275,693
Investment holding gains at start of year	(58,881)	(51,881)
<b>Cost of investments at start of year</b>	<b>245,843</b>	<b>223,812</b>
Purchases at cost	202,681	203,108
Sales at cost	(181,877)	(181,077)
<b>Cost of investments at end of year</b>	<b>266,647</b>	<b>245,843</b>
Investment holding gains at end of year	78,156	58,881
<b>Valuation at end of year</b>	<b>344,803</b>	<b>304,724</b>

The Company received £225,942,000 (2020: £199,272,000) from investments sold in the year. The book cost of these investments when they were purchased was £181,877,000 (2020: £181,077,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

Total transaction costs amounted to £253,000 (2020: £282,000) of which purchase transaction costs for the year ended 31 July 2021 were £176,000 (2020: £215,000) and comprise mainly of brokers' commission. Sale transaction costs for the year ended 31 July 2021 were £77,000 (2020: £67,000).

## 12 Debtors

	2021 £'000	2020 £'000
Withholding tax recoverable	1,692	1,472
Prepayments and accrued income	105	21
Sales for future settlement	–	5,053
	<b>1,797</b>	<b>6,546</b>

## 13 Creditors: amounts falling due within one year

	2021 £'000	2020 £'000
Bank loans (see Notes 15.1.3 and 15.2)	–	13,522
Purchases for future settlement	798	2,294
Management fee	748	645
Loan interest payable	6	3
Other accruals	114	118
	<b>1,666</b>	<b>16,582</b>

# Notes to the Financial Statements (continued)

## 14 Net asset value per ordinary share (basic and diluted)

The net asset value per ordinary share of 1,674.3p (2020: 1,393.2p) is based on the net assets attributable to ordinary shares of £354,710,000 (2020: £295,153,000) and on 21,185,541 (2020: 21,185,541) ordinary shares in issue at the year end. There were also 20,000 shares held in Treasury at the year end (2020: 20,000).

The movements during the year of the assets attributable to the ordinary shares were as follows:

	2021 £'000	2020 £'000
Net assets attributable to the ordinary shares at start of year	295,153	274,129
Net return after taxation	64,755	27,592
Dividends paid on ordinary shares in the year	(5,297)	(6,568)
Refund of unclaimed dividends over 12 years old	2	–
Refund of unclaimed zero dividend preference shares redemption proceeds	97	–
<b>Total net assets attributable to the ordinary shares at 31 July</b>	<b>354,710</b>	<b>295,153</b>

## 15 Risk management policies and procedures

As an investment trust company the Company invests in equities and other investments for the long-term so as to secure its investment objectives as stated in the Strategic Report. In pursuing its Investment Objective, the Company is exposed to a variety of financial risks that could result in either a reduction in the Company's net assets or a reduction in the profits available for distribution by way of dividends.

These financial risks, market risk (comprising market price risk, currency risk and interest rate risk), liquidity risk and credit risk, and the Directors' approach to the management of these risks, are set out below. The Board of Directors and Janus Henderson coordinate the Company's risk management and there are various risk management systems in place as detailed below:

- straight-through processing via a deal order and management system ("OMS") is utilised for listed securities, exchange-traded derivatives and OTC derivatives contracts with connectivity to third-party affirmation and trade repository services;
- portfolio modelling and investment management functions (including order-raising, dealing and trade execution) are performed using one of, or a combination of, the following third-party software applications: Charles River Development OMS and/or Imagine;
- fund pricing and accounting services are outsourced to a third-party administrator (currently BNP Paribas Securities Services) which utilises HiPortfolio software;
- the IT tools to which the Janus Henderson Risk, Compliance and Operations teams have access for independent monitoring and risk measurement purposes include:
  - Charles River Compliance module for investment restrictions monitoring;
  - SAI Global Bwise operational risk database;
  - Riskmetrics for VaR statistics, stress-testing and back-testing;
  - UBS Delta, Style Research, MSCI RiskMetrics and BARRA for market risk measurement;
  - Bloomberg for market data and price-checking; and
  - HiPortfolio for portfolio holdings and valuations.

These are supplemented by in-house developments in the Derivatives Risk and Compliance database.

The Board determines the objectives, policies and processes for managing the risks, and these are set out below under the relevant risk categories. The policies for the management of risk have not changed from the previous accounting year.

The Company has a spread of investments which by their nature are lower risk than placing the entire amount of the Company's assets in solely one investment. By their nature, equity investments can be higher risk than some other investments but the longer term return can be positive. The performance of equities has been and is likely to continue to be volatile over the shorter term.

