

## 駿利亨德森基金通知

2021 年 5 月 18 日

富達投信甫於近日接獲「駿利亨德森基金系列」之通知事項。相關書件如附件所示供參。

若您對本通知有任何相關問題，歡迎聯絡您專屬的業務專員。富達證券營業讓與予富達投信後，目前富達投信未擔任該系列基金之銷售機構，若有其他相關問題，建議您可洽詢該系列基金之總代理人。

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**【富達投信獨立經營管理】**各基金經金管會核准或同意生效，惟不表示絕無風險，基金經理公司以往之經理績效不保證基金之最低投資收益，基金經理公司除盡善良管理人之注意義務外，不負責各基金之盈虧，亦不保證最低之收益，投資人申購前應詳閱基金公開說明書。有關基金應負擔之費用(境外基金含分銷費用)已揭露於基金之公開說明書或投資人須知中，投資人索取公開說明書或投資人須知，可至富達投資服務網 <http://www.fidelity.com.tw>或境外基金資訊觀測站 <http://www.fundclear.com.tw>查詢，或請洽富達投信或銷售機構索取。Fidelity 富達, Fidelity International, 與Fidelity International 加上其F標章為FIL Limited 之商標。FIL Limited 為富達國際有限公司。富達證券投資信託股份有限公司為FIL Limited 在台投資100%之子公司。110台北市信義區忠孝東路五段68號11樓，富達投信服務電話 0800-00-9911。

SITE 2016 09-007

# 駿利亨德森證券投資顧問股份有限公司 函

聯絡電話:(02) 2171-1686

受文者：富達證券投資信託股份有限公司

發文日期：中華民國 110 年 05 月 17 日

發文字號：駿顧字第 20210021 號

主旨：2021 年駿利亨德森資產管理基金－駿利亨德森環球房地產基金特別股東大會通知，詳如說明，敬請查照。

說明：

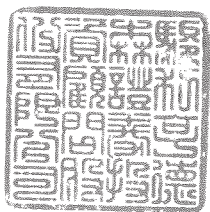
- 一、本公司總代理之駿利亨德森資產管理基金（「基金公司」）－駿利亨德森環球房地產基金（本基金），將於 2021 年 06 月 08 日上午 10 時（愛爾蘭時間）舉行特別股東大會，隨函檢附基金公司之特別股東大會通知函及相關文件，請查照。
- 二、本次特別股東大會之召開，係因本基金擬於 2021 年 06 月 30 日（下稱生效日）起進行下述變更：
  1. 駿利亨德森資產管理基金－駿利亨德森環球房地產基金 (Janus Henderson Capital Fund – Janus Henderson Global Real Estate Fund) 之中英文名稱擬變更為駿利亨德森資產管理基金－環球房地產股票收益基金(Janus Henderson Capital Fund – Global Real Estate Equity Income Fund)。
  2. 修訂本基金之投資目標為：提供正向之收益水準，且配息收益率超越 FTSE EPRA Nareit Global REIT Index 之績效，並尋求實現長期之資本增長。
  3. 修訂本基金之投資政策為：本基金得投資於股權證券或採用投資曝險於中國市場之技術與工具。
  4. 本基金之績效指標擬變更為 **FTSE EPRA Nareit Global REIT Index**。上述擬修訂基金之投資目標及政策應經本次特別股東會決議通過。

三、如貴公司未能親自出席特別股東大會，可利用附件英文版本之「特別大會委託書表格」代表投資人投票。填妥之英文版本「特別大會委託書表格」"EXTRAORDINARY GENERAL MEETING FORM OF PROXY"須於特別股東大會召開前 48 小時前，寄至駿利亨德森資產管理基金(代表收件人為 Paragon Customer Communications, 地址：Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom); 或以電子郵件寄至 [JanusHenderson@paragon-cc.co.uk](mailto:JanusHenderson@paragon-cc.co.uk)；或傳真至 +44 (207) 184 9294。

四、謹請貴公司於收到該通知文件後，依台灣相關法令規定，將該訊息轉知貴公司所屬之投資人並代表投資人投票，或轉知相關單位協助處理。

附件：特別股東大會通知函、特別股東大會委託書表格(英文及其中譯文各一份)。

駿利亨德森證券投資顧問股份有限公司



駿利亨德森資產管理基金  
10 Earlsfort Terrace  
Dublin 2  
Ireland

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(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，請洽詢台端的證券經紀商、銀行經理、律師、會計師或其他獨立財務顧問。

