

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 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:

Series 1	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.
Series 2	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.
Series 3	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.
Series 4	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.
Series 5	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 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 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 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.

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,



Director
for and on behalf of
Janus Henderson Capital Funds plc

駿利亨德森資產管理基金

10 Earlsfort Terrace
Dublin 2
Ireland

(中譯文)

此係重要文件，請盡速閱讀。如果台端對應採取之行動有疑問，請洽詢台端之證券經紀商、銀行經理、律師、會計師或其他獨立財經顧問。

若台端已出售或轉讓手中持有之駿利亨德森資產管理基金（下稱「本公司」）子基金之任何股份，請立即將本文件轉交買受人或受讓人，或轉交執行銷售或轉讓的證券商、銀行或其他代理人以儘速轉交買受人或受讓人。

本文中英文字首大寫詞彙，其意涵一概與本公司之 2020 年 4 月 16 日版本公開說明書內英文字首大寫詞彙相同。如欲索取公開說明書，請於一般營業時間洽詢本公司註冊辦公室或在本公司子基金註冊為公開發行處之各個司法管轄區地方代表。

依據愛爾蘭中央銀行（下稱「央行」）現行政策，本文件內容未經央行審核。

2020 年 6 月 3 日

主旨：公開說明書修訂通知書

親愛的股東您好：

序言

本公司係經央行授權為可變動資本的開放型投資公司，並依 2014 年愛爾蘭公司法及 2011 年歐洲共同體（可轉讓有價證券集體投資企業）規則（暨其修訂）（下稱「法規」）核准成立的公開有限公司。本公司之架構為各子基金間責任分離之傘型基金。

本通知書旨在通知台端本公司擬進行下列變更：

1-3 指派本公司之新任存託機構、行政管理人與過戶代理人以取代現有服務供應商；

4. 變更本公司之費用結構以反映本公司支付予擬指派之基金管理公司 Henderson Management, S.A. (下稱「HMSA」) 之管理費;
5. 變更各基金股份級別命名規則;
6. 變更駿利亨德森環球科技基金名稱;
7. 變更配息付款日; 及
8. 變更個人投資人之申購交割期間。

1. 變更存託機構

本公司董事會 (下稱「董事會」) 已告知本公司之存託機構 Citi Depository Services Ireland DAC (下稱「現任保管機構」), 本公司依商業上考量將終止指派其為存託機構。故本公司擬指派 J.P. Morgan Bank (Ireland) plc (下稱「新存託機構」) 擔任本公司存託機構, 以取代現任存託機構。

2. 變更行政管理人

董事會經本公司之行政管理人 Citibank Europe plc (下稱「現任行政管理人」) 告知其因商業上考量擬辭任行政管理人乙職。因此, 擬將現任行政管理人以 J.P. Morgan Administration Service (Ireland) Limited (下稱「新任行政管理人」) 取代。HMSA 經指派為本公司之管理機構後, 將指派新任行政管理人。

3. 變更過戶代理人

於指派新任行政管理人時, 董事會擬指派 International Financial Data Services (Ireland) Limited 擔任本公司之過戶代理人 (下稱「過戶代理人」), 負責處理所有股東與本公司之交易(包含申購與贖回)。HMSA 經指派為本公司之管理機構後, 將指派過戶管理人。

與過戶代理人間之協議內容詳情(包含台端如何與其聯繫與銀行帳戶詳細資料), 公告於 www.janushenderson.com, 台端亦得向台端之駿利亨德森聯絡人索取。

4. 變更費用結構

如 2020 年 4 月 23 日對股東發出之特別股東大會(下稱「特別股東大會」)召集通知書所載，本公司擬指派 HMSA 擔任本公司之管理公司。如通知書所載，HMSA 之指派將致本公司各檔子基金新增管理費項目。

新任存託機構 新任行政管理人與過戶代理人之費用不會反映在現任存託機構與現任行政管理人現行費用之增加。

5. 股份級別命名規則變更

擬依下表所述變更各基金股份級別之命名規則。股東可參考下列子類別辨識本公司募集之各股份級別之配息政策、配息頻率、對沖政策與幣別：

股份級別	配息政策*	配息頻率	對沖***	股份級別幣別
A 級別	系列 1	每年: **	對沖- H	美元(USD)
B 級別	系列 2			歐元 (EUR)
E 級別	系列 3	每半年: s	投資組合對沖- PH	英鎊(GBP)
G 級別	系列 4	每季: q		港幣 (HKD)
H 級別	系列 5			日圓 (JPY)
I 級別		每月: m		澳幣 (AUD)
S 級別				瑞士法郎 (CHF)
V 級別				加幣 (CAD)
Y 級別				人民幣(CNH)
Z 級別				瑞典克朗 (SEK)
				紐幣 (NZD)
				新幣(SGD)
				挪威克朗(NOK)