### 15.1 Market risk

The fair value of a financial instrument held by the Company may fluctuate due to changes in market prices. Market risk comprises market price risk (see Note 15.1.1), currency risk (see Note 15.1.2) and interest rate risk (see Note 15.1.3). Janus Henderson assesses the exposure to market risk when making each investment decision, and monitors the overall level of market risk on the whole of the investment portfolio on an ongoing basis.

# Notes to the Financial Statements (continued)

## 15 Risk management policies and procedures (continued)

### 15.1.1 Market price risk

Market price risk (changes in market prices other than those arising from interest rate risk or currency risk) may affect the value of quoted and unquoted investments. The Company may use, and has from time to time used, derivatives to manage market price risk.

#### Management of the risk

The Board of Directors manages the risks inherent in the investment portfolio by ensuring full and timely reporting of relevant information from Janus Henderson. Investment performance is reviewed at each Board meeting. The Board monitors the Fund Manager's compliance with the Company's objectives, and is directly responsible for investment strategy and asset allocation.

The Company's exposure to changes in market prices at 31 July 2021 on its investments held at fair value through profit or loss was £344,803,000 (2020: £304,724,000).

#### Concentration of exposure to market price risks

An analysis of the Company's investment portfolio is shown on page 14. It is recognised that an investment's country of domicile or of listing does not necessarily equate to its exposure to the economic conditions in that country.

#### Market price risk sensitivity

The following table illustrates the sensitivity of the return after taxation for the year, and the net assets, to an increase or decrease of 20% (2020: 20%) in the fair values of the Company's equities. This level of change is considered to be possible based on observation of current market conditions. The sensitivity analysis is based on the Company's equities at each Statement of Financial Position date, with all other variables held constant.

	2021		2020	
	Increase in fair value £'000	Decrease in fair value £'000	Increase in fair value £'000	Decrease in fair value £'000
<b>Income Statement – net return after taxation</b>				
Revenue (loss)/return	(76)	90	(67)	79
Capital return/(loss)	68,658	(68,603)	60,677	(60,628)
<b>Total return after tax for the year</b>	<b>68,582</b>	<b>(68,513)</b>	<b>60,610</b>	<b>(60,549)</b>
<b>Impact on net assets</b>	<b>68,582</b>	<b>(68,513)</b>	<b>60,610</b>	<b>(60,549)</b>

### 15.1.2 Currency risk

The majority of the Company's assets, liabilities and income are denominated in currencies other than Sterling (the Company's functional currency and presentational currency). As a result, movements in exchange rates may affect the Sterling value of those items.

#### Management of the risk

Janus Henderson monitors the Company's exposure to foreign currencies on a daily basis and reports to the Board at each Board meeting. Janus Henderson measures the risk to the Company of the foreign currency exposure by considering the effect on the Company's net asset value and total return of a movement in the exchange rates to which the Company's assets, liabilities, income and expenses are exposed.

Foreign currency borrowings have the effect of reducing the Company's exposure to future changes in exchange rates which might otherwise adversely affect the value of the portfolio of investments. These borrowings are limited to 30% of the Consolidated Gross Borrowings expressed as a percentage of the Investment Portfolio Value.

Investment income denominated in foreign currencies is converted into Sterling on receipt.

The Company does not currently use financial instruments to mitigate currency exposure from portfolio assets denominated in currencies other than Sterling or from investment income in the year between the time that income is included in the Financial Statements and its receipt.

#### Foreign currency exposure

The carrying values of the Company's monetary items that have foreign currency exposure at 31 July are shown overleaf. Where the Company's equity investments, which are not monetary items, are denominated in a foreign currency, they have been included separately in the analysis so as to show the overall level of exposure.

# Notes to the Financial Statements (continued)

## 15 Risk management policies and procedures (continued)

2021	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Danish Krone £'000	Norwegian Krone £'000	Total £'000
Creditors (amounts due to brokers, bank loans, interest payable)	(804)	–	–	–	–	(804)
Cash and cash equivalents	7,260	–	–	–	–	7,260
Debtors (amounts due from brokers, withholding tax recoverable)	791	656	–	212	115	1,774
<b>Total foreign currency exposure on net monetary items</b>	<b>7,247</b>	<b>656</b>	<b>–</b>	<b>212</b>	<b>115</b>	<b>8,230</b>
Investments at fair value through profit or loss	250,121	55,413	14,328	24,941	–	344,803
<b>Total net foreign currency exposures</b>	<b>257,368</b>	<b>56,069</b>	<b>14,328</b>	<b>25,153</b>	<b>115</b>	<b>353,033</b>
2020	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Danish Krone £'000	Norwegian Krone £'000	Total £'000
Creditors (amounts due to brokers, bank loans, interest payable)	(15,263)	–	(556)	–	–	(15,819)
Debtors (amounts due from brokers, withholding tax recoverable)	5,681	520	–	181	143	6,525
<b>Total foreign currency exposure on net monetary items</b>	<b>(9,582)</b>	<b>520</b>	<b>(556)</b>	<b>181</b>	<b>143</b>	<b>(9,294)</b>
Investments at fair value through profit or loss	221,717	51,962	12,101	18,944	–	304,724
<b>Total net foreign currency exposures</b>	<b>212,135</b>	<b>52,482</b>	<b>11,545</b>	<b>19,125</b>	<b>143</b>	<b>295,430</b>

