

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 the Janus Henderson US Strategic Value Fund, 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.

The board of directors of the Company accepts responsibility for the information contained in this document as being accurate as at the date of its publication.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for Janus Henderson Capital Funds plc (the "Company") dated 30 June 2021, as may be amended or supplemented from time to time (the "Prospectus") and the supplement for the Janus Henderson US Strategic Value Fund dated 26 February 2021 (the "Supplement"), Important Notice to Residents of Hong Kong ("INRHK") dated July 2021 and the product key facts statement ("KFS") of Janus Henderson US Strategic Value Fund (collectively, the "Hong Kong Offering Documents"). Copies of the Hong Kong Offering Documents are available upon request during normal business hours from the registered office of the Company or from Janus Henderson Investors Hong Kong Limited (the "Hong Kong Representative").

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

10 August 2021

Re: Proposed amendments to the investment policy and name of the Janus Henderson US Strategic Value Fund

Dear Shareholder

We are writing to you as a Shareholder in the Janus Henderson US Strategic Value Fund (the "Fund"), a sub-fund of the Company. The purpose of this circular is to inform you of a proposal to amend the investment policy and change the Sub-Investment Adviser of the Fund as well as a number of consequential and related changes.

# Amendments to the investment policy and name of the Fund:

Under the Fund's current investment policy, the Fund may invest in companies of any size, which may include larger well-established companies and/or smaller emerging companies. The Fund's investment policy is proposed to be revised to focus the Fund to small and medium sized companies whose market capitalization, at the time of initial purchase, is less than the 12-month average of the maximum market capitalization of companies included in the Russell 2500 Value Index. The "Russell 2500 Value Index" measures the performance of the small to mid-cap value segment of the U.S. equity universe. It includes those Russell 2500 companies with lower price-to-book ratios and lower forecasted growth values. The proposed revised investment policy is set out in Appendix A to this circular.

So as to more accurately reflect the Fund's revised investment policy, it is proposed to change the name of the Fund to the "Janus Henderson US Small-Mid Cap Value Fund" and

## Janus Henderson Capital Fund PLC

also to change the benchmark of the Fund to the Russell 2500 Value Index (which, in addition to being a reference in determining the Fund's market capitalisation focus as described above, will form the basis of the Fund's performance target as described below). The performance target of the Fund will also be changed from "to outperform the Russell 3000® Value Index by 2.5% per annum, before the deduction of charges, over any 5 year period" to "to outperform the Russell 2500 Value Index by at least 2.5% per annum, before the deduction of charges, over any 5 year period".

# Change in Sub-Investment Adviser and the rationale for amending the investment policy

Janus Henderson continually reviews its business model to align operations with the needs of fund shareholders. After review Janus Henderson has determined that changes are needed to the structure and operating model of their Chicago-based subsidiary Perkins Investment Management LLC ("**Perkins**"). The Perkins brand will be wound down and future marketing efforts for value equity strategies will be incorporated under the Janus Henderson brand. This reorganization simplifies the structure of Janus Henderson.

Perkins will be replaced by Janus Capital Management LLC ("**JCM**"), domiciled in the United States, as Sub-Investment Adviser of the Fund on the Effective Date (as defined below), reflecting a restructure of the Perkins' entity, as the Perkins investment teams currently responsible for the Fund's investments will move to JCM and continue to manage the Fund. Both JCM and Perkins are within the Janus Henderson Group. JCM is currently appointed as the Sub-Investment Adviser of other SFC-authorised sub-funds of the Company. You may refer to the section headed "Management and administration of the company – The Sub-Investment Advisers" in the Prospectus for more information on JCM.

As a result of the restructure and replacement of Perkins as Sub-Investment Adviser with JCM, it is proposed to reposition Janus Henderson's value investing product portfolio and better align with the changing needs of the clients which are considered to be best served in US focussed small, mid and small-mid capitalisation equity value strategies.

Janus Henderson are to refocus and prioritise the efforts of Perkins investment teams (which will move to JCM as mentioned above) to areas where they have a track record of value creation for clients and a longstanding reputation for excellence.

#### Impact on Shareholders in the Fund

#### Impact on Risk Profile

The proposal to focus the investment policy to small and mid-sized companies will require the repositioning of a significant amount of the portfolio that is currently allocated to large companies towards small and mid-sized companies. Shares of small and mid-size companies can be more volatile than shares of larger companies, and at times it may be difficult to value or to sell such shares at desired times and prices, increasing the risk of losses. This repositioning of the portfolio does not introduce new risks given the Fund's existing exposure to small and medium sized companies; however, it is likely to increase the level of such risk, in turn increasing the Fund's risk profile (although there may be an increase the Fund's potential for higher returns).

