

正 本

發文方式：電子交換（第一類，不加密）

檔 號：

保存年限：

野村證券投資信託股份有限公司 函

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受文者：如正副本行文單位

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速別：普通件

密等及解密條件或保密期限：

附件：中、英文股東通知書

主旨：謹函轉本公司擔任總代理人之駿利亨德森資產管理基金系列
境外基金公開說明書相關內容修訂如後說明，請 查照。

說明：

- 一、本公司經金融監督管理委員會核准，擔任駿利亨德森資產管理基金系列境外基金之總代理人，在國內公開募集及銷售，合先敘明。
- 二、「駿利亨德森平衡基金、駿利亨德森靈活入息基金、駿利亨德森環球科技創新基金、駿利亨德森非投資等級債券基金及駿利亨德森美國短期債券基金」（下稱「各基金」）為因應客戶對基金提倡環境及／或社會特徵日益增加之需求，各基金將於2023年12月29日起進行更新，以反映各基金提倡SFDR第8條所定義之環境及／或社會特徵。詳細說明請參附件中、英文股東通知書。
- 三、上述通知之變更將於2023年12月29日生效，並將反映於新版公開說明書中，而該等公開說明書及重要投資人資訊亦可至境外基金資訊觀測站(<http://www.fundclear.com.tw>)下載。

正本：宏利證券投資信託股份有限公司、中租證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司、基富通證券股份有限公司、好好證券股份有限公司、兆豐國際商業銀行股份有限公司、統一綜合證券股份有限公司、凱基證券股份有限公司、元大證券股份有限公司、永豐金證券股份有限公司、臺灣銀行股份有限公司信託部、臺灣土地銀行股份有限公司、合作金庫商業銀行(信託部)、第一商業銀



行股份有限公司信託處規劃部、華南商業銀行股份有限公司、彰化商業銀行股份有限公司信託處、上海商業儲蓄銀行股份有限公司信託部、台北富邦商業銀行股份有限公司、國泰世華商業銀行股份有限公司信託部(統編12163963)、高雄銀行股份有限公司信託部、王道商業銀行股份有限公司財富管理部、王道商業銀行股份有限公司財富信託部、臺灣中小企業銀行股份有限公司、兆豐證券股份有限公司、渣打國際商業銀行股份有限公司信託部、台中商業銀行股份有限公司、京城商業銀行股份有限公司信託部、香港商香港上海匯豐銀行股份有限公司台北分公司、瑞興商業銀行股份有限公司信託部、華泰商業銀行股份有限公司信託部、臺灣新光商業銀行股份有限公司(財富管理部)、臺灣新光商業銀行股份有限公司(信託部)、陽信商業銀行股份有限公司信託部、板信商業銀行股份有限公司信託部、聯邦商業銀行股份有限公司財管部、遠東國際商業銀行股份有限公司投資顧問部、遠東國際商業銀行股份有限公司信託部、元大商業銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、玉山商業銀行股份有限公司信託部、凱基商業銀行股份有限公司、星展(台灣)商業銀行信託部(T&O—WMO)、台新國際商業銀行股份有限公司、安泰商業銀行股份有限公司、中國信託商業銀行股份有限公司、容海國際證券投資顧問股份有限公司、富達證券投資信託股份有限公司、全球人壽保險股份有限公司、安聯人壽保險股份有限公司、富邦人壽商品行銷部 投資型企劃科、南山人壽保險股份有限公司、元大人壽保險股份有限公司、中國人壽保險股份有限公司、合作金庫證券投資信託股份有限公司、國泰證券投資信託股份有限公司、兆豐國際證券投資信託股份有限公司、復華證券投資信託股份有限公司、群益證券投資信託股份有限公司

副本：

(中譯文)

此為重要文件，請立即閱讀。若台端對應採取之行動有任何疑問，請洽詢台端的投資顧問或其他專業獨立顧問。依照愛爾蘭中央銀行現行政策，本文件尚未經愛爾蘭中央銀行審核。

駿利亨德森資產管理基金
(下稱「本公司」)

Registration No. 296610.
10 Earlsfort Terrace
Dublin 2
Ireland

股東通知書
(下稱「本通知書」)