The above amounts are not necessarily representative of the exposure to risk during each year, as levels of monetary foreign currency exposure may change significantly throughout the year.

### Foreign currency sensitivity

The following table illustrates the sensitivity of the total profit after tax for the year and the net assets with regard to movements in the Company's foreign currency financial assets and financial liabilities caused by changes in the exchange rates for Sterling against each currency set out below.

It assumes a +/-10% change in exchange rates (2020: same).

These percentages are deemed reasonable based on the average market volatility in exchange rates in recent years. The sensitivity analysis is based on the Company's foreign currency financial assets and financial liabilities held at each Statement of Financial Position date.

If Sterling had depreciated against the currencies shown the impact on the total return would have been as follows:

	2021					2020				
	Danish Krone £'000	Euro £'000	Norwegian Krone £'000	Swedish Krona £'000	Swiss Franc £'000	Danish Krone £'000	Euro £'000	Norwegian Krone £'000	Swedish Krona £'000	Swiss Franc £'000
<b>Income Statement – net return after taxation</b>										
Revenue return	23	315	–	(2)	56	26	345	28	6	112
Capital return	2,781	28,453	13	1,584	6,199	2,114	23,452	–	1,276	5,802
<b>Change in total return after taxation for the year and shareholders' funds</b>	<b>2,804</b>	<b>28,768</b>	<b>13</b>	<b>1,582</b>	<b>6,255</b>	<b>2,140</b>	<b>23,797</b>	<b>28</b>	<b>1,282</b>	<b>5,914</b>



# Notes to the Financial Statements (continued)

## 15 Risk management policies and procedures (continued)

If Sterling had appreciated against the currencies shown the impact on the total return would have been as follows:

	2021					2020				
	Danish Krone £'000	Euro £'000	Norwegian Krone £'000	Swedish Krona £'000	Swiss Franc £'000	Danish Krone £'000	Euro £'000	Norwegian Krone £'000	Swedish Krona £'000	Swiss Franc £'000
<b>Income Statement – net return after taxation</b>										
Revenue return	(19)	(258)	–	2	(45)	(22)	(279)	(23)	(6)	(91)
Capital return	(2,274)	(23,277)	(10)	(1,296)	(5,072)	(1,729)	(19,186)	–	(1,043)	(4,746)
<b>Change in total return after taxation for the year and shareholders' funds</b>	<b>(2,293)</b>	<b>(23,535)</b>	<b>(10)</b>	<b>(1,294)</b>	<b>(5,117)</b>	<b>(1,751)</b>	<b>(19,465)</b>	<b>(23)</b>	<b>(1,049)</b>	<b>(4,837)</b>

In the opinion of the Directors, the above sensitivity analyses are not necessarily representative of the year as a whole, since the level of exposure changes frequently as part of the currency risk management process used to meet the Company's objectives.

### 15.1.3 Interest rate risk

Interest rate movements may affect the interest payable on the Company's variable rate borrowings.

#### Management of the risk

The majority of the Company's financial assets are non-interest bearing. As a result, the Company's financial assets are not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. The possible effects on fair value and cash flows that could arise as a result of changes in interest rates are taken into account when borrowing under the multi-currency loan facility.

#### Interest rate exposure

The exposure at 31 July of financial assets and financial liabilities to floating interest rates is shown below:

	2021 Total (within one year) £'000	2020 Total (within one year) £'000
Exposure to floating interest rates:		
Cash at bank	9,776	465
Creditors:		
Borrowings under the multi-currency loan facility	–	(13,522)
	<b>9,776</b>	<b>(13,057)</b>

#### Interest rate sensitivity

The Company is primarily exposed to interest rate risk through its multi-currency loan facility and cash at bank.

Loan sensitivity – Borrowings vary throughout the year as a result of the Board's borrowing policy. Borrowings at the year end were £nil (2020: £13,522,000) (Note 13) and, if that level of borrowings was maintained for a full year, then a 100 basis point change in interest rates (up or down) would decrease or increase the total net return after taxation by approximately £nil (2020: £135,000).

