

# 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 dated 16 April 2020. 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.**

3 June 2020

**RE: Notification of changes to the Prospectus**

Dear Shareholder,

## **INTRODUCTION**

The Company is authorised by the Central Bank as an open-ended investment company with variable capital incorporated under the laws of Ireland as a public limited company pursuant to the Companies Act 2014 and the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) (the “**Regulations**”). The Company is organised as an umbrella fund with segregated liability between sub-funds.

The purpose of this letter is to notify you of a proposal to:

- 1 -3** appoint a new depositary, administrator and transfer agent to the Company in place of the existing service providers;
- 4** change the fee structure of the Company to reflect the payment of management fees to the Company’s proposed management company, Henderson Management, S.A. (“**HMSA**”);
- 5** change the naming convention of the Classes of Shares in the Funds;
- 6** reclassify Class U Shares;
- 7** change the name of Janus Henderson Global Technology Fund;
- 8** change of distribution payment date; and
- 9** change the subscription settlement period for individual investors.

*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*

## 1. CHANGE OF DEPOSITARY

The Board of Directors of the Company (the “**Board**”) has informed the depositary of the Company, Citi Depositary Services Ireland DAC, (the “**Current Depositary**”) that it is terminating its appointment as depositary for commercial reasons. As a result, it is proposed that the Current Depositary be replaced with J.P. Morgan Bank (Ireland) plc (the “**New Depositary**”).

## 2. CHANGE OF ADMINISTRATOR

The Board has been informed by the administrator of the Company, Citibank Europe plc (the “**Current Administrator**”), that it is resigning as administrator for commercial reasons. As a result, it is proposed that the Current Administrator be replaced with J.P. Morgan Administration Services (Ireland) Limited (the “**New Administrator**”). It is proposed that, upon its appointment as the Company’s management company, HMSA will appoint the New Administrator.

## 3. CHANGE OF TRANSFER AGENT

In conjunction with the appointment of the New Administrator, it is proposed to appoint International Financial Data Services (Ireland) Limited as the transfer agent for the Company (the “**Transfer Agent**”) with responsibility for the processing of all shareholder transactions with the Company, including subscriptions and redemptions. It is proposed that, upon its appointment as the Company’s management company, HMSA will appoint the Transfer Agent.

Comprehensive details of the arrangements with the Transfer Agent, including how you can interact with them and revised bank account details are available at [www.janushenderson.com](http://www.janushenderson.com) or upon request from your usual Janus Henderson contact.

## 4. CHANGE OF FEE STRUCTURE

As notified to Shareholders by way of circular dated 23 April 2020 convening an extraordinary general meeting of the Company (the “**EGM**”), the Company intends, to appoint HMSA as the management company of the Company. As set out in the circular, the appointment of HMSA will result in a management fee being introduced in respect of each of the Funds.

The fees payable to the New Depositary, the New Administrator and the Transfer Agent do not reflect an increase on the fees for the time being payable to the Current Depositary and Current Administrator.

## 5. CHANGES IN NAMING CONVENTION OF CLASSES OF SHARES

It is proposed to change the naming convention of the Classes of Shares of the Funds in the manner set out below. The new name of each Class of Shares offered by the Company will enable Shareholders to identify the distribution policy, distribution frequency, hedging policy and currency of a Class by reference to the following sub-classifications:

Share Class	Distribution Policy*	Distribution Frequency	Hedged***	Share Class Currency
Class A	Series 1	Annual: **	Hedged – H	US Dollar (USD)
Class B	Series 2			Euro (EUR)
Class E	Series 3	Bi- s	Portfolio	Pound Sterling (GBP)
Class G	Series 4	annual:	Hedged - PH	Hong Kong Dollar (HKD)
Class H	Series 5			Japanese Yen (JPY)
Class I		Quarterly: q		Australian Dollar (AUD)
Class S				Swiss Franc (CHF)
Class V				Canadian Dollar (CAD)
Class Y		Monthly: m		Renminbi (CNH)
Class Z				Swedish Kronor (SEK)
				New Zealand Dollar (NZD)
				Singapore Dollar (SGD)
				Norwegian Krone (NOK)

\*The five series and their corresponding distribution policies are as follows:

