JANUS CAPITAL Group

Janus Capital International Limited
UK Stewardship Code Disclosure Statement

Janus Capital International Limited ("JCIL") is a wholly owned subsidiary of Janus Capital Group Inc. ("Janus") – a global investment management group. Janus brings together the expertise of three experienced, independent and highly specialized managers: Janus Capital Management LLC, INTECH Investment Management LLC and Perkins Investment Management LLC. JCIL introduces the expertise of these three asset managers to non-US clientele.

Under COBS 2.2.3 of the FCA Handbook, JCIL is required to make a public disclosure in relation to the nature of its commitment to the UK Stewardship Code. The Code sets out seven principles which investment managers are required to comply with or explain why they do not do so. They policy on how Janus complies with seven principles of the UK Stewardship Code is detailed below.

Principle 1 – Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities.

Janus invests for its clients' portfolios in companies globally and actively targets investment in those companies with sound corporate governance practices. Janus is committed to exercising responsible ownership with a conviction that companies adopting best practices in corporate governance will be more successful in their core activities and deliver enhanced returns to shareholders.

Corporate governance is a key component of Janus' fundamental assessment of investee firms. Corporate governance issues cover a wide range of areas that speak to the corporate culture of a firm and its actions to align strategic decisions with shareholder interests. Issues Janus considers include compensation and incentives of managers, treatment of shareholders, ethical standards of the company, alignment of interests between managers and shareholders and other factors that could influence management's ability to generate value to shareholders.

Janus is an active participant at company shareholder meetings. Please refer to the Janus Proxy Voting Guidelines ("the Guidelines") and the Janus Proxy Voting Procedures on www.janus.com/proxyvoting for more information.

JCIL may delegate investment management activities and, therefore, its stewardship responsibilities to other sub-advisors in the Group:

- INTECH's investment process involves buy and sell decisions that are determined solely by a mathematical formula that selects target holdings and weightings without any consideration of the fundamentals of individual companies or other company-specific factors. As such, extensive corporate research analysis is not performed. Accordingly, INTECH has engaged Institutional Shareholder Services Inc. ("ISS") to vote all proxies on behalf of client accounts in accordance, at the client's discretion, with ISS' Benchmark Proxy Voting Guidelines, Taft-Hartley Proxy Voting Guidelines, Public Fund Proxy Voting Guidelines, Social Proxy Voting Guidelines, or Catholic Proxy Voting Guidelines (collectively referred to as "ISS Recommendations"). The ISS Recommendations are designed with the intent of maximizing the long-term economic benefits of shareholders. INTECH votes all proxies on behalf of clients' accounts in accordance with the ISS Recommendations that best represent the client type unless otherwise directed.

- Perkins typically does not include environmental, social and governance factors in its strategies. Its portfolio managers follow a fundamental, bottom-up stock selection process that evaluates candidates for inclusion in the portfolio on a security-by-security basis. Perkins does, however, have clients with restricted securities lists and may be willing to accept client-driven account restrictions as long as they are reasonable and do not distort the investment process by impacting a significant percentage of the current holdings of the representative account.

Principle 2 – Institutional investors should have an effective policy on managing conflicts of interest in relation to stewardship and this policy should be publicly disclosed

Janus has a fiduciary duty to act in the best interests of clients at all times. As a fiduciary, Janus owes its investment advisory clients a duty of loyalty. This includes the duty to address, or at a minimum disclose, conflicts of interest that may exist between different clients; between the firm and clients; or between Janus' employees and clients. Where potential conflicts exist, Janus will take all reasonable steps to mitigate them through written policies that Janus believes protect the interests of our clients as a whole.

Janus will take all reasonable steps to prevent conflicts of interest from giving rise to a material risk of damage to the interests of clients. To this end, Janus has implemented and operates an effective written policy for identifying and managing conflicts of interest, which is available upon request.

A potential conflict of interest in relation to stewardship may arise when:

- Voting a proxy of an issuer who has a significant business relationship with Janus or any of its affiliates. In addition, conflicts of interest may exist when a vote is impacted by business prospects or maintenance of a personal or business relationship with issuer;
- A portfolio manager may have a personal conflict of interest (i.e. a family member in a company management) relating to a particular referral form.
- A Janus employee may seek to impact a vote because of an existing business or personal relationship with the issuer and/or with an eye towards a potential sales opportunity;
- An issuer may promise Janus additional business or reduced rates on services or products in exchange for a particular vote on a proxy.

Janus' Proxy Voting Committee is responsible for monitoring and resolving possible material conflicts with respect to proxy voting. Because the Janus Proxy Voting Guidelines are pre-determined and designed to be in the best interests of shareholders, application of the Guidelines to vote client proxies should, in most cases, adequately address any possible conflicts of interest.