Cash – Cash balances vary throughout the year. Cash balances at the year end were £9,776,000 (2020: £465,000) and, if that level of cash was maintained for a full year, a 100 basis points change in interest rates (up or down) would increase or decrease total net return after taxation by approximately £98,000 (2020: £5,000).

# Notes to the Financial Statements (continued)

## 15 Risk management policies and procedures (continued)

### 15.2 Liquidity risk

This is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

#### Management of the risk

Liquidity risk is not significant as the majority of the Company's assets are investments in quoted securities that are readily realisable. The Company has a multi-currency loan facility of £25 million (2020: £25 million) of which £nil (2020: £13,522,000) was drawn down at the year end and an overdraft facility with a sub custodian, the extent of which is determined by the custodian on a regular basis by reference to the value of the securities held by it on behalf of the Company.

The Board gives guidance to the Manager as to the maximum amounts of the Company's resources that should be invested in any one company. The policy is that the Company should generally remain fully invested and that short-term borrowings be used to manage short-term cash requirements.

#### Liquidity risk exposure

The contractual maturities of the financial liabilities at 31 July, based on the earliest date on which payment can be required were as follows:

	2021 Due within one month £'000	2020 Due within one month £'000
Bank loans (including accrued interest)	6	13,525
Other creditors and accruals	1,660	3,057
	<b>1,666</b>	<b>16,582</b>

### 15.3 Credit risk

The failure of the counterparty to a transaction to discharge its obligations under that transaction could result in the Company suffering a loss.

#### Management of the risk

Credit risk is managed as follows:

- investment transactions may be carried out with a large number of approved brokers, whose credit standard is reviewed periodically by Janus Henderson, and limits are set on the amount that may be due from any one broker.
- cash at bank is held only with banks considered to be creditworthy and is subject to continual review.

None of the Company's financial assets or liabilities are secured by collateral or other credit enhancements.

The Company has not been materially exposed to credit risk throughout the year.

### 15.4 Fair values of financial assets and financial liabilities

Financial assets and financial liabilities are either carried in the Statement of Financial Position at their fair value (investments) or the Statement of Financial Position amount is a reasonable approximation of fair value due to their short term to maturity (amounts due from brokers, dividend and interest receivable, amounts due to brokers, accruals, forward foreign exchange contracts, cash at bank and bank loans).

### 15.5 Fair value hierarchy disclosures

The table below analyses fair value measurements for investments held at fair value through profit or loss. These fair value measurements are categorised into different levels in the fair value hierarchy based on the valuation techniques used and are defined as follows under FRS 102:

Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Financial assets at fair value through profit or loss at 31 July 2021</b>				
Equity investments	342,154	2,649	–	344,803
<b>Total</b>	<b>342,154</b>	<b>2,649</b>	<b>–</b>	<b>344,803</b>
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Financial assets at fair value through profit or loss at 31 July 2020</b>				
Equity investments	304,724	–	–	304,724
<b>Total</b>	<b>304,724</b>	<b>–</b>	<b>–</b>	<b>304,724</b>

# Notes to the Financial Statements (continued)

## 15 Risk management policies and procedures (continued)

Level 1 – the unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.

Level 2 – inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.

Level 3 – inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

Holdings within level 2 will include any investments where there is insufficient liquidity in trading volumes at the year end.

The holding in OW Bunker is included in Level 3 and is currently valued at £nil (2020: £nil).

The total carrying value of receivables, as stated in Note 12, is a reasonable approximation of their fair value as at the year end date. The total carrying value of financial liabilities, as disclosed in Note 13, is a reasonable approximation of their fair value at the year end date.

### 15.6 Capital management policies and procedures

The Company's capital management objectives are:

- to ensure that it will be able to continue as a going concern; and
- to maximise the revenue and capital return to its equity shareholders through an appropriate balance of equity capital and debt.

The Company's capital as at 31 July 2021 comprised its equity share capital, reserves and bank loans that are shown in the Statement of Financial Position at a total of £354,710,000 (2020: £308,675,000).

The Board, with the assistance of the Manager, monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- the need to buyback equity shares for cancellation, which takes account of the difference between the net asset value per share and the share price (the level of share price discount or premium);
- the demand for new issues of equity shares; and
- the extent to which revenue in excess of that which is required to be distributed should be retained.

The Company is subject to additional externally imposed capital requirements:

- under the multi-currency loan facility total borrowings not to exceed 30% of the Consolidated Gross Borrowings expressed as a percentage of the Investment Portfolio Value and the net asset value not to fall below £125m (2020: £90m);
- as a public company, the Company has a minimum share capital of £50,000; and
- in order to be able to pay dividends out of profits available for distribution by way of dividends, the Company has to be able to meet one of the two capital restriction tests imposed on investment companies by law.