若台端已出售或轉讓手中持有之駿利亨德森環球房地產基金(Janus Henderson Global Real Estate Fund)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。

本文件中英文字首大寫詞彙，其意涵一概與駿利亨德森資產管理基金（下稱「本公司」）西元 2012 年 2 月 26 日刊發之公開說明書（可能不時修正或補充）（下稱「公開說明書」）及駿利亨德森環球房地產基金(Janus Henderson Global Real Estate Fund)之補充文件（下稱「補充文件」）內英文字首大寫詞彙相同。如欲索取公開說明書，請於正常營業時間洽詢本公司註冊辦公室，或本公司子基金登記公開銷售之各地區代表。

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。

2021 年 5 月 17 日

主旨：駿利亨德森環球房地產基金(Janus Henderson Global Real Estate Fund)之名稱、投資目標及投資政策之修訂

親愛的股東：

謹以本函通知台端（為本公司子基金駿利亨德森環球房地產基金（「本基金」）之股東），本基金擬修正投資目標、投資政策及名稱。

本基金投資目標、投資政策及名稱之修訂：

本基金之投資目標係透過資本增值及流動收益之組合獲得總報酬。擬修改投資目標如下：提供正向之收益水準，且配息收益率超越富時 EPRA Nareit 環球 REIT 指數(FTSE EPRA Nareit Global REIT Index)之績效，並尋求實現長期之資本增長。

本基金之投資政策亦進行相應之修訂，擬規定本基金得投資於股權證券或採用投資曝險於中國市場之技術與工具。經修訂之建議投資目標及政策載於本通知附錄 A。

為更準確地反映本基金提出之新投資目標及政策，擬將本基金名稱更改為「駿利亨德森環球房地產股票收益基金」，績效指標變更為 EPRA Nareit 環球 REIT 指數 (FTSE EPRA Nareit Global REIT Index)。

#### 修正投資目標及投資政策之理由

駿利與亨德森合併後，全球房地產股票團隊管理兩檔目標類似之 UCITS 基金。儘管駿利亨德森遠見基金-全球地產股票基金 (Janus Henderson Horizon Global Property Equities Fund) 持續吸引大量投資人之興趣與投資，惟相較之下，本基金自合併以來管理之資產成長較緩慢。

本基金副投資顧問認為，修訂後之投資目標及政策將提供更高的靈活度，以利用收益投資機會，同時繼續為股東提供長期資本增長之機會。此外，本提案反映現有投資人對收益分配股份類別之偏好，並尋求確保本基金於駿利亨德森環球房地產股票平臺內具區別性定位之長期可行性。

上述變更不會導致本基金之總體風險程度發生重大變化，亦不會導致本基金目前應付或承擔的費用及支出發生任何變化。

除依修訂之投資目標及政策調整本基金投資組合之交易費用 (預估為 0.42% 至 0.47% 之間) 將由本基金承擔外，與本文件所載擬修訂內容相關之費用將由 Janus Henderson Group 承擔。

#### 為特別股東大會（下稱「特別股東會」）討論與表決之通知

為取得股東對本次變更之同意，董事會決定召開本公司之特別股東會，討論並以特別決議通過本通知所載之本基金投資目標及政策修訂案。謹檢附特別股東會通知，該特別股東會將於特別股東會通知所載之時間在 2021 年 6 月 8 日，假 Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland 舉行。因新型冠狀病毒相關因素無法召開實體會議，本公司已提供電話會議參與號碼，將視為在特別股東會主席所在地於特別股東會通知所載時間召開特別股東會。

擬修訂之基金之投資目標及策略應經股東會特別決議通過，意即應有超過 75% 之股東出席，且親自以委託書投票贊成此決議。此股東大會的最低出席人數係二位股東（親自出席或以委託書）。如在股東大會表定開會時間半個小時內無法達到最低出席人數，此股東大會應順延，一星期後在同樣時間、地點再行召開，或另日再行召開，時間地點由董事會決定。

