

**This document is important and requires your immediate attention. If you are in any doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.**

**If you have sold or transferred all of your shares in any of the sub-funds of Janus Henderson Capital Funds plc (the “Company”), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.**

**Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 30 June 2021, as may be amended or supplemented from time to time (the “Prospectus”). Copies of the Prospectus are available upon request during normal business hours from the registered office of the Company or from the local representative of the Company in each jurisdiction in which the sub-funds of the Company are registered for public distribution.**

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

2 September 2021

**Re: Amendment to the Constitution of the Company (the “Constitution”)**

Dear Shareholder,

The purpose of this circular is to inform you of the proposed changes to the Constitution to provide the Company with the flexibility to permit a proposed new class of shares (“**Class T Shares**”) to automatically convert to a different class of shares (“**Class A Shares**”) on the expiration of a certain period of time.

### **Changes to the Constitution**

It is proposed to amend the Constitution permit Class T Shares of a sub-fund to automatically convert to Class A Shares of the same sub-fund within one month of the third anniversary of the issuance of the Class T Shares (the “**Holding Period**”).

This proposed amendment set outs: (i) that the Company shall be entitled to convert any Class T Shares in any sub-fund into the equivalent Class A Shares of that sub-fund at the end of the Holding Period; (ii) the formula by which the number of Class A Shares to be issued in place of Class T Shares will be calculated; and (iii) the formula by which the Holding Period will be calculated.

### **Janus Henderson Capital Fund PLC**

10 Earlsfort Terrace, Dublin 2, Ireland  
T +353 1 920 1000  
W [janushenderson.com](http://janushenderson.com)

We are seeking your approval of the adoption of the amended Constitution at the Company's annual general meeting to be held on 24 September 2021. A copy of the amended Constitution shall be available on demand from the Company and may be found on the "Notices" section of [www.janushenderson.com](http://www.janushenderson.com). The proposed amendments to the Constitution require the approval of Shareholders by way of a special resolution. This means that at least 75% of the Shareholders present and voting in person or by proxy must vote in favour of the resolution. The quorum for the meeting is two Shareholders present (in person or by proxy).

### **Rationale for amending the Constitution**

Janus Henderson continues to develop the Company for growth opportunities by providing locally relevant solutions to clients accessing the investment strategies offered. The ability to issue a class of share with characteristics described herein is the investor expectation in a number of the distribution markets in which we are seeking to grow our presence.

### **Impact on Shareholders**

The above change will not result in any change for shareholders, the classes of share currently offered are unaltered by the provision for a further class of shares.

Subject to Shareholder approval being obtained, the change to the Constitution will be effective on 24 September or such later date as shall be notified in advance to Shareholders.

### **Recommendation**

The Directors recommend that you vote in favour of the proposed amendments.

### **Additional Information**

For Swiss investors, FIRST INDEPENDENT FUND SERVICES LTD., Klausstrasse 33, 8008 Zurich is the Swiss representative of the Company. The Paying Agent in Switzerland is Banque Cantonale de Genève, 17, quai de l'Île, 1204 Geneva, Switzerland. The Extract Prospectus, the Swiss key investor information documents, the Company's Articles as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.

For German investors, State Street Bank International GmbH, Solmsstraße 83, 60486 Frankfurt am Main is the Information Agent, where the relevant prospectuses and key investor information, the Articles of Association and the annual and semi-annual reports are available free of charge.

For Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique is the intermediary in charge of the financial service in Belgium. The KIID (in English and French), the Prospectus, the Articles of association and the annual audited accounts and report (in English) of the Company can be obtained free of charge at the registered seat of the Company, and the intermediary

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in charge of the financial service in Belgium.

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

Yours sincerely,



Director  
**Janus Henderson Capital Funds plc**

Enclosures: - Notice of Meeting; and  
- Form of Proxy



## Janus Henderson Capital Fund PLC

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

**JANUS HENDERSON CAPITAL FUNDS PLC**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “Company”)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting (“AGM”) of the Company will be held at 11.00 am (Irish time) on Friday, 24 September 2021 at Arthur Cox, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland, or in the event that it is not possible to convene a physical meeting due to COVID-19 related restrictions, the AGM shall be deemed to be held at the address of the chair of the AGM at the time indicated above, for the following purposes:

**ORDINARY BUSINESS**

1. To receive and consider the reports of the directors and of the auditors and the accounts of the Company for the year ended 31 December 2020 and to review the Company’s affairs.
2. To approve the re-appointment of the auditors.
3. To authorise the directors to fix the remuneration of the auditors.

**SPECIAL BUSINESS:**

1. To consider and, if thought fit, pass the following as a special resolution of the shareholders of the Company:

“**RESOLVED** that the constitution of the Company in the form presented to the annual general meeting of the Company held on 24 September 2021 be and is hereby adopted as the constitution of the Company in place of the existing constitution of the Company, subject to and in accordance with the requirements of the Central Bank of Ireland.

BY ORDER OF THE BOARD

Signed: `



\_\_\_\_\_  
For and on behalf of  
Bradwell Limited

Dated: 2 September 2021

Registered Office: 10 Earlsfort Terrace  
Dublin 2  
D02 T380  
Ireland

*(Do not return your Form of Proxy to this address. You should return your Form of Proxy to the address specified in the Form of Proxy within the time frames specified therein.)*

## **Measures to reduce COVID-19 transmission at the Annual General Meeting (“AGM”)**

We consider the health of Shareholders, attendees at the AGM and the staff of its service providers a top priority. Shareholders are strongly encouraged to appoint a proxy to vote at the AGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the AGMs may present a risk to themselves and others. Insofar as practicable, the AGM will be held in accordance with the guidance of the Health Service Executive (the Irish public health authority), meaning:

- the AGM will be as brief as possible;
- personal attendance is not recommended and Shareholders are encouraged to appoint proxies to vote on their behalf;
- refreshments will not be provided; and
- in the event that it is not possible to convene a physical meeting due to COVID-19 related restrictions, a dial-in telephone conference facility will be provided on the Company’s website on or before 17 September 2021, in which event the AGM shall be deemed to be held at the address of the chair of the AGM at the time indicated above.

### **NOTE:**

Every shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a shareholder of the Company. Shareholders may return a signed copy of the proxy form, either by post to Janus Henderson Capital Funds plc, c/o Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom or by fax to +44 (207) 184 9294 or for Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique, as intermediary in charge of the financial service in Belgium, to arrive no later than 48 hours before the time of the meeting. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the AGM.

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