2023 年 11 月 27 日

親愛的股東：

本通知書旨在通知台端有關本公司部分子基金（下稱「基金」）之變更。

除非下文另有載明，此等變更將反映於 2023 年 12 月 29 日（下稱「生效日」）前後生效之基金補充文件修訂版及/或公開說明書。

以下概述之變更不會對相關基金之投資策略、投資組成份或風險屬性產生重大影響。該等變更不會致使基金承擔新的費用、收費或增加現有費用或收費。基金相關股東之權益將不會遭受重大不利影響。基金之運作及/或管理方式不會有重大變化。

本通知書所使用但未另行定義之詞彙，悉與本公司最新之公開說明書及/或基金之補充文件（下稱「公開說明書」）中所定義的詞彙具相同涵義。

駿利亨德森平衡基金、駿利亨德森靈活入息基金、駿利亨德森環球科技創新基金、駿利亨德森非投資等級債券基金及駿利亨德森美國短期債券基金於歐盟永續金融揭露法規(下稱「SFDR」)下分類之相關變更。

為因應客戶對基金提倡環境及/或社會特徵日益增加之需求，各基金之補充文件將自生效日起進行更新，以反映各基金提倡 SFDR 第 8 條所定義之環境及/或社會特徵。

SFDR 第 8 條將基金分類如下：

「除其他特徵外，提倡環境或社會特徵，或此等特徵之組合，惟投資之公司應遵循良好之治理實務。」

自生效日起，各基金將於其投資策略增訂強制性標準，其摘錄載於附錄 A 中。

自生效日起，基金所提倡之環境及/或社會特徵之詳細資訊與基金如何尋求實現該等特徵之提倡將揭露於公開說明書所附之「附件二締約前揭露範本」中。

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適用於駿利亨德森靈活入息基金及駿利亨德森美國短期債券基金之基金使用之總曝險方法相關之變更。

目前，各基金均採用「承諾法」以計算其投資所產生之總曝險。自生效日起，投資經理將採用風險值 (VaR) 法以計算總曝險，此係因依據最近之檢視，依基金使用之衍生性商品（複雜金融工具）數量，認定該方法為最適切之方法。

用於監控和管理基金之全球風險曝險之風險價值指標有兩種類型：「相對風險值」與「絕對風險值」。

- a. 相對風險值係指基金之風險值以適當基準或參考投資組合之風險值區分，使基金之總曝險得已與適當基準或參考投資組合之總曝險進行比較，並透過參考予以限制。規定載明基金之風險值不得超過基準風險值之兩倍。駿利亨德森靈活入息基金將採用此方法。
- b. 絕對風險值用於基準或參考投資組合不適於用以進行風險衡量之情況。規定載明此類基金之風險值不得超過該基金淨資產價值之 20%。駿利亨德森美國短期債券基金將採用此方法。

作為該等變更之一環，駿利亨德森美國短期債券基金及駿利亨德森靈活入息基金目前適用之 10% 衍生性商品使用限制將予以取消，以允許基金之投資彈性提高且不受限制（視情況而定且應遵循相關法規）。

駿利亨德森平衡基金投資策略之變更

基金之投資策略將精確化，以闡明所謂低於投資等級之 35% 係與基金資產淨值（「NAV」）之固定收益投資部分相關，而非基金之總資產淨值。變更如下：

「本基金投資目標為追求資本的長期增長，需平衡兼顧資本保本和恆常入息兩項要求。本基金為求實現投資目標，可將淨資產價值之 35%-65%投資於股票(亦稱為公司股票)，以及將淨資產價值之 35%-65%投資於債權證券及貸款之參與。本基金淨資產價值之 80%以上投資於美國公司及美國發行人。本基金投資於開發中市場之證券總額為本基金淨資產價值之 10%。本基金對投資級以下債權證券之投資比重不得超過淨資產價值之 35%。投資於債權證券及貸款參與之基金資產淨值 35%-65% 之部分、該部分之資產淨值最高達 35%之評級可能低於投資級別。」

投資顧問與副投資顧問

公開說明書將進行修訂，以納入符合監管規範之多重管理人彈性。駿利亨德森集團之副投資顧問將可代表本公司所有子基金行事，並可隨時更換，毋需事前通知股東。

有關各基金副投資顧問之詳細資訊可自 www.janushenderson.com 之「文件庫(Document Library)」項目下取得。

請參閱下文「**台端須採取之行動**」，以了解如何應對該等變更的詳細資訊。

台端須採取之行動

請詳細閱讀並選擇以下任一選項：

1. 不採取任何行動

台端毋需為此變更採取任何行動。

2. 轉換台端股份

台端可根據公開說明書的規定，在生效日前之任何一個營業日將台端在基金之股份免費轉換為本公司任何其他子基金同等類別之股份，惟該等股份應為可投資之股份（包括於台端所在之國家）。

