

**JANUS HENDERSON FUND**  
**(the “Company”)**

Société d'investissement à Capital Variable (SICAV)  
Registered Office: 2 Rue de Bitbourg  
L-1273 Luxembourg

**NOTICE OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

NOTICE is hereby given to the shareholders of Janus Henderson Fund that the ANNUAL GENERAL MEETING of Janus Henderson Fund will be held at its registered office at 2 Rue de Bitbourg, L-1273 Luxembourg at 11 am (Luxembourg time) on 8<sup>th</sup> March 2018 for the purpose of considering and voting upon the following matters:

**AGENDA**

1. Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the period ended 30 September 2017.
2. Approval of the audited annual accounts for the year ended 30 September 2017.
3. Allocation of net results.
4. Distribution of dividends (if any) as recommended by the Directors.
5. Discharge of liabilities to the Directors for the exercise of their mandate.
6. Re-election of Kevin Adams, Les Aitkenhead, Jean-Claude Wolter, Joanna Dentskevich, Jeremy Vickerstaff, James Bowers and Steven de Vries to the Board of Directors.
7. Approval of the remuneration of the Independent Directors: Kevin Adams (as Chairman of the Board), Les Aitkenhead, Jean-Claude Wolter and Joanna Dentskevich (as Directors).
8. Re-election of PricewaterhouseCoopers Société Cooperative as the Statutory Auditor of the Company.
9. Any other business.

**The Board of Directors**

Notes :

All shareholders are entitled to attend or be represented at the above Meeting. A shareholder is entitled to appoint one or more proxies to attend and vote in his place. A proxy holder is not required to be a shareholder. To be valid, Forms of Proxy must be lodged at Janus Henderson Fund, Company Secretary, 2 Rue de Bitbourg, L-1273 Grand Duchy of Luxembourg, not less than 48 hours before the time appointed for the Meeting.

The Audited Annual Report and Accounts of the Company may be obtained from the registered office of Janus Henderson Fund at the offices of the representatives and distributors and electronically at [www.janushenderson.com](http://www.janushenderson.com).

**Janus Henderson Fund**  
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[janushenderson.com](http://janushenderson.com)

Please return to Janus Henderson Fund, Company Secretary, 2 Rue de Bitbourg, L-1273, Grand Duchy of Luxembourg (or alternatively use the pre-paid envelope) not less than 48 hours before the time appointed for the Meeting.

I/We, the undersigned

\_\_\_\_\_ of \_\_\_\_\_  
(Name) (Residing at / registered office at)

\_\_\_\_\_ number of shares  
Being the holder(s) of

\_\_\_\_\_ of the sub –fund (s)

hereby appoint as my/our proxy (or failing him/her the Chairman of the Meeting) to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held **on Thursday 8<sup>th</sup> March 2018** and at any adjournment thereof which shall consider the Agenda as shown in the Notice of Annual General Meeting, there to consider and, in the name and on behalf of the undersigned, to vote on any and all matters relative to the Agenda hereunder mentioned.

### Annual General Meeting

#### Agenda

		FOR	AGAINST
1.	Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the period ended 30 September 2017.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the audited annual accounts for the year ended 30 September 2017.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Allocation of net results.	<input type="checkbox"/>	<input type="checkbox"/>
4.	Distribution of dividends (if any) as recommended by the directors.	<input type="checkbox"/>	<input type="checkbox"/>
5.	Discharge of liabilities to the Directors for the exercise of their mandate.	<input type="checkbox"/>	<input type="checkbox"/>
6.	a) Re-election of Kevin Adams to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	b) Re-election of Les Aitkenhead to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	c) Re-election of Jean-Claude Wolter to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	d) Re-election of Joanna Dentskevich to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	e) Re-election of Jeremy Vickerstaff to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	f) Re-election of James Bowers to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	g) Re-election of Steven de Vries to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>

- |    |  |                          |                          |
|----|--|--------------------------|--------------------------|
| 7. | a) Approval of the remuneration of €38,500 gross per annum for Kevin Adams.                        | <input type="checkbox"/> | <input type="checkbox"/> |
|    | b) Approval of the remuneration of €33,500 gross per annum for Les Aitkenhead.                     | <input type="checkbox"/> | <input type="checkbox"/> |
|    | c) Approval of the remuneration of €33,500 gross per annum for Jean-Claude Wolter                  | <input type="checkbox"/> | <input type="checkbox"/> |
|    | d) Approval of the remuneration of €33,500 gross per annum for Joanna Dentskevich                  | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. | Re-election of PricewaterhouseCoopers Société Cooperative as the Statutory Auditor of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. | Any other business.  | <input type="checkbox"/> | <input type="checkbox"/> |

**Notes:**

The undersigned is aware that no quorum is needed for the Meeting to pass a valid resolution. Resolutions will be passed by a simple majority of the shareholders present or represented.

As witness my/our hand (s) this \_\_\_\_ day of \_\_\_\_\_ 2018.

Signature\_\_\_\_\_