#### **Impact on Service Provider Fees**

The proposal will not result in any change to the current fees and expenses payable to, or

# Janus Henderson Capital Fund PLC

borne by the Fund.

Save as mentioned in this notice, there are no other changes or implications on the features of the Fund, no other material changes in the overall risk profile of the Fund, no other changes to the operation and/or manner in which the Company and the Fund are being managed and no other effects on existing Shareholders as a result of the amendments to the Fund's investment policy and the change in Sub-Investment Adviser. The rights or interests of existing Shareholders will not be materially prejudiced as a result of the above changes.

#### Costs

Janus Henderson will bear the legal, advisory and administrative costs of the amendments to the Fund's investment policy and the change in Sub-Investment Adviser. The transaction costs, currently estimated to be between 0.15% and 0.20% of the Fund's net asset value, for the realignment of the Fund's portfolio with the proposed investment policy will be borne by the Fund. In practice, these costs will depend on prevailing market conditions and the composition of the portfolio at the time of the changes and may be higher or lower.

# Notice of Extraordinary General Meeting ("EGM") to consider and vote on the changes

In order to obtain Shareholder approval for these changes, the Directors will convene an EGM of the Fund at which Shareholders of the Fund will be asked to consider passing a special resolution approving the proposed amendments to the investment policy of the Fund as set forth in this circular. 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 2 September 2021 at the time indicated on the notice of EGM. As it is not currently possible to convene a physical meeting due to Covid-19 related issues, a dial-in telephone conference facility has been provided and 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 proposed amendments to the investment policy of the Fund require the approval of Shareholders by way of a special resolution. This means that over 50% 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 changes to the investment policy of the Fund will be effective on 30 September 2021 or such later date as shall be notified in advance to Shareholders (the "Effective Date").

If the requisite approval of Shareholders is not obtained at the EGM, the investment policy of the Fund, the Fund name and the Fund's benchmark will not be amended.

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<sup>1</sup>.

Janus Henderson Capital Fund PLC

10 Earlsfort Terrace, Dublin 2, Ireland

**T** +353 1 920 1000

W janushenderson.com

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<sup>&</sup>lt;sup>1</sup> This website has not been reviewed by the SFC and may contain information on funds not authorised by the SFC.

The Hong Kong Offering Documents will be updated accordingly after the amendments to the investment policy and the change in Sub-Investment Adviser of the Fund have taken effect. Other enhancements of disclosure, miscellaneous updates for editorial, administrative or clarificatory purposes will also be made to the Hong Kong Offering Documents. Please refer to the revised Hong Kong Offering Documents for further details. The revised Hong Kong Offering Documents will be available free of charge during normal business hours from the Company's Hong Kong Representative and at the Company's website www.janushenderson.com<sup>1</sup> in due course.

#### Measures to reduce Covid-19 transmissions 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.

Due to the restrictions on gatherings and travel, save for very limited purposes, under the regulations and guidance issued by the Government of Ireland relating to Covid-19, the EGM will proceed under constrained circumstances.

It is not currently possible to convene a physical EGM due to Covid-19 related issues. As such, if you wish to listen to the EGM proceedings, you can do so by availing of the telephone facility and dialling-in to the following number at the time of the meeting:

Dial-in Code	484968#
Dial-in Number	+353 1 489 7200 (Dublin)
	+44 20 7099 2087 (London)
	+81 3 4520 9225 (Tokyo)
	+852 3002 4420 (Hong Kong)

Shareholders in Hong Kong may dial any of the numbers above, but please note that you may incur additional charges for making an international call.

You will still need to submit your proxy form by the relevant deadline before the EGM, as it will not be possible to vote using the telephone facility.

Should you have any questions relating to these matters, you should either contact us at the below address or the Company's Hong Kong Representative, Janus Henderson Investors Hong Kong Limited, whose current address is Suites 1911-1915, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong or at telephone (852) 3121-7000, alternatively you should contact your investment consultant, tax adviser and/or legal adviser as appropriate.

## **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 <a href="mailto-janusHenderson@paragon-cc.co.uk">janusHenderson@paragon-cc.co.uk</a> 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.