台端指定之子基金股份將依公開說明書之規定，以適用於該子基金之股份價格申購。

於台端轉換至新子基金前，請務必閱讀新子基金之重要資訊文件（「PRIIPs KID」），該文件可取得之方式詳述如後。

3. 贖回台端之股份

如台端不希望於擬議變更實行後繼續投資於基金，得依公開說明書規定之通常贖回程序及規定，於生效日前之任何營業日免費贖回台端持有之基金股份。

其他資訊

任何轉換或贖回台端的股份指示均應按照**附錄 B**之指定地址發送至登記處與過戶代理人。

投資人得於註冊辦事處及 www.janushenderson.com 免費取得本公司之公開說明書、補充文件、PRIIPs KIDs、公司章程以及年報與半年報。

轉換或贖回台端股份可能會影響台端的稅務狀況。故台端應就適用於台端之公民身份、住所或居住國之任何稅務事項向專業顧問尋求諮詢。

請注意，生效日前就基金之任何交易，董事得酌情適用稀釋調整，以在董事認為適當之情況下更公平地反映投資價值，以保護其餘股東之利益。任何稀釋調整（如適用）將依公開說明書之規定進行適用，並可能降低台端於贖回時從出售台端的股份中獲得之價金，或是交換時台端之股份價值。

若台端選擇贖回台端之基金股份，

本公司將依公開說明書之規定向台端支付贖回款項，惟若台端係因本通知書所述之變更而贖回，本公司將不收取任何費用（除任何上述稀釋調整外）。

若台端選擇將台端之股份轉換為不同基金之持股，

本公司將依公開說明書之規定，以適用於該子基金之股份價格，利用所得款項購買台端所指定之基金之股份，惟若台端係因本通知書所述之變更而交換，本公司不會收取任何費用（除任何上述稀釋調整外）。

如台端對要採取之行動有任何疑問，請向台端之證券經紀商、銀行經理、律師、會計師、客戶經理或其他專業顧問尋求建議。

若本公司尚未持有驗證台端身份之文件，本公司可能要求該文件，且於本公司收到該驗證前可能延遲付款。

本公司通常會依本公司留存之常規指示進行付款。若台端已更改銀行帳戶但未通知本公司，請使用**附件 B** 中提供之聯繫方式以書面形式確認台端之最新詳細資訊。

如需更多資訊，如何聯絡本公司？

若台端有任何問題，請聯絡登記處與過戶代理人，聯絡資訊請參考附件 B。

本地代理人與新加坡、瑞士、德國或比利時投資人之代表機構請見附件 B 所載之細節。

順頌 時綏

董事

代表駿利亨德森資產管理基金

附件 A

自生效日起適用之 ESG 強制標準

基金名稱	強制標準
駿利亨德森平衡基金	副投資顧問應： ➤ 與違反 UNGC 原則之發行人議合，僅在透過該議合認為該等發行人正在改善的情況下始投資或繼續投資。如果發行人無法在 24 個月內達到「通過」評級，則將更換發行人，並採取篩選措施將發行人排除在外。 ➤ 進行篩選，以確保投資於股票公司發行人之投資組合中，至少 80% 之 ESG 風險評級為 BB 或更高（由 MSCI – https://www.msci.com/ 評定或同等評級）。 ➤ 將評級為 B 或 CCC 之股票公司發行人認定為 ESG 落後者。應與該等發行人議合，且僅在透過該議合認定該等發行人正在改善且發行人之評級將提升之情況下始進行投資或繼續投資。若發行人未在 24 個月內提升評級，則將更換發行人，並採取篩選措施將發行人排除在外。 ➤ 進行篩選，以確保投資於債權證券公司發行人之投資組合中，至少 80% 之 ESG 風險評級為 BB 或更高（由 MSCI – https://www.msci.com/ 評定或同等評級）。 ➤ 將評級為 B 或 CCC 之債權證券公司發行人視為 ESG 落後者。應與該等發行人議合，且僅在透過該議合認定該等發行人正在改善且發行人之評級將提升之情況下始進行投資或繼續投資。若發行人未在 24 個月內提升評級，則將更換發行人，並採取篩選措施將發行人排除在外。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，涵蓋至少 20 項橫跨環境、社會與治理因子的指標，以產生從 AAA 至 CCC 的國家 ESG 評級。為鼓勵採取更良好之環境及/或社會實務作法，基金僅投資於評級為 B 或更高之主權發行人。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，根據從「第 1 類」（最高）到「第 6 類」（最低）之六種評級對不動產抵押貸款證