於經股東同意後，章程變更將於 2021 年 6 月 30 日 (或經另行事先通知股東之較晚之日) 起 (下稱「生效日」) 生效。

特別股東大會之投票結果可在特別股東大會召開後 48 小時於駿利資產管理國際有限公司的網站 [www.janushenderson.com](http://www.janushenderson.com) 取得。

#### 特別股東大會中之新型冠狀病毒防疫措施

本董事會高度重視股東、特別股東大會出席人員與本公司服務供應商員工之健康。

因依愛爾蘭政府發佈之 Covid-19 相關規則及指引對集會及旅行設限(除非出於非常少數目的)，特別股東會將於受限之情況下進行。

基於與 Covid-19 相關的問題，目前無法召開實體特別股東會。是以，如台端希望收聽特別股東會之過程，台端得使用電話設備，並於會議時撥打以下號碼：

參與電話代碼	639375#
參與電話號碼	+353 1 489 7260 (都柏林)
	+44 20 7099 2087 (倫敦)
	+1 212 796 5560 (紐約)
	+81 3 4520 9225 (東京)

由於無法使用電話投票，台端仍應於特別股東會之截止日前提交委託書表格。

若台端就本事項有任何疑問，應以上述地址聯繫本公司，或於適當時應洽詢台端之投資顧問、稅務顧問及/或法律顧問。

#### 投票/委託書

附在特別股東會通知中的委託書應依指示填寫並擲回，以盡快寄回，至遲應於特別股東會召開前 48 小時送達。

#### 股份贖回

於股東在特別股東會中決議通過章程修正案之前提下，不願繼續投資本公司之股東得於特別股東會前之任一交易日，及於特別股東會後生效日前之任何時間，依公開說明書及補充文件所載贖回程序贖回部分或全部所持股份。

#### 建議

董事會認為所提修訂內容係為整體股東之最佳利益。董事會建議台端投票贊成修訂案。

#### 其他資訊

致瑞士投資人：FIRST INDEPENDENT FUND SERVICES LTD. (址設 Klausstrasse 33, 8008 Zurich) 為本公司之瑞士代表。瑞士之付款代理人為 Banque Cantonale de Genève (址設 17, quai de l'Ile, 1204 Geneva, Switzerland)。公開說明書摘選、瑞士主要投資人資訊、本公司之章程及年報與半年報均得免費向瑞士代表索取。

致德國投資人：State Street Bank International GmbH (址設 Solmsstraße 83, 60486 Frankfurt am Main) 為資訊代理人，相關公開說明書、主要投資人資訊、組織章程及年報與半年報均得免費向其索取。

致比利時投資人：CACEIS Belgium S.A. (址設 avenue du Port 86 C b320, B-1000 Bruxelles, Belgique)為比利時之金融服務中介機構。主要投資人資訊(英文與法文版)、公開說明書、本公司組織章程及經查核年報(英文版)均得免費於本公司註冊辦事處及比利時金融服務中介機構取得。

若台端就本事項有任何疑問，應以上述地址聯繫本公司，或於適當時應洽詢台端之投資顧問、稅務顧問及/或法律顧問。

敬祝 商祺



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董事

駿利亨德森資產管理基金

附件： - 特別股東大會通知；及  
- 委託書

## 附錄 A-修訂後之投資目標及政策

### 投資目標和政策

本基金之投資目標為提供正向之收益水準，並尋求實現長期(五年以上)之資本增長。

績效目標：年配息收益於扣除費用前，超越富時 EPRA Nareit 環球 REIT 指數 (FTSE EPRA Nareit Global REIT Index) 之收益。

本基金將至少 80% 之淨資產價值投資於從事房地產相關事業或持有大量不動產之公司所發行股票(亦稱為公司股票)，藉以達成其投資目標。此可能包括投資於從事不動產經營或開發之公司，包括 REIT 及與不動產營業、資產、產品或服務相關之公司。本基金得投資任何規模(包含小型資本公司股票)及位於全球任何地區(包含開發中市場)之公司。

本基金於開發中市場所交易證券的投資總額不得超過該基金淨資產價值的30%，且於任一開發中市場所交易證券的投資額不得超過該基金淨資產價值的20%。本基金得投資於對中國市場有曝險之股權證券或採用對中國市場取得曝險之投資技術與工具。本基金亦得對特定合格之中國A股透過滬港通與深港通投資，且可直接取得投資曝險。請參見[公開說明書]「風險因素和特別考慮因素」一節所述與投資中國及透過滬港通與深港通投資相關之特定投資風險。因對新興市場之投資曝險，投資本基金不應作為投資組合中之重大部分，且投資本基金未必適合所有投資人。

