

THE TERMS USED BUT NOT OTHERWISE DEFINED IN THIS NOTICE SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE PROSPECTUS DATED 6 APRIL 2021 (THE “PROSPECTUS”). THE DIRECTORS ACCEPT RESPONSIBILITY FOR THE ACCURACY OF THIS NOTICE.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS NOTICE, PLEASE CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, RELATIONSHIP MANAGER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

**JANUS HENDERSON FUND (the “Company”)
Société d'Investissement à Capital Variable (SICAV)
LUXEMBOURG
RCS Luxembourg B077949**

21 January 2022

Dear Shareholder,

We are writing to inform you of certain changes we are making to the Company and the Funds, which are summarised below and will be effective as of **25 February 2022**, unless otherwise stated.

Please see **“Options Available To You”** below for further information on how to respond to this notice.

1. EU Sustainable Finance Disclosures – further regulatory disclosure requirements for all Funds and update to environmental, social and governance approach of certain Funds

In March 2021, the EU Sustainable Finance Disclosure Regulation (“SFDR”) came into force, which stipulated that investment management firms must introduce prescript and standardised sustainability-related disclosures into their fund documentation in order to provide further information for investors on how investment managers consider sustainability risks in their investment decisions, and the likely impact on investment returns. Factors which are considered under sustainability broadly include environmental, social and governance (ESG) matters.

The Company first introduced these disclosures into its fund documentation on 10 March 2021, however the SFDR disclosure requirements have evolved over time, as the European Union continue to issue further guidance on their expectations on investment firms.

In addition to SFDR, investors should note that there are also further disclosure requirements concerning the Taxonomy Regulation, which sets out an EU-wide framework (a classification system known as a “taxonomy”) according to which investors and businesses can assess whether certain economic activities are sustainable from an environmental / climate perspective. The first set of disclosure requirements on investment firms relating to the Taxonomy Regulation comes into effect from 1 January 2022.

In response to the evolving SFDR and Taxonomy Regulation disclosure requirements, we will be updating and adding to our existing disclosures in the Prospectus to demonstrate how the Investment Manager considers ESG matters in investment decisions in respect of the Funds and the likely impact on investment returns, which will be effective on or around 25 February 2022.

In addition, we will be making further updates to certain Funds in connection with SFDR and Taxonomy Regulation requirements, as further outlined below: -

Update in relation to the ESG approach of certain Funds

From 25 February 2022, the following funds will incorporate amendments to the disclosures in their investment policies and strategies reflecting that they promote environmental and/or social characteristics as defined under Article 8 of SFDR:

- Janus Henderson Fund – Absolute Return Fund
- Janus Henderson Fund – Global Equity Fund

Janus Henderson Fund

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A comparison of the Funds' current and revised investment policies and strategies will be available on our website www.janushenderson.com on or around **25 February 2022**.

Please note these amendments do not have a material impact on the Funds' investment strategy, portfolio composition, or risk profile. There is no change to the SRRI of any of the Funds as a result of this change. The clarifications are consistent with the Funds' existing investment objectives and policies. Please see "Options Available to You" below for details on how to respond to these changes.

2. Clarification of the Share Class Benchmark for CHF Hedged Share Classes of Janus Henderson Fund – Absolute Return Fund, Janus Henderson Fund – Global Equity Market Neutral Fund and Janus Henderson Fund – Global Multi-Strategy Fund

The stated Share Class Benchmark for the CHF Hedged Share Class of these Funds is "Swiss Base Rate (Swiss National Bank Base Rate)". We wish to clarify that the correct reference should be "Swiss Base Rate (Swiss National Bank **Policy** Rate)". This follows the Swiss National Bank having changed their policy of setting the rate from targeting a range of rates tied to LIBOR to a single policy rate, as a result of LIBOR being discontinued as an offering.

There is no change to the Funds' risk profiles, the composition of the Funds' portfolios or the way the Funds are managed as a result of this clarification. You do not need to take any action in response to it.

