

JANUS HENDERSON CAPITAL FUNDS PLC

10 Earlsfort Terrace

Dublin 2

Ireland

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 16 April 2020, 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.

23 April 2020

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 appoint a UCITS management company (a “**ManCo**”) to assist with the management of the Company’s affairs.

Changes to the Constitution

It is proposed to amend the Constitution to allow the Company to appoint a ManCo to assist the Company with the management of its affairs and to allow the Company to convert from a self-managed investment company to an externally managed investment company in the future. In addition it is proposed to separate the transfer agency function from the administration services provided by the Administrator and appoint a transfer agent to process subscriptions and redemptions and to assist with investor servicing.

We are seeking your approval of the adoption of the amended Constitution. A copy of the amended Constitution shall be available on demand from the Company and may be found on the “Notices” section and/or the dedicated Fund page of Janus Capital International Limited’s website, www.janushenderson.com. The changes made reflect the proposal to appoint a ManCo and transfer agent into the fund structure of the Company. Once this resolution is approved, it will be necessary to amend the Prospectus and the Company’s agreements with its service providers and Shareholders will be notified in advance of the relevant changes.

*Directors: Mr Ian Dyble (UK); Mr. Carl O’Sullivan;
Mr. Peter Sandys; Mr Alistair Sayer (UK)
An umbrella fund with segregated liability between sub-funds
Registered No. 296610; Registered Address: as above*

Rationale for amending the Constitution

The rationale for appointing a ManCo is in response to various regulatory changes that will impact the Company particularly in relation to the oversight of various services being provided to the Company as the Company continues to grow. It is proposed to appoint Henderson Management, S.A. (“HMSA”) as the ManCo to the Company which is currently self-managed with effect from 1 June 2020 or such later date as may be notified in advance to Shareholders. We believe HMSA is ideally suited to undertake the role of ManCo to the Company due to its experience acting in a similar role for many years to the two Janus Henderson UCITS SICAV funds which are similarly distributed across Europe, Asia and Latin America. While HMSA will be responsible for the investment management, administration and distribution of the Company, there will be no change in the investment management teams currently managing the Funds as a result of its appointment

If appointed, the Company will pay a fee to HMSA for its services of up to 0.025% per annum of the NAV of the Company. While there will be an increase in the fees associated with the management of the Company as a result of the introduction of the fee payable to HMSA, the fee payable to HMSA will be offset against various cost savings that are being implemented for the Company, details of which will be outlined in further communications to Shareholders. Other than the introduction of the fee payable to HMSA, there are no other effects on Shareholders as a result of the appointment of HMSA to the Company.

The costs associated with the proposed changes set out in this document shall be borne by the Janus Henderson Group.

Notice of Extraordinary General Meeting (“EGM”) to consider and vote on the change to the Constitution of the Company

In order to obtain Shareholder approval for this change, the Directors have decided to convene an EGM of the Company at which a special resolution to approve the change of the Constitution will be proposed. You will find enclosed a notice of EGM which will be held at the offices of Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland on 18 May 2020 at the time indicated on the notice of EGM. In the event that it is not possible to convene a physical meeting due to Covid-19 related issues, a dial-in telephone conference facility will be provided on the “Notices” section and/or the dedicated Fund page of Janus Capital International Limited’s website, www.janushenderson.com on 11 May 2020 in which event the EGM shall be deemed to be held at the address of the chair of the EGM at the time indicated on the notice of EGM.

The amendment to the Constitution requires the approval of Shareholders by way of a special resolution. This means that over 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). If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for one week at the same time and place or to such other day, time and place as the Directors may determine.

Subject to Shareholder approval being obtained, the change to the Constitution will be effective on 18 May 2020 or such later date as shall be notified in advance to Shareholders (the “**Effective Date**”).

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

Measures to reduce Covid-19 transmission at the EGM

We consider the health of Shareholders, attendees at the EGM and the staff of the Company’s service providers a top priority. **Shareholders are strongly encouraged to appoint a proxy to vote at the**

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EGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the EGM may present a risk to themselves and others. Insofar as practicable, the EGM will be held in accordance with the guidance of the Health Service Executive (the Irish public health authority), meaning:

- (a) the EGM will be as brief as possible;
- (b) personal attendance is not recommended and Shareholders are encouraged to appoint proxies to vote on their behalf;
- (c) refreshments will not be provided; and
- (d) in the event that a change of venue is necessitated, this will be communicated the “Notices” section and/or the dedicated Fund page of Janus Capital International Limited’s website, www.janushenderson.com to all Shareholders as far in advance of the EGM as practicable.