本基金參考富時 EPRA Nareit 環球 REIT 指數，採主動式管理，該指數對於本基金可能投資之公司具有廣泛代表性，構成本基金績效目標之基礎。副投資顧問可自行為本基金選擇與基準指數不同權重或不在指數內之投資項目，然本基金可能時而持有類似於指數之投資部位。本基金績效詳情可自年報及半年報、銷售文件與主要投資人資訊(KIID)取得。不保證本基金之績效將符合或超越指數。

REIT 為投資於產生收入之不動產或不動產相關貸款或利息之集合性投資機構。REIT 通常分類為股權 REIT、抵押權 REIT 或綜合股權及抵押權之 REIT。股權 REIT 將其資產直接投資於不動產，且主要自房租獲得收益。股權 REIT 亦得透過出售增值之資產實現資本增值。抵押權 REIT 將資產投資於不動產抵押，並自收取利息獲得收益。

本基金資產投資於股票及其他房地產公司之比例將變動，且視副投資顧問對市場情形之判斷，該基金得投資於短期投資級付息證券，如政府證券或債券及/或指數型證券/結構型證券。本基金亦得在副投資顧問認為有額外報酬之機會時投資於其他種類之證券，包含優先股、政府證券、債券、認股權證及可轉換為股票之證券。本基金得基於投資之目的運用投資技巧及投資工具，例如期貨、選擇權和交換契約，以及其他衍生性金融商品交易；惟須受淨資產價值 10% 之最高投資比重限制，並須符合央行所隨時規定之條件及限制。

本基金得直接或間接(亦即透過包括美國存託憑證、歐洲存託憑證或全球存託憑證等方式)投資於相關市場。

對本基金而言，能否取得收益是投資時的考量重點。

本基金至多得投資其淨資產價值之5%於其他合格之集合投資計畫之證券。該等投資包含對其他基金之投資，但基金不得投資於持有其他基金股份之基金。惟本基金投資於其他基金者，不得就投資於其他基金之資產之部份收取年度管理費及/或投資經理費。

副投資顧問於建立投資組合部位時一般採取「由下而上」之方式。換句話說，其會儘量尋找具有可持續競爭優勢及資本報酬率持續提升的強健企業。本基金的投資策略主要考量該公司基本面的質化與量化特性。以基本面為導向的投資基金所建構的投資組合，一般通常稱為選股或由下至上的投資，其會先針對各家公司進行透徹的內部研究，每次只選擇一檔證券。此策略背後的理念是部分公司體質健全，能隨時間創造股東價值，與業界同儕相比前景更佳，故即使在充滿挑戰的產業與經濟情勢下，應仍有超越同業的表現。基本面投資策略之目的是要找出並投資這些公司。

副投資顧問選擇本基金投資標的時，採用專有之研究導向價值法選擇其認定長期績效將表現優異之公司。副投資顧問之研究導向法自多方蒐集資訊(包含自公司管理階層會議、資產視察、財務報表分析與第三方研究資料)以質化與量化指標對公司進行排名，例如：(i)資產品質(評估標的資產組合之期間、位置、品質與合適性)；(ii)管理階層敏銳度(評估公司管理階層、重要主管與整體營運策略)；(iii)流動性(排除參考交易量後認定流動性不佳之公司)；及(iv)資產負債表健全度與成長(評估公司之財務風險，如淨負債、槓桿之使用、資金適當性與債券市場可近性)。該等指標經賦予權重，用以計算一家公司資產之評分。對特定指標賦予之權重可能依當時市況與地區有所不同。指標繼而與預估之股利分派結果綜合，做出總報酬評價。該等總報酬評價與股利收益率走勢交疊後，副投資顧問建構出包含總報酬評價高於平均值且股利收益率高於平均值之公司組合。