Principle 3 – Institutional investors should monitor their investee companies

Where appropriate, Janus will monitor its investee companies to determine when dialogue with management may be necessary. The monitoring process may include on-site company visits. Research analysts and portfolio managers make extensive company visits each year to reach the deepest possible understanding of a company and the competitive environment in which it operates.

In situations where Janus is offered to become an insider, it will follow policies and procedures put in place to ensure that all trading is done independently of any material non-public information ("MNPI"). Janus has adopted procedures to detect, research, track, and escalate any trading activity that would indicate improper use of MNPI. Janus' MNPI surveillance program includes formal procedures for handling situations in which a member of the Janus investment team actively chooses to learn MNPI when presented with the opportunity (a "wall crossing"). The procedure require that a designated member of Janus' Compliance team must first obtain and evaluate the information and then provide relevant investment team members the opportunity to go "over the wall" and become an insider if deemed appropriate. If at any point an investment team member learns that information and becomes an insider, all trading in the relevant issuer(s) will be immediately restricted until the information ceases to be material and/or public.

Principle 4 – Institutional investors should establish clear guidelines on when and how they

will escalate their stewardship activities

Janus may choose to actively engage with boards and management, typically to raise certain issues pertaining to corporate governance. Janus may discuss issues with companies directly to further its understanding, however, Janus does not have a policy of actively engaging with companies on corporate governance, environmental or social issues to try to effect changes.

Principle 5 – Institutional investors should be willing to act collectively with other investors where appropriate

While Janus is an active participant at company shareholder meetings, Janus will generally abstain from voting on shareholder proposals that relate to social, moral or ethical issues, or issues that place arbitrary constraints on the board of management of a company. Janus is primarily concerned with the economic impact of shareholder proposals on a company's short and long-term value. Janus will generally apply the Proxy Voting Guidelines (available here) to shareholder proposals. For Shareholder proposals outside the scope of the Guidelines, Janus will solicit additional research and a recommendation from the Proxy Voting Service. Janus will always reserve the right to over-ride a recommendation provided by the Proxy Voting Service (all discretionary votes of this nature are cast solely in the interests of shareholders and without regard to any other Janus relationship, business or otherwise.

Principle 6 – Institutional investors should have a clear policy on voting and disclosure of voting activity

The Janus Proxy Voting Guidelines and the Janus Proxy Voting Procedures summarise Janus policy on proxy voting and are available to fund shareholders on www.janus.com/proxyvoting.

Janus has retained the services of the Institutional Shareholder Services, Inc. (the "Proxy Voting Service") – an industry expert in proxy issues and corporate governance matters. For shareholder proposals outside the scope of the Guidelines, Janus will solicit additional research and a recommendation from the Proxy Voting Service. Janus will always reserve the right to over-ride a recommendation provided by the Proxy Voting Service (all discretionary votes of this nature are cast solely in the interests of shareholders and without regard to any other Janus relationship, business or otherwise).

Janus seeks to vote proxies in the best interest of its clients. Janus will not accept direction as to how to vote individual proxies for which it has voting responsibilities from any other person or organisation (other than the research and information provided by the Proxy Voting Service)

The Janus funds may participate in a securities lending program under which shares of an issuer may be on loan while that issuer is conducting a proxy solicitation. Generally, if shares of an issuer are on loan during a proxy solicitation, a fund cannot vote the shares. Janus fund managers have discretion to instruct the Proxy Administrator to pull back lent shares before proxy record dates and vote proxies.

In circumstances where the Janus funds held a security as of record date, but Janus sells its holdings prior to the shareholder meeting, Janus will abstain from voting that proxy. More details are available in the Janus Proxy Voting Guidelines at www.janus.com/proxyvoting.

Principle 7 – Institutional investors should report periodically on their stewardship and voting activities

Upon request, on an annual basis, Janus will provide its non-mutual fund clients with the proxy voting record for that client's account. On an annual basis, Janus will provide its proxy voting records for each proprietary mutual fund for the one-year period ending on June 30th on Janus' website at www.janus.com/proxyvoting. A complete copy of Janus Capital's proxy voting policies and procedures, including specific guidelines, is available at www.janus.com/proxyvoting.

Janus retains proxy statements received regarding client securities, records of votes cast on behalf of clients, records of client requests for proxy voting information and all documents prepared by Janus regarding votes cast in contradiction to the Janus Guidelines. In addition, any document prepared by Janus that is material to a proxy voting decision such as the Guidelines, Proxy Voting Committee materials and other internal research relating to voting decisions will be kept. All proxy voting materials and supporting documentation are retained for a minimum of 6 years.

The Proxy Voting Service is subject to an independent annual audit in line with the SSAE 16 international standard. SSAE 16 adopts similar best practices introduced by AAF 01/06 in England and Wales.