

Conflicts of Interest Policy Summary

November 17, 2021

As a global asset manager, Janus Henderson Investors (“Janus Henderson”) has a duty to act in the best interest of clients. Nonetheless, there may be circumstances where Janus Henderson and its employees have personal, professional or financial relationships or interests which conflict with that duty. Janus Henderson has therefore established an Ethics & Conflicts Committee (“ECC”) and adopted a Conflicts of Interest Policy (the “Policy”) to ensure that all appropriate steps are taken to identify, and eliminate or manage, any perceived, potential or actual conflicts of interest across the organisation that may adversely affect its clients.

The Policy sets forth certain basic principles and processes relating to conflicts of interest that will be applied by Janus Henderson, its subsidiaries, its affiliates, and its employees. The Policy is supported and supplemented by a number of additional policies and procedures which address more specific conflicts of interest issues, including the Personal Code of Ethics, the Global Inducements Policy, the Best Execution Policy, and the Trade Execution and Allocation Policy.

Identification of conflicts

Under the Policy, employees are required to identify and disclose any conflicts of interest which might reasonably be expected to adversely affect Janus Henderson clients. These conflicts of interest may be disclosed through questionnaires, certifications, preapproval forms or other ad hoc communications. In identifying conflicts, employees are directed to consider, among other things, whether the Company or an employee:

- is likely to incur financial gain, or avoid financial loss, at the client’s expense;
- has an interest in the outcome of a service or transaction provided on the client’s behalf, which is distinct from the client’s interest in that outcome;
- has a financial or other incentive that favours the interest of one client over another;
- carries on similar business to that of the client; or
- receives or will receive, from someone other than the client, an inducement for a service provided to the client other than the standard commission or fee for that service.

Types and sources of conflicts

Compliance captures all personal conflicts related to employees’ affiliations, relationships and investments in a conflict of interest register (the “Register”) and all organisational conflicts in a conflicts of interest matrix (the “Matrix”). The Register and Matrix list the conflict and summarise the key controls in place to address it. The Register and Matrix are updated on an ongoing basis by Compliance and reviewed on a periodic basis by Compliance, the ECC and any committee with oversight over the business unit or activity in which the conflict arises.

Although the Register and Matrix are confidential and for internal use only, below are examples of conflicts of interest that typically exist in the asset management business and may be managed through a range of measures as discussed further in the following section:

- The asset manager may have proprietary investments in certain accounts or may receive greater fees from certain accounts which may cause them to favour those accounts over others in trade execution, trade allocation, trade aggregation, limited offering allocation and cross-trading (collectively, “side-by-side matters”).
- The asset manager may receive fees from its proprietary funds or accounts or from its affiliates which may cause it to direct investments to those accounts or investments and services to those affiliates.
- The asset manager may hold securities long in one account and short in another account.
- The asset manager may be restricted from participating in certain transactions due to its possession of material non-public information, aggregated holdings limits or other restrictions imposed by its affiliations.

- The asset manager may have professional relationships which may cause it to favour those relationships over others in proxy voting, vendor and service provider engagement, investment selection and side-by-side matters.
- Employees may have personal investments in securities held by clients, or intended to be held by clients.
- Employees involved in portfolio management may have personal investments in certain accounts or may receive greater compensation from certain accounts which may cause them to favour those accounts over others in side-by-side matters.

Management of conflicts

Upon identification of a conflict, Janus Henderson will evaluate the nature and the severity of the conflict to take appropriate actions to resolve the conflict of interest. In developing appropriate controls, Risk & Compliance will partner with the business unit in which the conflict of interest arises and any committee with oversight over the business unit or activity in which the conflict arises where appropriate. Janus Henderson will not accept any business, carry on any activity, or permit any relationship that results in conflicts of interest which the Company determines cannot be managed effectively or are otherwise unacceptable. The precise controls implemented depend on the nature of the conflict and the risks it presents, but generally include one or more of the following:

- training
- tracking
- certification
- internal disclosure and recusal
- control of information
- restrictions on activities
- separate supervision
- segregation of duties
- elimination of remuneration links
- testing
- avoidance
- external disclosure

Disclosure of conflicts

Janus Henderson may provide clients with such information concerning conflicts of interest as appropriate and consistent with its contractual, regulatory and legal obligations. In all events, Janus Henderson will disclose any material conflicts of interest and any other conflicts of interest where the measures implemented to manage the conflicts are insufficient to ensure, with reasonable confidence, that risks of damage to the interest of clients will be prevented. Any such disclosures will describe the general nature or source of the conflict of interest, explain the risks to the client that may arise as a result of the conflict of interest and describe the steps taken by Janus Henderson to mitigate those risks in sufficient detail so as to enable the client to take an informed view. Prior to disclosing a conflict, Janus Henderson will make a good faith effort to implement controls to mitigate the conflict of interest.