本基金可基於有效管理投資組合之目的投資衍生性金融商品。本基金對於衍生性金融商品之投資將須符合本基金投資政策內載列之限制以及央行所隨時規定之條件及限制。本基金將利用衍生性金融商品進行槓桿操作。本基金得以投資為目的將不超過其基金淨資產價值之10%投資於衍生性金融商品。當使用承諾法計算時，本基金藉由建立衍生性金融商品之部位所創造之最大槓桿比例上限為本基金淨資產價值之100%。股東應注意，基於衍生性金融商品的本質以及此等工具可能屬於保證金交易之事實，某特定衍生性金融商品的標的資產即使發生相對小幅的價格不利變化，仍可能導致基金對該衍生性金融商品的曝險比重立即且大幅變動。如因本基金無法控制之原因而超出任何衍生性金融商品相關投資上限時，本基金將在合理考量股東權益之情況下優先補正此等狀況。



駿利亨德森資產管理基金  
子基金間責任隔離之傘型基金  
(下稱「本公司」)

特別股東大會通知

謹通知本公司將為下列目的，於 2021 年 6 月 8 日愛爾蘭時間上午 10 點，假 Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland 召開特別股東大會以審議並(於經認定適當時)通過以下議案以做成特別決議。此外，附件係特別股東大會之委託書，俾使台端就特別股東大會之議案進行表決。僅有在本通知之日期前登記為本基金股東者，始有參加特別股東大會並參與表決之權利。

特別決議事項

“同意本基金投資目標與投資政策以西元 2021 年 5 月 17 日所發股東通知書附錄所載者取代。”

承董事會命

簽名：

代表  
駿利亨德森資產管理基金

日期：西元 2021 年 5 月 17 日

註冊地址：10 Earlsfort Terrace  
Dublin 2  
D02 T380  
Ireland

(請勿將台端之委託書寄至本地址。委託書應於委託書所規定之時間內依委託書所載以電子郵件或傳真擲回)

備註

有權參加前述特別股東大會及表決之各股東，有權委託代理人代表出席、發言並表決。公司得委任經授權之代表人代表出席、發言並表決。代理人或經授權之代表人毋須為本公司之股東。股東得將簽名後之委託書寄至駿利亨德森資產管理基金(代表收件人為 Paragon Customer Communications, 地址：Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom)或以電子郵件寄至 [JanusHenderson@paragon-cc.co.uk](mailto:JanusHenderson@paragon-cc.co.uk) 或傳真至 +44 (207) 184 9294，比利時投資人則寄至比利時金融服務中介機構 CACEIS Belgium S.A.(地址：avenue du Port 86

C b320, B-1000 Bruxelles, Belgique), 至遲應於特別股東大會召開前 48 小時送達。委託書之填寫與擲回，並不影響股東親自參加特別股東大會並參與表決之權利。

致瑞士投資人：FIRST INDEPENDENT FUND SERVICES LTD. (址設 Klausstrasse 33, 8008 Zurich)為本公司之瑞士代表。瑞士之付款代理人為 Banque Cantonale de Genève (址設 17, quai de l' Ile, 1204 Geneva, Switzerland)。公開說明書摘選、瑞士主要投資人資訊、本公司之章程及年報與半年報均得免費向瑞士代表索取。

致德國投資人：State Street Bank International GmbH (址設 Solmsstraße 83, 60486 Frankfurt am Main)為資訊代理人，相關公開說明書、主要投資人資訊、組織章程及年報與半年報均得免費向其索取。

致比利時投資人：CACEIS Belgium S.A. (址設 avenue du Port 86 C b320, B-1000 Bruxelles, Belgique)為比利時之金融服務中介機構。主要投資人資訊(英文與法文版)、公開說明書、本公司組織章程及經查核年報(英文版)均得免費於本公司註冊辦事處及比利時金融服務中介機構取得。

駿利亨德森資產管理基金  
子基金間責任隔離之傘型基金  
(下稱「本公司」)

特別大會委託書表格

請於本處列載  
台端之股東名  
稱與地址



本人/我們 \_\_\_\_\_  
址設 \_\_\_\_\_ 為本公司  
\_\_\_\_\_ 股之股份持有人且有表決權，茲委託 Kevin Murphy, James Hodgson, Scott Simpson 或 \_\_\_\_\_，或會議主席 (視需要刪除) 為本人/我們之代理人/代表，代本人/我們於愛爾蘭時間 2021 年 6 月 8 日上午 10 點舉行之本公司特別股東大會中及任何相關延期會議中行使表決權 (包含於本公司任何董事未出席時選任一位出席之股東 (包含其本人) 擔任會議主席)。