These requirements are unchanged since last year, unless stated above.

## 16 Called up share capital

	Number of shares entitled to dividend	Total number of shares	Nominal value of shares £'000
<b>Allotted and issued ordinary shares of 5p each at the end of the year ended 31 July 2020</b>	21,185,541	21,205,541	1,060
<b>At 31 July 2021</b>	<b>21,185,541</b>	<b>21,205,541</b>	<b>1,060</b>

During the year the Company issued no shares (2020: none).

During the year the Company repurchased no shares (2020: none).

Shares held in treasury (2021: 20,000; 2020: 20,000) are not entitled to receive a dividend.

There is a single class of ordinary share. Accounting policy (m) on page 61 details the reserves that can be distributed as a dividend.

Since 31 July 2021, no shares have been repurchased or issued.

# Notes to the Financial Statements (continued)

## 17 Share premium account

	2021 £'000	2020 £'000
At start of year	41,032	41,032
<b>At end of year</b>	<b>41,032</b>	<b>41,032</b>

## 18 Capital reserves

	Capital reserve arising on investments sold £'000	Capital reserve arising on investments held £'000	Capital reserves total £'000
At 1 August 2020	187,454	58,881	246,335
Transfer on disposal of assets	25,585	(25,585)	–
Net movement on investments held at fair value through profit or loss	18,505	44,860	63,365
Net movement on foreign exchange	(275)	–	(275)
Expenses and finance costs charged to capital	(1,800)	–	(1,800)
Refund of unclaimed zero dividend preference shares redemption proceeds <sup>1</sup>	97	–	97
<b>At 31 July 2021</b>	<b>229,566</b>	<b>78,156</b>	<b>307,722</b>
	Capital reserve arising on investments sold £'000	Capital reserve arising on investments held £'000	Capital reserves total £'000
At 1 August 2019	171,521	51,881	223,402
Transfer on disposal of assets	24,612	(24,612)	–
Net movement on investments held at fair value through profit or loss	(6,417)	31,612	25,195
Net movement on foreign exchange	(732)	–	(732)
Expenses and finance costs charged to capital	(1,530)	–	(1,530)
<b>At 31 July 2020</b>	<b>187,454</b>	<b>58,881</b>	<b>246,335</b>

<sup>1</sup> Following the redemption in 2002 of the Zero Dividend Preference Shares, the Registrar advised that some shareholder monies had not been claimed and as they are now over 12 years old have been returned to the Company. The Company will continue to hold these amounts on trust for the Zero Dividend Preference Shareholders

The capital reserve arising on revaluation of investments held includes £3,922,000 of unrealised losses on nil valued investments (2020: £3,922,000). Any distributions from the capital reserve arising on investments sold would be restricted by this amount.

## 19 Transactions with the Manager and Related Parties

Under the terms of an agreement effective from 22 July 2014, the Company appointed a wholly owned subsidiary company of Janus Henderson Group plc ("Janus Henderson") to provide investment management, accounting, administrative and secretarial services. Janus Henderson has contracted with BNP Paribas Securities Services to provide accounting and administration services.

Details of the management fee arrangements for these services are given in the Strategic Report on page 21. The total of the management fees paid or payable under this agreement to Janus Henderson in respect of the year ended 31 July 2021 was £2,148,000 (2020: £1,785,000) of which £748,000 (per Note 13) was outstanding at 31 July 2021 (2020: £645,000).

Janus Henderson also provides sales and marketing services for which there is no separate charge.

In addition to the above, Janus Henderson facilitates marketing activities with third parties which are recharged by Janus Henderson to the Company. The total amount in respect of these third party marketing activities, including VAT paid or payable for these services, for the year ended 31 July 2021 amounted to £53,000 (2020: £67,000) of which £26,000 was outstanding at 31 July 2021 (2020: £31,000).

Details of fees paid to Directors are included in the Directors' Remuneration Report on page 45 and in Note 6 on page 62.



# Additional information



# Glossary

## Alternative Investment Fund Managers Directive (“AIFMD”)

Agreed by the European Parliament and the Council of the European Union and transposed into UK legislation, the AIFMD classifies certain investment vehicles, including investment companies, as Alternative Investment Funds (“AIFs”) and requires them to appoint an Alternative Investment Fund Manager (“AIFM”) and Depositary to manage and oversee the operations of the investment vehicle. The Board of the Company retains responsibility for strategy, operations and compliance and the Directors retain a fiduciary duty to shareholders.

