

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of the Company will be held at 11.00 am (Irish time) on Friday, 23 September 2022 at the offices of Arthur Cox LLP, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland, or in the event that it is not possible to convene a physical meeting due to Covid-19 related restrictions, the AGM shall be deemed to be held at the address of the chair of the AGM at the time indicated above, for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the reports of the directors and of the auditors and the accounts of the Company for the year ended 31 December 2021 and to review the Company’s affairs.
2. To approve the re-appointment of the auditors.
3. To authorise the directors to fix the remuneration of the auditors.

BY ORDER OF THE BOARD



Signed:

For and on behalf of
Bradwell Limited

Dated: 1 September 2022

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 to the address 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 by post to Henderson Management Société Anonyme (HMSA), 2 Rue de Bitbourg, L-1273 Luxembourg, 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 and voting in person at the AGM. For Belgian investors, Henderson Management Société Anonyme (HMSA), has been appointed to act as the Facilities Agent in Belgium.

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'Île, 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 the German investors, Henderson Management S.A., 2 Rue de Bitbourg, L-1273 Luxembourg is the facilities service provider and the relevant Prospectus and KIIDs, the Certificate of Incorporation and Memorandum and Articles of Association and the annual and semi-annual reports are available there free of charge in paper form.

For Belgian investors, the facilities agent is Henderson Management Société Anonyme (HMSA), 2 Rue de Bitbourg, L-1273, Luxembourg. The KIIDs (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 facilities agent.

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ANNUAL 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, Sarah Cunniff, Dara Harrington, David O’Shea, James Hodgson, Claire De Wet, Laura McKinney, Darragh O’Dea, Jennifer McGurdy, Barbara Donegan, 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 annual general meeting, at the annual general meeting of the Company to be held at 11.00 am (Irish time) on Friday, 23 September 2022 and at any adjournment thereof.

Please sign and date here



Signed: _____

Name in block capitals: _____

Dated this _____ day of _____ 2022

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
	Ordinary Business			
1.	To receive and consider the reports of the directors and of the auditors and the accounts of the Company for the year ended 31 December 2021.			
2.	To approve the re-appointment of the auditors.			
3.	To authorise the directors to fix the remuneration of the auditors.			

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, or be lodged, at the address printed below 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 Chairperson of the meeting, please insert his/her name and address and delete “the Chairperson of the meeting”.
6. If this instrument is signed and returned without any indication of how the person appointed proxy shall vote, they will exercise their discretion as to how they vote and whether or not they abstain 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 by post to Henderson Management Société Anonyme (HMSA), 2 Rue de Bitbourg, L-1273 Luxembourg, 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 and voting in person at the AGM. For Belgian investors, Henderson Management Société Anonyme (HMSA), has been appointed to act as the Facilities Agent in Belgium.