請於此處簽  
名並填入日  
期



簽名 \_\_\_\_\_

名稱大寫 \_\_\_\_\_

日期：2021 年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

	決議事項	贊成	不行使	反對
1.	同意本基金投資目標與投資政策以西元2021年5月17日所發股東通知書附錄所載者取代			

倘台端以本委託書贊成任何決議，請於上方「贊成」欄位下打「X」。倘台端以本委託書不行使任何表決權，請於上方「不行使」欄位下打「X」。倘台端以本委託書反對任何決議，請於上方「反對」欄位下打「X」。未選取者將由代理人以其認為適當之方式表決。

備註：

- 除另有明示外，代理人將以其認為適當之方式表決。
- 本委託書應於開會時間前 48 小時前送達始生效力。
- 若為法人股東，本文件可蓋上該公司之機關印信或由授權之公司主管或代理人簽署。
- 就須透過所代表之投資人始得表決之綜合帳戶/代名股東，請在“贊成”及/或“反對”欄位註明其代表之投資人總票數以說明台端希望代理人/代表如何表決。

5. 倘台端擬指定會議主席以外之人選為代理人，請填入其姓名和地址，並刪除"會議主席"。
6. 若本委託書經簽名擲回但未註明代理人應如何投票，代理人將自行判斷如何投票以及是否棄權。
7. 若為共同持有，則以先順位者親自或委託代理人所投之票為主，其他共同持有人的投票則不予考量，順位之考量以共同持有成員登記簿上登記之姓名先後順序為準。
8. 請於表格塗改變更處簽上姓名縮寫。
9. 股東得將簽名後之委託書以寄至駿利亨德森資產管理基金(代表收件人為Paragon Customer Communications, 地址：Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom)或以電子郵件寄至 [JanusHenderson@paragon-cc.co.uk](mailto:JanusHenderson@paragon-cc.co.uk) 或傳真至 +44 (207) 184 9294，比利時投資人則寄至比利時金融服務中介機構CACEIS Belgium S.A.(地址：avenue du Port 86 C b320, B-1000 Bruxelles, Belgique)，至遲應於特別股東大會召開前 48 小時送達。委託書之填寫與擲回，並不影響股東親自參加特別股東大會並參與表決之權利。

# 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 the Janus Henderson Global Real Estate 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.**

**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 26 February 2021, as may be amended or supplemented from time to time (the “Prospectus”) and the supplement for the Janus Henderson Global Real Estate Fund (the “Supplement”). Copies of the Prospectus and Supplement 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 Fund is registered for public distribution.**

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

17 May 2021

**Re: Proposed amendments to the investment objective, investment policy and name of the Janus Henderson Global Real Estate Fund**

Dear Shareholder

We are writing to you as a Shareholder in the Janus Henderson Global Real Estate 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 objective, investment policy and name of the Fund.

## **Amendments to the investment objective, investment policy and name of the Fund:**

The Fund’s investment objective has been to deliver total return through a combination of capital appreciation and current income. It is proposed to amend the investment objective to: provide a positive level of income, with a dividend yield exceeding that of the FTSE EPRA Nareit Global REIT Index, and to seek to achieve long-term growth of capital.

The Fund’s investment policy has been updated accordingly and it is proposed to provide that the Fund may invest in equity securities or employ investment techniques and instruments which have exposure to the Chinese market. The proposed revised investment objective and policy are set out in Appendix A to this circular.

So as to more accurately reflect the Fund’s proposed new investment objective and policy, it is proposed to change the name of the Fund to the “Janus Henderson Global Real Estate Equity Income Fund” and the benchmark to the FTSE EPRA Nareit Global REIT Index.

## **Rationale for amending the investment objective and investment policy**

Following the merger of Janus and Henderson, the Global Property Equities Team manages two UCITS funds with similar objectives. While Janus Henderson Horizon Global Property Equities Fund continues to draw significant interest and investment, growth of the Fund's assets under management since merger has been muted by comparison.

The Fund's Sub-Investment Adviser believes that the amended investment objective and policy will provide additional flexibility to take advantage of income investing opportunities, while continuing to provide shareholders with exposure to long-term capital growth. Furthermore, the proposal reflects the bias of existing investors towards income distributing share classes, and seeks to secure the long-term viability of the Fund as a differentiated proposition within the Janus Henderson Global Property Equities platform.