Casting your Vote/Proxy Form

The form of proxy accompanying the notice of the EGM enclosed with this letter should be completed and returned in accordance with the instructions thereon, so as to be received by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 as soon as possible and in any event, not later than 48 hours before the time fixed for the holding of the EGM. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM.

Redemption of Shares

Subject to the Shareholders passing the resolution approving the proposed amended Constitution at the EGM, Shareholders who do not wish to remain invested in the Company will have the opportunity to redeem some or all of their Shares on any Dealing Day prior to the EGM and at any time after the EGM and before the Effective Date in accordance with the terms of the Prospectus.

Recommendation

The Directors consider the proposed changes to Constitution to be in the best interests of the Shareholders as a whole. The Directors recommend that you vote in favour of the proposed amendments.

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,



23/04/2020

Director

Janus Henderson Capital Funds plc

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (“EGM”) of the Company will be held at 10am (Irish time) on 18 May 2020 at Arthur Cox, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland to consider and, if thought fit, pass the resolution set out below as a special resolution. Also enclosed is a proxy appointment form in order for you to cast your vote on the matters to be voted on at the EGM. Only those Shareholders registered as shareholders of the Fund as of the date of this notice shall have the right to participate and vote in the EGM.

SPECIAL RESOLUTION

“THAT the Constitution of the Company be and are hereby adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company”.

BY ORDER OF THE BOARD

Signed: 

For and on behalf of
Bradwell Limited

Dated: 23/04/2020

Registered Office: 10 Earlsfort Terrace
Dublin 2
D02 T380
Ireland

(Do not return your Form of Proxy to this address. You should return your Form of Proxy by email or fax as specified in the Form of Proxy within the time frames specified therein.)

NOTE:

Every Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a shareholder of the Company. Shareholders may return a signed copy of the proxy form, either by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 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 EGM.

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EXTRAORDINARY GENERAL MEETING FORM OF PROXY

Please list
your
shareholder
name and
address here



I/We _____

of _____

being a holder of _____ share(s) in the Company and entitled to vote, hereby appoint any one of Kevin Murphy, Sarah O’Sullivan, Ronan Donohoe, or failing them _____ or failing him/her _____ or failing him/her the Chairman of the meeting (delete as applicable) as our proxy to vote for us on our behalf, including, in the absence of any directors of the Company choosing a shareholder present, including himself or herself, to be Chairman of the EGM, at the EGM to be held at 10am (Irish time) on 18 May 2020 and at any adjournment thereof.

Please sign
and date
here



Signed _____

Name in block capitals _____

Dated this _____ day of _____ 2020

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
1.	THAT the Constitution of the Company be and are hereby adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company			

If you wish this form to be used *in favour of any Resolution*, please mark “X” in the box above under the heading “For”. If you wish this form to be used *to abstain from any Resolution*, please mark “X” in the box above under the heading “Abstain”. If you wish this form to be used *against any Resolution*, please mark “X” in the box above under the heading “Against”. Otherwise, the Proxy will vote as he or she thinks fit.

NOTES:

1. Unless otherwise instructed, the proxy will vote as he or she thinks fit.
2. This instrument of proxy, to be valid, must be sent to arrive, not later than 48 hours before the time fixed for the meeting.
3. In the case of a corporate shareholder, this instrument may be either under its common seal or under the hand of an officer or attorney authorised in that behalf.
4. For omnibus/nominee shareholders, who without going to underlying investors do not have the authority to vote, please indicate how you wish your proxy/representative to vote by inserting the aggregate number of underlying investor votes “for” and/or “against” in the relevant box.
5. If you wish to appoint a proxy other than the Chairman of the meeting, please insert his/her name and address and delete “the Chairman of the meeting”.
6. If this instrument is signed and returned without any indication of how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes and whether or not he/she abstains from voting.
7. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority should be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
8. Any alterations made to this form must be initialled.
9. Shareholders may return a signed copy of the proxy form, by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 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 EGM.