## Alternative performance measures

A glossary of alternative performance measures can be found on pages 75 and 76.

## Association of Investment Companies (“AIC”)

The Company is a member of the AIC which is the trade body for investment companies and represents the industry in relation to various matters which impact the regulation of such entities. The Company is in the AIC Europe Sector.

## Benchmark

An index against which performance is compared. For the Company this is the FTSE World Europe (ex UK) Index.

## Custodian

The Custodian is responsible for ensuring the safe custody of the Company’s assets and that all transactions in the underlying holdings are transacted in an accurate and timely manner.

## Depositary

As an AIF the Company is required to appoint a Depositary which has responsibility for overseeing the operations of the Company including safekeeping, cash monitoring and verification of ownership and valuation of the underlying holdings and is responsible for the appointment of a Custodian. The Depositary is strictly liable for the loss of any investments or other assets in its custody unless it has notified that it has discharged its liability in certain markets. The Depositary has confirmed that it has not discharged liability in relation to any of the Company’s assets.

## Derivative

A contract between two or more parties in relation to an underlying security. The value of a derivative will fluctuate in accordance with the value of the security and is a form of gearing as the fluctuations in value are usually greater than the fluctuations in the underlying security’s value. Examples of derivatives are put and call options, swap contracts, futures and contracts for difference. Foreign exchange, interest rates and commodities may also be traded using derivative contracts.

## Dividend dates

When declared or recommended, each dividend will have three key dates applied to it. The payment date is the date on which shareholders will receive their dividend, either by BACS transfer or by receipt of a dividend cheque. The record date applied to the dividend is used as a cut-off for the Company’s Registrar to know which shareholders should be paid a dividend. Only shareholders on the register of members at the close of business on the record date will receive the dividend. The ex-dividend date is the business day before the record date and is the date upon which the Company’s NAV and share price will be disclosed ex-dividend.

## Investment trusts

Investment trusts are public limited companies, listed on the London Stock Exchange, which provide shareholders with a professionally managed portfolio of investments. Investment trusts are exempt from tax on the capital gains arising on their investments subject to meeting certain criteria. Income, net of expenses and tax, is substantially distributed to shareholders. Investment trusts are also known as investment companies, although the tax legislation retains the reference to investment trusts.

## Liquidity

In the context of the liquidity of shares in the stock market, this refers to the availability of buyers in the market for the share in question. Where the market in a particular share is described as liquid, that share will be in demand and holders wishing to sell their shares should find ready buyers. Conversely, where the market in a share is illiquid the difficulty of finding a buyer will tend to depress the price that might be negotiated for a sale.

## Market capitalisation

The market value of a company, calculated by multiplying the mid-market price per share by the number of shares in issue.

## Treasury shares

Shares repurchased by the Company but not cancelled.

# Alternative performance measures (unaudited)

The Company uses the following Alternative Performance Measures (“APMs”) throughout the Annual Report, Financial Statements and Notes to the Financial Statements. The APMs are reconciled to the Financial Statements through the narrative below. The Board believes that each of the APMs, which are typically used within the investment trust sector, provide additional useful information to shareholders to help assess the Company’s performance against its peer group.

## Discount or premium

The amount by which the market price per share of an investment trust is either higher (premium) or lower (discount) than the NAV per share, expressed as a percentage of the NAV per share.

	NAV per share Pence	Share price Pence	(Discount)/premium to NAV %
<b>At 31 July 2021</b>	<b>1,674.3</b>	<b>1,525.0</b>	<b>(8.9)</b>
At 31 July 2020	1,393.2	1,235.0	(11.4)

## Gearing/(net cash)

Gearing means borrowing money to buy assets with the expectation that the return on investments bought will exceed the interest cost of the borrowings. The gearing percentage reflects the amount of borrowings the Company has used to invest in the market. If the amount calculated is negative, this is a “net cash” position and no gearing. The Company’s gearing is calculated as follows:

		2021	2020
Investments held at fair value through profit or loss (page 58) (£’000)	(A)	344,803	304,724
Net assets (page 58) (£’000)	(B)	354,710	295,153
(Net Cash)/Gearing ( $C = A / B - 1 \times 100$ (%))	(C)	(2.8)	3.2

## NAV per ordinary share

The value of the Company’s assets (i.e. investments (see Note 11) and cash held (see Statement of Financial Position)) less any liabilities (i.e. bank borrowings (see Note 13)) for which the Company is responsible divided by the number of shares in issue (see Note 16). The aggregate NAV is also referred to as total shareholders’ funds in the Statement of Financial Position. The NAV per share is published daily and the year end NAV can be found on page 1 and further information is available on page 66 in Note 14 within the Notes to the Financial Statements.