*上述 5 系列及其相對應之配息政策如下：

系列 1	配息政策為將相關會計期間內投資收益扣除費用、收費與支出後，幾乎全數進行分派。配息不包含已實現與未實現資本利得。
系列 2	此類屬累積型級別。所有淨收益與已實現淨資本利得不進行分派，且將反映於每股淨資產價值中。
系列 3	配息政策為將相關會計期間內投資收益扣除費用、收費與支出前，幾乎全數進行分派。

系列 4	配息政策為將相關會計期間內投資收益(可能加一部分本金)扣除費用、收費與支出前，幾乎全數進行分派。為提高可分配之投資收益，系列 4 股份級別將自本金扣除費用、收費與支出，且配息亦可能包含已實現與未實現資本利得與原始投資本金。
系列 5	配息政策為將相關會計期間內投資收益(可能加一部分本金)扣除費用、收費與支出前，幾乎全數進行分派。為提高可分配之投資收益，系列 5 股份級別將自本金扣除費用、收費與支出，且配息亦可能包含已實現與未實現資本利得與原始投資本金。

**未標示配息頻率子類別/系列者屬每年配息之股份級別。

***未標示對沖政策子類別者屬非對沖股份級別。

上開變更影響舉例如下：

目前名稱

駿利亨德森例示基金 A 歐元累積類股

新名稱

駿利亨德森例示基金 A2 歐元類股

各股份級別新名稱之參照列表公告於 www.janushenderson.com，台端亦得向駿利亨德森聯絡人索取。

6. 駿利亨德森環球科技基金更名

擬於取得央行核准後，將駿利亨德森環球科技基金名稱變更為駿利亨德森環球科技創新基金，以提高與其他 Janus Henderson Investors 所管理之相似名稱基金之區別度。

7. 變更配息付款日

擬將配息金額付款期間自除息日後 3 日變更為除息日後 5 日。配息行事曆公告於 www.janushenderson.com，台端亦得向台端之駿利亨德森聯絡人索取。

8. 變更個人投資人交割期間

擬變更個人投資人首次與後續申購價金交割期間(即行政管理人應收到該價金之截止期限)由當日(T)下午 3:30(愛爾蘭時間)延後至 T+3 日之下午 3:30。

變更之生效日期

於取得各相關地區之主管機關規定之一切核准後，本通知書中所列之變更，將反映在擬於 2020 年 7 月 6 日(或經通知股東較晚之日) (下稱「生效日」) 刊發之公開說明書中。

此變更之影響

於生效日當日，指派新存託機構之同時將終止對現任存託機構之指派。

在生效日後，本公司、所有證券帳戶、相關服務及複委託的安排相關之託管與保管安排將由新存託機構提供。

任何與台端及提供予台端之服務相關之個人資料及其他資料，將由過戶代理人、新任存託機構及/或新任行政管理人(依情形適用)保管。

HMSA 將於生效日受指派。應支付予 HMSA 之管理公司費用將自生效日起收取。本公司新任行政管理人與過戶代理人亦將在生效日經指派，且其指派將與現任行政管理人之辭任同時生效。

本通知書所載之變更所生費用由駿利亨德森集團負擔。

台端毋須就實行此變更為進一步之動作。

若台端對台端本身與此變更相關的稅務適用情形有任何疑問，請就上述變更與台端之情況相關者洽詢台端的稅務顧問。

其它事項

欲了解所提變更之詳細資料，包含新銀行帳戶資料、聯繫資料、常見問答與命名變更參照列表，請至 www.janushenderson.com 參閱。

若台端對本事項有任何疑問，應洽詢本公司，或適當時應洽詢台端的投資顧問、稅務顧問及/或法律顧問。

敬祝 商祺

_____(簽名)_____

董事

代表

駿利亨德森資產管理基金