# Janus Henderson Capital Fund PLC

#### **Redemption of Shares**

Shareholders who do not wish to remain invested in the Fund will have the opportunity to redeem some or all of their Shares by submitting their redemption requests to the Hong Kong Representative on any Dealing Day prior to the Effective Date (i.e. latest by 5:00 pm Hong Kong time on 29 September 2021) free of charge in accordance with the terms of the Hong Kong Offering Documents.

#### Recommendation

The Directors consider the proposed changes 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 below address or the Company's Hong Kong Representative at their address or telephone number above, 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

#### Appendix A - Revised Investment Policy

It is proposed that the revised investment policy to be disclosed in the Supplement shall be as follows:-

"The Fund's investment objective is long term growth of capital.

It pursues its objective by investing at least 80% of its net asset value in equities (also known as company shares) of small- and mid-sized US Companies whose market capitalization, at the time of initial purchase, is less than the 12-month average of the maximum market capitalization of companies included in the Russell 2500 Value Index with the potential for long-term growth of capital using a "value" approach (as described below). The aggregate amount of the Fund which may be invested in securities traded on the Developing Markets is 10% of the net asset value of the Fund. The Fund may employ investment techniques and instruments for investment purposes, such as trading in futures, options and swaps and other financial derivative instruments, subject to a limit of up to 10% of its net asset value and subject to the conditions and within the limits from time to time laid down by the Central Bank.

**Performance target**: To outperform the Russell 2500® Value Index by at least 2.5% per annum, before the deduction of charges, over any 5 year period.

The Fund is Actively Managed with reference to the Russell 2500® Value Index, which is broadly representative of the companies in which it may invest, as this forms the basis of the Fund's performance target. The Sub-Investment Adviser has discretion to choose individual investments for the Fund with weightings different to the index or not in the index, but at times the Fund may hold investments similar to the index. Details of the Fund's performance are available in the annual reports and semi-annual reports, the marketing materials and in the KIID. There is no guarantee that the Fund's performance will match or exceed that benchmark.

The Sub-Investment Adviser generally takes a "bottom-up" approach to building portfolios. In other words, the Sub-Investment Adviser seeks to identify strong businesses with sustainable competitive advantages and improving returns on capital. The Fund follows an investment strategy in which companies are considered principally on their own fundamental qualitative and quantitative characteristics. Commonly referred to as stock picking or bottom-up investing, portfolios of fundamental-based investment funds are built one security at a time following intensive in-house research into each company. Areas of research focus can include the company's management, financials, competitive strengths and weaknesses, earnings growth prospects and numerous other metrics. This approach rests on a belief that some companies have inherent strengths for creating shareholder value over time, have superior prospects to their peer groups and should therefore outperform even in challenging industry and economic circumstances. The purpose of a fundamental investment approach is to identify and invest in such companies. The Sub-Investment Adviser for the Fund, focuses on managing diversified portfolios of high-quality, undervalued stocks with favourable risk/reward characteristics.

The "value" approach emphasises investments in companies the relevant Sub-Investment Adviser believes are undervalued relative to their intrinsic worth. The relevant Sub-Investment Adviser measures value as a function of price/earnings (P/E) ratios and price/free cash flow. A P/E ratio is the relationship between the price of a stock and its earnings per share. This figure is determined by dividing a stock's market price by the company's earnings per share amount. Price/free cash flow is the relationship between the price of a stock and the company's available cash from operations minus capital expenditures. The relevant Sub-Investment Adviser will typically seek attractively valued companies that are improving their

# Janus Henderson Capital Fund PLC

free cash flow and improving their returns on invested capital. These companies may also include special situations companies that are experiencing management changes and/or are temporarily out of favour.

For the Fund, the combined "bottom-up" and "value" approaches comprise: (i) identifying securities which have defensive and high quality fundamentals but which are out of favour with investors generally; (ii) once a security has been identified, carrying out fundamental analysis to understand the relevant company's business, its competitive position and its durability, its growth potential, earning power and management; and (iii) carrying out valuation analysis to develop a realistic downside analysis, stress-testing company's financials and comparing valuations to prior cyclical troughs. Following completion of the downside analysis, securities which have a limited downside are vetted for their upside potential during which process earnings, value development and fair valuation are considered. Investment decisions by the Sub-Investment Adviser are made by reference to a proprietary risk-to-reward ratio between the downside and upside analysis. The Sub-Investment Adviser looks to purchase securities which have a risk-to-reward ratio in excess of 1.5:1. Securities are generally selected by the Sub-Investment Adviser without regard to any defined industry sector or other similarly defined selection procedure and the Fund does not intend to specialise in any particular industry sector.