3. Changes to the Janus Henderson Fund - Pan European Smaller Companies Fund

- The reference benchmark that is used for performance comparison purposes will change from Euromoney Europe Smaller Companies Index to **MSCI Europe Small Cap Index**.
- The Fund's investment policy will be amended to include the flexibility to target European mid-cap companies.
- As a result of the above, the Fund's name will change from 'Janus Henderson Fund – Pan European Smaller Companies Fund' to '**Janus Henderson Fund – Pan European Small and Mid-Cap Fund**' to better reflect the Fund's investment policy and strategy.

Please see Appendix 1 for further details including the options available to you on how to respond to these changes.

OPTIONS AVAILABLE TO YOU

If you agree with the above changes, you do not need to take any action in response to this notice.

If you do not agree with the above changes, you may, at any time prior to the Dealing Cut-Off on **24 February 2022**, unless otherwise stated in the relevant appendix or summary, switch or redeem your Shares in the Funds without any charges. Switches and redemptions will be carried out in accordance with the terms of the Prospectus.

How to switch or redeem your Shares, should you choose to do so

Any instruction to switch or redeem your Shares should be sent to the Registrar and Transfer Agent via the contact details provided below:

Registrar and Transfer Agent
International Financial Data Services (Luxembourg) S.A,
Bishops Square
Redmond's Hill
Dublin 2
Ireland
Telephone number: +353 1 242 5453
Fax number: +353 1 562 5537

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2 Rue de Bitbourg, L-1273 Luxembourg
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A switch or redemption of your Shares may affect your tax position. You should therefore seek guidance from a professional adviser on any taxes that apply in the country of your respective citizenship, domicile or residence.

Please note that the Directors have discretion to apply a dilution adjustment to reflect more fairly the value of the investments in circumstances the Directors consider appropriate, with the view to protecting the interests of remaining Shareholders. Any dilution adjustment will be applied in accordance with the provisions of the Prospectus and may lower the proceeds that you receive from the sale of your Shares in the case of redemption or the value of your Shares in the case of switching.

If you choose to redeem your Shares in the Fund, we will pay the redemption proceeds to you in accordance with the provisions of the Prospectus, except that we will not impose any fee (except for any dilution adjustment, described above) if you redeem because of the changes described in this notice.

We may require documentation to verify or update your identity if we do not already hold it. We may delay payment until we receive such verification. We will normally make payment in accordance with the standing instructions we hold on file. If you have changed your bank account and not informed us, please confirm your up-to-date details in writing to Registrar and Transfer Agent at the address provided above.

If you choose to switch your Shares to a holding in a different Fund, then we will use the proceeds to purchase Shares in the Fund(s) you specify at the share price applicable to that Fund in accordance with the provisions of the Prospectus except that we will not impose any fee (except for any dilution adjustment, as described above) if you switch because of the changes described in this notice.

If you are in any doubt about the action to be taken, please seek advice from your stockbroker, bank manager, solicitor, accountant, relationship manager or other professional adviser.

How to contact us

If you have any questions, please contact the Registrar and Transfer Agent, using the details above. Investors may obtain the Prospectus, the Key Investor Information Documents ("KIID"), the Articles, as well as the annual and semi-annual reports of the Company, free of charge from the registered office and at www.janushenderson.com.

For Swiss investors, BNP Paribas Securities Services, Paris, succursale de Zurich, Selnaustrasse 16, 8002 Zurich is the Swiss representative and paying agent of the Company. The Prospectus, the KIIDs, the Articles, as well as the annual and semi-annual reports of the Company, may be obtained free of charge from the Swiss representative and paying agent.

For German investors, J.P. Morgan AG, Junghofstrasse 14, 60311 Frankfurt am Main, Germany is the Paying and 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 the 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 in charge of the financial service in Belgium.