The above change will not result in a material change in the overall risk profile of the Fund and will not result in any change to the current fees and expenses payable to, or borne by, the Fund.

The costs associated with the proposed changes set out in this document shall be borne by the Janus Henderson Group, except for the transaction costs, estimated to be between 0.42% and 0.47% for the realignment of the Fund's portfolio with the revised investment objective and policy, which will be borne by the Fund.

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

In order to obtain Shareholder approval for these changes, the Directors have decided to 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 objective and 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 8 June 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 objective and policy of the Fund require the approval of Shareholders by way of a special resolution. This means that over 75% 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 objective and policy of the Fund will be effective on 30 June 2021 or such later date as shall be notified in advance to Shareholders (the "**Effective Date**").

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](http://www.janushenderson.com).

## **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:

<b>Dial-in Code</b>	<b>639375#</b>
<b>Dial-in Number</b>	<b>+353 1 489 7260 (Dublin)</b>
	<b>+44 20 7099 2087 (London)</b>
	<b>+1 212 796 5560 (New York)</b>
	<b>+81 3 4520 9225 (Tokyo)</b>

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 above address or 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 as soon as possible and in any event, not later than 48 hours before the time fixed for the holding of the EGM.

### **Redemption of Shares**

Subject to the Shareholders passing the resolution approving the proposed amendments to the investment objective and policy at the EGM, Shareholders who do not wish to remain invested in the Fund will have the opportunity to redeem some or all of their Shares on any Dealing Day prior to the EGM and at any time after the EGM and before the Effective Date in accordance with the terms of the Prospectus and Supplement.

### **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.

### **Additional Information**

For Swiss investors, FIRST INDEPENDENT FUND SERVICES LTD., Klausstrasse 33, 8008 Zurich is the Swiss representative of the Company. The Paying Agent in Switzerland is Banque Cantonale de Genève, 17, quai de l'Ile, 1204 Geneva, Switzerland. The Extract Prospectus, the Swiss key investor information documents, the Company's Articles as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.

For German investors, State Street Bank International GmbH, Solmsstraße 83, 60486 Frankfurt am Main is the 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 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

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant, tax adviser and/or legal adviser as appropriate.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'A. M. M.', written in a cursive style.

Director  
**Janus Henderson Capital Funds plc**

Enclosures: - Notice of Meeting; and  
- Form of Proxy



## Appendix A – Revised Investment Objective and Policy

### INVESTMENT OBJECTIVE AND POLICIES

The Fund's investment objective is to provide a positive level of income and to seek to achieve long-term (5 years or more) growth of capital.

**Performance Target:** To achieve a dividend yield exceeding that of the FTSE EPRA Nareit Global REIT Index, before the deduction of charges, on an annual basis.

It pursues its objective by investing at least 80% of its net asset value in equities (also known as company shares) of companies engaged in or related to the property industry, or which own significant property assets. This may include investments in companies involved in the real estate business or property development, including REITs and companies whose businesses, assets, products or services are related to the real estate sector. The Fund may invest in companies of any size (including small capitalisation equities) and located anywhere in the world (including Developing Markets).

The aggregate amount of the Fund which may be invested in securities traded on the Developing Markets is 30% of the net asset value of the Fund and no more than 20% of the net asset value of the Fund may be invested in securities traded on any one Developing Market. The Fund may invest in equity securities or employ investment techniques and instruments which have exposure to the Chinese market. The Fund may also invest and have direct access to certain eligible China A-Shares via the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect. Please see the "Risk Factors and Special Considerations" section in [the Prospectus] for a description of certain investment risks specifically in connection with investing in China and investing through the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect. **Due to its exposure to Developing Markets, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Fund is Actively Managed with reference to the FTSE EPRA Nareit Global REIT 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 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.

REITs are pooled investment vehicles that invest in income producing real property or real property related loans or interests. REITs are generally classified as equity REITs, mortgage REITs or a combination of equity and mortgage REITs. Equity REITs invest their assets directly in real property and derive income primarily from the collection of rents. Equity REITs can also realise capital gains by selling properties that have appreciated in value. Mortgage REITs invest their assets in real property mortgages and derive income from the collection of interest payments.

