

**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 4 August 2023** at the offices of Arthur Cox LLP, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland, 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 2022 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: 3 July 2023

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.

You can vote online using the details provided within this letter. Alternatively, shareholders may return a signed copy of the proxy form by post to **Paragon Customer Communications, 7 Rue De Chaux, L-5324, Contern, 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. Should Hong Kong shareholders have any questions relating to this notice or the AGM, please contact the Company's Hong Kong Representative, whose current address is Suites 706-707, Chater House, 8 Connaught Road Central, Central, Hong Kong, or by telephone at (852) 3121-7000.

The board of directors of the Company accepts responsibility for the information contained in this notice as being accurate as at the date of issuance.

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

**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, Ciaran Churchill, 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 4 August 2023** and at any adjournment thereof.

Please sign and date here

Signed: \_\_\_\_\_



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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
	<b>Ordinary Business</b>			
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 2022 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.			

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 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, 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 initialed.
9. When voting online you will receive a reference number to confirm your submission. If you do not receive a reference number, your vote has not been registered.
10. Shareholders may return a signed copy of the proxy form by post to **Paragon Customer Communications, 7 Rue De Chaux, L-5324, Contern, 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.