## Ongoing charges

The ongoing charges ratio has been calculated in accordance with guidance issued by the AIC as the total investment management fee and other administrative expenses and expressed as a percentage of the average net asset values throughout the year.

	2021 £’000	2020 £’000
Management fee (Note 5)	2,148	1,785
Other administrative expenses (Note 6)	467	482
Less: non-recurring expenses	(53)	(63)
<b>Ongoing charges</b>	<b>2,562</b>	<b>2,204</b>
<b>Average net assets<sup>1</sup></b>	<b>328,866</b>	<b>273,714</b>
<b>Ongoing charges ratio (%)</b>	<b>0.78</b>	<b>0.81</b>

<sup>1</sup> Calculated using the average daily net asset value

The ongoing charges calculated above are different from ongoing costs provided in the Company’s Key Information Document (“KID”) which are calculated in line with the PRIIPs regulations. The ongoing costs in the KID include finance costs and look through to costs incurred by other investment trusts and funds the Company invests in.

# Alternative performance measures (unaudited)

(continued)

## Revenue earnings per share

The revenue earnings per share is the revenue return for the year (see Income Statement) divided by the weighted average number of ordinary shares in issue during the year (see Note 9 on page 64).

## Total return

The return on the share price or NAV taking into account both the rise and fall of NAV/share price and dividends paid to shareholders. Any dividends received by a shareholder are assumed to have been reinvested in either additional shares (for share price total return) or the Company's assets (for NAV total return). Dividends paid and payable are set out in Note 10 on page 64.

	NAV	Share price
NAV/Share price per share at 31 July 2020 (pence)	1,393.2	1,235.0
NAV/Share price per share at 31 July 2021 (pence)	1,674.3	1,525.0
Change in the year (%)	20.2	23.5
Impact of dividends reinvested (%)	1.7	1.9
<b>Total return for the year (%)</b>	<b>22.3</b>	<b>25.8</b>

## Dividend yield

The yield is the annual dividend expressed as a percentage of the year end share price.

		31 July 2021	31 July 2020
Annual dividend (pence)	(A)	25.0	25.0
Share price (pence)	(B)	1,525.0	1,235.0
Yield (C=A/B) (%)	(C)	1.6%	2.0%



# General shareholder information

## Alternative Investment Fund Managers Directive (“AIFMD”) Disclosures

In accordance with the AIFMD, information in relation to the Company’s leverage and remuneration of Henderson Investment Funds Limited, as the Company’s Alternative Investment Fund Manager (“AIFM”) is required to be made available to investors. These disclosures, including those on the AIFM’s remuneration policy, are contained in a separate document called “AIFMD Disclosure” which can be found on the Company’s website [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com).

## BACS

Dividends can be paid to shareholders by means of BACS (Bankers’ Automated Clearing Services); mandate forms for this purpose are available from the Registrar. Alternatively, shareholders can write to the Registrar (the address is given on page 79) to give their instructions; these must include the bank account number, the bank account title and the sort code of the bank to which payments are to be made.

## Common Reporting Standard

Tax legislation under The Organisation for Economic Co-operation and Development Common Reporting Standard for Automatic Exchange of Financial Account Information which requires the Company to provide personal information to HMRC on certain investors who purchase shares in investment trusts. This information has to be provided annually to the local tax authority of the tax residencies of a number of non-UK based certificated shareholders and corporate entities.

## Equality Act

Copies of this report and other documents issued by the Company are available from the Corporate Secretary. If needed, copies can be made available in a variety of formats, including Braille or larger type as appropriate.

You can contact the Registrar, which has installed textphones to allow speech and hearing impaired people who have their own textphone to contact them directly, without the need for an intermediate operator by dialling 0370 702 0005. Specially trained operators are available during normal business hours to answer queries via this service.

Alternatively, if you prefer to go through a “typetalk” operator (provided by the Royal National Institute for Deaf People) dial 180015 followed by the number you wish to dial.

## Foreign Account Tax Compliance (“FATCA”)

FATCA is a United States federal law whose intent is to enforce the requirement for United States persons (including those living outside the USA) to file yearly reports on their non-USA financial accounts. Investment trusts need to monitor each year the trading volume and frequency of their shares and securities to assess whether they have financial accounts. The Company makes an annual assessment, before the FATCA return is due, to determine if the shares represent financial accounts and, where they do, identify and report USA reportable accounts to HMRC, as required.

## General Data Protection Regulation

A privacy statement can be found on the website [www.janushenderson.com](http://www.janushenderson.com).