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Directors: Mr. Carl O'Sullivan; Mr. Peter Sandys; Mr Ian Dyble (UK); Ms. Jane Shoemake (UK); Mr. Matteo Candolfini (Italy).

An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.

	券之機構發行人進行分類。為鼓勵採取更良好之環境及/或社會實務作法，基金投資將限於 6 個類別評級中之前 5 級，即不會投資於「第 6 類」（最低）評級的發行人，因此類發行人已被評為永續發展風險管理不足。類別評級反映副投資顧問對該行業內大多數公司最相關之 ESG 風險等級之看法，並有助於為特定產業之投資組合構建提供資訊。 該基金亦適用公司之一般性排除政策（下稱「公司一般排除政策」），其中包括爭議性武器，詳見公開說明書「投資限制」一節。 就 AMF 原則而言，非財務分析或評級高於： 就辦公室註冊於「已開發國家」之大型資本公司發行之股票、具有投資等級信用評等之債權證券及貨幣市場工具、已開發國家發行之主權債務，應為 90%； 就辦公室註冊於「新興」國家之大型資本公司發行之股票、中小型資本公司發行之股票、非投資等級信用評等之債權證券與貨幣市場工具及「新興」國家發行之主權債務，應為 75%。 若副投資顧問認為第三方資料可能不充分或不準確，則可能會納入根據第三方資料或篩選不符合上述標準之基金部位。
<u>駿利亨德森靈活入息基金</u>	<u>副投資顧問應：</u> ➤ 進行篩選，俾使基金不投資於違反 UNGC 原則（涵蓋人權、勞工、貪腐與環境污染等議題）之發行人。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，涵蓋至少 20 項涉及環境、社會與治理因子之指標，以產生從 AAA 至 CCC 的國家 ESG 評級。為鼓勵採取更良好之環境及/或社會實務作法，基金僅投資於評級為 B 或更高之主權發行人。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，根據從「第 1 類」（最高）到「第 6 類」（最低）之六種評級對公司信用證券之發行人進行分類。為鼓勵採取更良好之環境及/或社會實務作法，基金投資將限於 6 個類別評級中之前 5 級，即不會投資於「第 6 類」（最低）評級的發行人，因此類發行人已被評為永續發展風險管理不足。類別評級反映副投資顧問對該行業內大多數公司最相關之 ESG 風險等級之看法，並有助於為特定產業之投資組合構建提供資訊。 ➤ 利用專有之 ESG 框架，利用第三方資料及專

	有見解，根據從「第 1 類」（最高）到「第 6 類」（最低）之六種評級對不動產抵押貸款證券之機構發行人進行分類。為鼓勵採取更良好之環境及/或社會實務作法，基金投資將限於 6 個類別評級中之前 5 級，即不會投資於「第 6 類」（最低）評級的發行人，因此類發行人已被評為永續發展風險管理不足。類別評級反映副投資顧問對該行業內大多數公司最相關之 ESG 風險等級之看法，並有助於為特定產業之投資組合構建提供資訊。 ➤ 進行篩選，以將收益超過 10% 源於煙草或成人娛樂之發行人排除於投資範圍。 ➤ 進行篩選，以將收益超過 10% 源於自油砂開採、北極石油和天然氣、燃料煤開採之發行人排除於投資範圍。 該基金亦適用公司之一般性排除政策（下稱「公司一般排除政策」），其中包括爭議性武器，詳見公開說明書「投資限制」一節。 若副投資顧問認為第三方資料不充分或不準確，則可能會納入根據第三方資料或篩選不符合上述標準之基金部位。 就 AMF 原則而言，非財務分析或評級高於： a. 就辦公室註冊於「已開發國家」之大型資本公司發行之股票、具有投資等級信用評等之債權證券及貨幣市場工具、已開發國家發行之主權債務，應為 90%； b. 就辦公室註冊於「新興」國家之大型資本公司發行之股票、中小型資本公司發行之股票、非投資等級信用評等之債權證券與貨幣市場工具及「新興」國家發行之主權債務，應為 75%。 投資入應注意，基金並未指定特定指數作為判斷基金是否符合所提倡環保特徵之參考指標。
<u>駿利亨德森環球科技創新基金</u>	<u>副投資顧問將：</u> ➤ 進行篩選以確保至少 80% 的投資組合投資於 ESG 風險評級為 BB 或更高（由 MSCI – https://www.msci.com/ 評定或同等評級）之公司發行人。 ➤ 為提倡對 UNGC 原則之支持，採取篩選措施，俾使基金不會投資於依第三方資料及/或內部研究顯示違反 UNGC 原則之發行人。