Yours faithfully,



Kevin Adams
Chairman

Janus Henderson Fund

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Appendix 1 Changes to the Janus Henderson Fund – Pan European Smaller Companies Fund

With effect from **25 February 2022**, we are making the following changes to the Fund:

- The Fund's investment policy will change to include the flexibility to invest in European mid-cap companies as part of its main policy, as explained below.
- The reference benchmark used for performance comparison purposes will change from Euromoney Europe Smaller Companies Index to **MSCI Europe Small Cap Index**, which is a more widely utilised benchmark for comparison in this equity category and by its peer funds.
- The Fund's name will change from 'Janus Henderson Fund – Pan European Smaller Companies Fund' to '**Janus Henderson Fund – Pan European Small and Mid-Cap Fund**' to better reflect the Fund's investment policy and strategy, as explained below.

Rationale for and impact of the change in investment policy

The Fund's investment policy permits the Fund to invest in European companies whose market capitalisation, at the time of purchase, exceeds €5 billion. The capitalisation figure may also be adjusted from time to time, depending on market conditions. The Fund's investment strategy states the Fund maintains a well-diversified portfolio of smaller companies and holds companies regarded as medium sized.

By changing the investment policy to expand the flexibility for the Investment Manager to invest in mid-cap stocks, while remaining biased towards small cap stocks, the Investment Manager will be able to select from a wider geographical universe as suitable investment opportunities arise and as conditions dictate, which will present further opportunities to generate investment returns.

As such, the Fund's investment policy will change as follows: -

Investment Policy (up to 24 February 2022)	New Investment Policy (from 25 February 2022)
<p><i>The Fund will invest at least two-thirds of its net assets in equities or equity-related instruments of:</i></p> <ul style="list-style-type: none"> • <i>smaller companies having their registered office in Europe (including the United Kingdom),</i> • <i>smaller companies that do not have their registered office in Europe but either (i) carry out a predominant proportion of their business activity in Europe (including the United Kingdom), or (ii) are holding companies which predominantly own companies with registered offices in Europe (including the United Kingdom).</i> <p><i>In this context the term "European smaller companies" means companies whose market capitalisation, at the time of purchase by the Investment Manager, does not exceed Euro 5 billion. This capitalisation figure may be adjusted from time to time, depending on market conditions</i></p>	<p><i>The Fund will invest at least two-thirds of its net assets in equities or equity-related instruments of:</i></p> <ul style="list-style-type: none"> • <i>smaller</i> <i>companies having their registered office in Europe (including the United Kingdom),</i> • <i>smaller</i> <i>companies that do not have their registered office in Europe but either (i) carry out a predominant proportion of their business activity in Europe (including the United Kingdom), or (ii) are holding companies which predominantly own companies with registered offices in Europe (including the United Kingdom).</i> <p>The Fund will invest in small and mid-capitalisation companies, in any industry. In this context, "small and mid-capitalisation companies" means companies whose market capitalisation, at the time of purchase by the Investment Manager, falls within the bottom 50% of the Pan European market</p> <p><i>In this context the term "European smaller companies" means companies whose market capitalisation, at the time of purchase by the Investment Manager, does not exceed Euro 5</i></p>

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	billion. This capitalisation figure may be adjusted from time to time, depending on market conditions
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There will be no change to the rest of the Fund's investment policy.

- The Fund's Active Management and Benchmark Usage disclosure will change to:

*"The Fund is actively managed with reference to the **MSCI Europe Small Cap Index**, which is broadly representative of the companies in which it may invest, as this can provide a useful comparator for assessing the Fund's performance. The Investment Manager has discretion to choose 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."*

The Directors confirm that in respect of the above changes to the Fund:

- There is no change to the Fund's investment objective or strategy.
- The changes are consistent with the Fund's overall investment strategy and will not result in any material change to the Fund's risk profile.
- There will be no material change in the operation and/or manner in which the Fund is being managed.
- There will not be material adverse impact on the rights or interests of the shareholders of the Fund.
- There are no new fees, charges or increases in existing fees or charges borne by the Fund because of this change.

Options available to you

- If you agree with the above change, you do not need to take any action.
- If you do not agree with the above change, you may, at any time prior to the Dealing Cut-Off on **24 February 2022**, switch or redeem your Shares in the Funds without any charges. Switches and redemptions will be carried out in accordance with the terms of the Prospectus.