## ISA

The Company intends to continue to manage its affairs in order to qualify as an eligible investment for a stocks and shares ISA.

## Non-mainstream pooled investments (“NMPI”) status

The Company currently conducts its affairs so that its ordinary shares of 5p each can be recommended by IFAs to ordinary retail investors in accordance with the FCA’s rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The shares are excluded from the FCA’s restrictions which apply to non-mainstream investment products because they are shares in an investment trust.

## Packaged Retail and Insurance-based Investment Products (“PRIIPs”) Regulation/Key Information Document (“KID”)

Investors should be aware that the PRIIPs Regulation requires the Manager, as the PRIIP manufacturer, to prepare a key information document in respect of the Company. This KID must be made available by the Manager to retail investors prior to them making any investment decision and is available on the Company’s website. The Company is not responsible for the information contained in the KID and investors should note that the procedures for calculating the risks, costs and potential returns are prescribed by legislation. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.



# General shareholder information (continued)

## Performance details/share price information

Details of the Company's share price and NAV per share can be found on the website. The address is **[www.hendersoneurotrust.com](http://www.hendersoneurotrust.com)**. The Company's NAV is published daily.

The market price of the Company's ordinary shares is published daily in The Financial Times. The Financial Times also shows figures for the estimated NAV per share and the discount.

The market price of the Company's shares can also be found in the London Stock Exchange Daily Official List.

## Shareholder details

Shareholders who hold their shares in certificated form can check their shareholding with the Registrar via **[www.computershare.com](http://www.computershare.com)**.

Please note that to gain access to your details on the Computershare site you will need the holder reference number shown on your share certificate.

## Warning to shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas based "brokers" who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

Please note that it is very unlikely that either the Company or the Company's Registrar, Computershare Investor Services PLC, would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment "advice".

If you are in any doubt about the veracity of an unsolicited phone call, please call the Corporate Secretary at the number provided on page 79.

# Corporate information

## Registered office

201 Bishopsgate  
London EC2M 3AE  
Telephone: 020 7818 1818

## Service providers

Alternative Investment Fund Manager  
Henderson Investment Funds Limited  
201 Bishopsgate  
London EC2M 3AE

Corporate Secretary  
Henderson Secretarial Services Limited  
201 Bishopsgate  
London EC2M 3AE  
Telephone: 020 7818 1818  
Email: support@janushenderson.com

Registrar  
Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ  
Telephone: 0370 707 1034  
Email: web.enquiries@computershare.co.uk

Depository and Custodian  
HSBC Bank plc  
8 Canada Square  
London E14 5HQ

Broker  
J. P. Morgan Cazenove  
25 Bank Street  
Canary Wharf  
London E14 5JP

## Independent Auditor

BDO LLP  
55 Baker Street  
London W1U 7EU

## Financial calendar

Annual results	announced October 2021
Ex-dividend date	21 October 2021
Dividend record date	22 October 2021
Annual General Meeting	17 November 2021
Final dividend payable on	24 November 2021
Half-year results	March 2022
Interim dividend payable	April 2022

## Information sources

For more information about Henderson EuroTrust plc, visit the website at [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com).

To receive regular insights on investment trusts from the Manager, visit: <https://www.janushenderson.com/en-gb/investor/subscriptions/>



Follow Janus Henderson Investment Trusts LinkedIn – Janus Henderson Investment Trusts, UK.

## Investing

Shares can be purchased in the market via a stockbroker or through share dealing platforms. They can also be held through share plans, ISAs or pensions and links to various providers are included on the website.

Potential investors are reminded that the value of investments and the income from them may go down as well as up and investors may not receive the full amount invested. Tax benefits may vary as a result of statutory changes and their value will depend on individual circumstances.

## Nominee share code

Where notification has been provided in advance, the Company will arrange for copies of shareholder communications to be provided to the operators of nominee accounts. Nominee investors may attend General Meetings and speak at them when invited to do so by the Chairman.

Henderson EuroTrust plc  
Registered as an investment company in England and Wales with  
registration number 2718241.  
Registered office: 201 Bishopsgate, London EC2M 3AE.

SEDOL/ISIN number: Ordinary Shares: 0419929/GB0004199294  
London Stock Exchange (TIDM) Code: HNE  
Global Intermediary Identification Number (GIIN): P560WP.99999.SL.826  
Legal Entity Identifier (LEI): 213800DAFFNXRBWOEF12

Telephone: **0800 832 832**  
Email: **support@janushenderson.com**

**www.hendersoneurotrust.com**

MANAGED BY  
**Janus Henderson**  
INVESTORS

**aic**  
The Association of  
Investment Companies



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