<b><u>Series 1</u></b>	The distribution policy is to distribute substantially all of the investment income for the relevant accounting period after the deduction of fees, charges and expenses. Distributions will not include realised and unrealised capital gains.
<b><u>Series 2</u></b>	These are the accumulating share classes. All net income and net realised capital gains will not be distributed and will be reflected in the net asset value per Share.
<b><u>Series 3</u></b>	The distribution policy is to distribute substantially all of the investment income for the relevant accounting period before the deduction of fees, charges and expenses.
<b><u>Series 4</u></b>	The distribution policy is to distribute substantially all of the investment income over the relevant accounting period and potentially a portion of capital before the deduction of fees, charges and expenses. To allow more investment income to be distributed, series 4 Share Classes will deduct fees, charges and expenses from capital and distributions may also include realised and unrealised capital gains and original capital invested.
<b><u>Series 5</u></b>	The distribution policy is to distribute substantially all of the investment income over the relevant accounting period and potentially a portion of capital before the deduction of fees, charges and expenses. To allow more investment income to be distributed, series 5 Share Classes will deduct fees, charges and expenses from capital and distributions may also include realised and unrealised capital gains and original capital invested.

\*\*Annually distributing share classes are identifiable by the absence of the distribution frequency sub-classification/series.

\*\*\*Unhedged share classes are identifiable by the absence of the hedging policy sub-classification/series.

As an example of the impact of this change:

*Current*

Janus Henderson Example Fund Class A€acc

*New*

Janus Henderson Example Fund Class A2 EUR

A mapping table confirming each new share class name is available at [www.janushenderson.com](http://www.janushenderson.com) or upon request from your usual Janus Henderson contact.

## **6. RECLASSIFICATION OF CLASS U SHARES**

It is proposed that Class U Shares be reclassified as Class H Shares, except for Absolute Return Income Fund, Absolute Return Income Fund (EUR), Absolute Return Income Opportunities Fund, Intech European Core Fund and Intech US Core Fund. Other than this reclassification and the changes to the naming convention set out in section 5. above, there are no changes to the characteristics of the currently available Class U Shares being reclassified as Class H Shares. Investors in Class U Shares being reclassified as Class G shares will retain their existing rights and not be subject to the Class G Shares investment minimums otherwise applicable.

These changes are also shown in the mapping table available at [www.janushenderson.com](http://www.janushenderson.com) or upon request from your usual Janus Henderson contact.

## **7. CHANGE OF NAME OF JANUS HENDERSON GLOBAL TECHNOLOGY FUND**

It is proposed, subject to the approval of the Central Bank, to change the name of Janus Henderson Global Technology Fund to Janus Henderson Global Technology and Innovation Fund to better differentiate this fund from other similarly named funds managed by Janus Henderson Investors.

## **8. CHANGE OF DISTRIBUTION PAYMENT DATE**

It is proposed that the settlement date for payment of distribution proceeds be increased from ex-dividend date + 3 days to ex-dividend date + 5 days. A dividend calendar will be made available at [www.janushenderson.com](http://www.janushenderson.com) or upon request from the Transfer Agent, post migration.

## **9. CHANGE OF SETTLEMENT PERIOD FOR INDIVIDUAL INVESTORS**

It is proposed that the settlement period for proceeds due from individual investors for initial and subsequent subscriptions (i.e. the deadline by which such proceeds must be received by the Administrator) be increased from 3.30pm (Irish time) on T to 3.30pm (Irish time) on T+3.

## **EFFECTIVE DATE OF THE CHANGES**

The change set out herein will be reflected in the prospectus that is to be issued on 6 July 2020 or such later date as shall be notified to Shareholders (the “**Effective Date**”).

## **IMPACT OF THE CHANGES**

On the Effective Date, the Current Depositary’s termination will coincide with the appointment of the New Depositary.

Following the Effective Date, the custody and safekeeping arrangements applicable to the Company, all of the securities accounts, associated services and sub-delegation arrangements will be provided by the New Depositary.

Any personal data and other data concerning you and the services provided to you will be held by the Transfer Agent, the New Depositary and/or the New Administrator and/or, as applicable.

HMSA will be appointed on the Effective Date. The fees payable to HMSA as management company will become payable from the Effective Date. It is also proposed that the New Administrator and the Transfer Agent will be appointed in respect of the Company on the Effective Date and that their appointments will coincide with the resignation of the Current Administrator.

The costs relating to the changes set out herein shall be borne by the Janus Henderson Group.

No further action will be required by you to implement the changes.

If you are in any doubt as to your own tax position in relation to the changes, you should consult your own tax advisors regarding the changes with respect to your own situation.

#### **ADDITIONAL INFORMATION**

For additional resources detailing the proposed changes, including new bank account details, contact details, FAQs and mapping tables of name changes please refer to [www.janushenderson.com](http://www.janushenderson.com).

Should you have any questions relating to these matters, you should contact your usual Janus Henderson contact or alternatively your investment consultant, tax adviser and/or legal adviser as appropriate.

Yours sincerely,



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Director  
for and on behalf of  
**Janus Henderson Capital Funds plc**