The Fund may invest in any of the types of transferable securities subject to the limits set out herein. The Fund may invest up to 20% of its net asset value in the securities of non-US issuers. Generally, such non-US investments will be traded on Regulated Markets that are not considered Developing Markets.

Realisation of income is not a significant investment consideration for the Fund.

The percentage of the Fund's assets invested in equities will vary and, depending on market conditions as determined by the Sub-Investment Adviser, the Fund may hold ancillary liquid assets or short-term interest bearing securities in its portfolio, such as Government Securities or Debt Securities. The Fund may invest to a lesser degree in other types of securities including preference shares, Government Securities, Debt Securities, warrants and securities convertible into equities when the relevant Sub-Investment Adviser perceives an opportunity for capital growth from such securities. The Fund may invest up to 15% of its net asset value in Debt Securities (including high yield/high-risk bonds) or Government Securities rated below investment grade. The Fund may invest directly or indirectly (i.e. through depositary receipts including American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts) in the relevant markets. The Fund may also invest up to 5% of its net asset value in zero coupon, pay-in-kind and Step Coupon Securities, and without limit in Index/Structured Securities. Pay-in-kind bonds are bonds which may pay interest in the form of additional bonds of the same kind.

The Fund may invest up to 5% of its net asset value in the securities of other Eligible Collective Investment Schemes. Such investment includes investing in other Funds. However the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the investing Fund may not charge an annual management and/or investment management fee in respect of the portion of its assets invested in the other Fund.

The Fund may invest in financial derivative instruments for efficient portfolio management purposes. The Fund's investment in financial derivative instruments will be subject to the limits set out within the Fund's investment policy and the conditions and limits from time to time laid down by the Central Bank. There will be circumstances in which the Fund will be leveraged in using financial derivative instruments. The Fund is permitted to invest up to 10%

### Janus Henderson Capital Fund PLC

of its net asset value in financial derivative instruments for investment purposes. The maximum amount of leverage, when calculated using the commitment approach, which the Fund can create through the use of financial derivative instruments is 100% of the net asset value of the Fund. However, Shareholders should note that, given the nature of financial derivative instruments and the fact that such instruments may be traded on margin, a relatively small adverse price movement in the underlying of a given financial derivative instrument may result in immediate and substantial movements in the exposure a Fund to that financial derivative instrument. In the event that any of the financial derivative instruments related exposure limits are exceeded for reasons beyond the control of the Fund, the Fund will remedy such situation as a priority, taking due account of the interests of its Shareholders."

Janus Henderson Capital Fund PLC

# 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 Janus Henderson US Strategic Value Fund (the "**Fund**") will be held at 10am (Irish time) on 2 September 2021 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 proposed amendments to the investment policy of the Fund in the form set out in the appendix to the circular dated 10 August 2021 be and is hereby approved".

BY ORDER OF THE BOARD

Signed:

For and on behalf of

Janus Henderson Capital Funds plc

Dated: 10 August 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 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 to Janus Henderson Capital Funds plc, c/o Janus Henderson Investors, Pallion Trading Estate, Sunderland, SR4 6ST, United Kingdom or by email to <a href="mailto:JanusHenderson@paragon-cc.co.uk">JanusHenderson@paragon-cc.co.uk</a> 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 the EGM.

Should Hong Kong Shareholders have any questions relating to this notice or the EGM, please contact the Company's Hong Kong Representative, whose current address is Suites 1911-1915, One

International Finance Centre, 1 Harbour View Street, Central, Hong Kong, or by telephone at (852) 3121 7000.

The board of directors of the Company accepts responsibility for the information contained in this notice as being accurate as at the date of issuance.

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

# JANUS HENDERSON US STRATEGIC VALUE FUND (the "Fund")

# EXTRAORDINARY GENERAL MEETING FORM OF PROXY

Please list our hareholder ame and ddress here	I/We							
F								
	being a holder of		share(s) in the Fund and enti			titled to vote, hereby appoint any or		
	of Kevin	Murphy,	James	Hodgson,	Scott	•	or failing failing	
	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 31 August 2021 and at any adjournment thereof.							
Please sign ind date iere	Signed							
	Name in block capitals							
	Dated this	day	of			2021		

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
1.	THAT the proposed amendments to the investment policy of the Fund in the form set out in the appendix to the circular dated 10 August 2021 be and is hereby approved			

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 to Janus Henderson Capital Funds plc, c/o Janus Henderson Investors, Pallion Trading Estate, Sunderland, SR4 6ST, United Kingdom or 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 the EGM.