The percentage of the Fund assets invested in equities and other property companies will vary and, depending on market conditions as determined by the Sub-Investment Adviser, the Fund may invest in short-term investment grade interest bearing securities, such as Government Securities or Debt Securities and/or Index/Structured Securities. The Fund may also invest in other types of securities including preference shares, Government Securities, Debt Securities, warrants and securities convertible into equities when the Sub-Investment Adviser perceives an opportunity for additional

return from such securities. 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.

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.

Realisation of income is a significant investment consideration for the Fund.

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 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 Sub-Investment Advisers generally take a “bottom-up” approach to building portfolios. In other words, they seek to identify strong businesses with sustainable competitive advantages and improving returns on capital. 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. 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.

In selecting investments for the Fund, the Sub-Investment Adviser uses a proprietary research-based value approach to select companies which it believes will outperform over the long-term. The research-based approach by the Sub-Investment Adviser gathers information from a variety of sources, including from company management meetings, property tours, financial statement analysis and third party research data to rank companies on quantitative and qualitative metrics, such as: (i) asset quality (to assess the underlying asset portfolio for age, location, quality and fitness for purpose); (ii) management acumen (to assess company management, key executives and overall business strategy); (iii) liquidity (to exclude those companies with weak liquidity as determined by reference to trading volumes); and (iv) balance sheet strength and growth (to assess financial risks applicable to a company, such as net debt, use of leverage, appropriateness of funding and access to debt markets). Such metrics are used to calculate a score which is applied to the value of a company’s assets by assigning a weighting to each metric. The weighting assigned to a particular metric may vary based on prevailing market conditions and across regions. The metrics are then combined with estimated dividend results, resulting in a total return valuation. This total return valuation is overlaid with a dividend yield screen and the Sub-Investment Adviser builds a portfolio of companies with above-average total return valuation and above-average dividend yield.

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% 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. 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 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 Global Real Estate Fund (the “Fund”) will be held at 10am (Irish time) on 8 June 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 objective and the investment policy of the Fund in the form set out in the appendix to the circular dated 17 May 2021 be and is hereby approved”.

BY ORDER OF THE BOARD

Signed: 

\_\_\_\_\_  
For and on behalf of  
Janus Henderson Capital Funds plc

Dated: 17 May 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 Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom or by email to [JanusHenderson@paragon-cc.co.uk](mailto:JanusHenderson@paragon-cc.co.uk) or by fax to +44 (207) 184 9294 or for Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique, as intermediary in charge of the financial service in Belgium, 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.

For Swiss investors, FIRST INDEPENDENT FUND SERVICES LTD., Klausstrasse 33, 8008 Zurich is the Swiss representative of the Company. The Paying Agent in Switzerland is Banque Cantonale de Genève, 17, quai de l'Ile, 1204 Geneva, Switzerland. The Extract Prospectus, the Swiss key investor information documents, the Company's Articles as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.

For German investors, State Street Bank International GmbH, Solmsstraße 83, 60486 Frankfurt am Main is the 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 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.

**JANUS HENDERSON CAPITAL FUNDS PLC**  
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**(the “Company”)**

**EXTRAORDINARY GENERAL MEETING FORM OF PROXY**

Please list your shareholder name and address here

I/We \_\_\_\_\_  
of \_\_\_\_\_



being a holder of \_\_\_\_\_ share(s) in the Company and entitled to vote, hereby appoint any one of Kevin Murphy, James Hodgson, Scott Simpson or failing them \_\_\_\_\_ or failing him/her \_\_\_\_\_ 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 8 June 2021 and at any adjournment thereof.

Please sign and date here

Signed \_\_\_\_\_

Name in block capitals \_\_\_\_\_



Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
1.	THAT the proposed amendments to the investment objective and the investment policy of the Fund in the form set out in the appendix to the circular dated 17 May 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 Paragon Customer Communications, Evolution House, Choats Road, Dagenham, RM9 6BF, United Kingdom or by email to [JanusHenderson@paragon-cc.co.uk](mailto:JanusHenderson@paragon-cc.co.uk) or by fax to +44 (207) 184 9294 or for Belgian investors, CACEIS Belgium S.A., avenue du Port 86 C b320, B-1000 Bruxelles, Belgique, as intermediary in charge of the financial service in Belgium, 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.