	該基金亦適用公司之一般性排除政策（「公司一般排除政策」），其中包括爭議性之武器，詳見公開說明書「投資限制」一節。 就 AMF 原則而言，非財務分析或評級應高於： a) 就辦公室註冊於「已開發國家」之大型資本公司發行之股票、具有投資等級信用評等之債權證券及貨幣市場工具、已開發國家發行之主權債務，應為 90%； b) 就辦公室註冊於「新興」國家之大型資本公司發行之股票、中小型資本公司發行之股票、非投資等級信用評等之債權證券與貨幣市場工具及「新興」國家發行之主權債務，應為 75%。 若副投資顧問認為第三方資料可能不充分或不準確，則可能會納入根據第三方資料或篩選不符合上述標準之基金部位。
駿利亨德森非投資等級債券基金	<u>副投資顧問將：</u> ➤ 進行篩選，俾使基金不投資於違反 UNGC 原則（涵蓋人權、勞工、貪腐與環境污染等議題）之發行人。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，根據從「第 1 類」（最高）到「第 6 類」（最低）之六種評級對公司信用證券之發行人進行分類。為鼓勵採取更良好之環境及/或社會實務作法，基金投資將限於 6 個類別評級中之前 5 級，即不會投資於「第 6 類」（最低）評級的發行人，因此類發行人已被評為永續發展風險管理不足。類別評級反映副投資顧問對該行業內大多數公司最相關之 ESG 風險等級之看法，並有助於為特定產業之投資組合構建提供資訊。 ➤ 進行篩選，以將收益超過 10% 源於煙草或成人娛樂之發行人排除於投資範圍。 ➤ 進行篩選，以將收益超過 10% 源於油砂開採、北極石油和天然氣、燃料煤開採之發行人排除於投資範圍。 基金亦適用公司之一般排除政策，其中包括爭議性之武器，詳見公開說明書「投資限制」一節。 若副投資顧問認為第三方資料不充分或不準確，則可能會納入根據第三方資料或篩選不符合上述標準之基金部位。 就 AMF 原則而言，非財務分析或評級高於：

	a. 就辦公室註冊於「已開發國家」之大型資本公司發行之股票、具有投資等級信用評等之債權證券及貨幣市場工具、已開發國家發行之主權債務，應為 90%； b. 就辦公室註冊於「新興」國家之大型資本公司發行之股票、中小型資本公司發行之股票、非投資等級信用評等之債權證券與貨幣市場工具及「新興」國家發行之主權債務，應為 75%。 投資人應注意，基金並未指定特定指數作為判斷基金是否符合所提倡環保特徵之參考指標。
駿利亨德森美國短期債券基金	<u>副投資顧問將：</u> ➤ 進行篩選，俾使基金不投資於違反 UNGC 原則（涵蓋人權、勞工、貪腐與環境污染等議題）之發行人。 ➤ JHI 利用專有之 ESG 框架，利用第三方資料及專有見解，包含至少 20 項涉及環境、社會和治理因子的指標，以產生從 AAA 至 CCC 的國家 ESG 評級。為鼓勵採取良好之環境及/或社會實務作法，基金將僅投資於評級為 B 或更高的主權發行人。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，根據從「第 1 類」（最高）到「第 6 類」（最低）之六種評級對公司信用證券之發行人進行分類。為鼓勵採取更良好之環境及/或社會實務作法，基金投資將限於 6 個類別評級中之前 5 級，即不會投資於「第 6 類」（最低）評級的發行人，因此類發行人已被評為永續發展風險管理不足。類別評級反映副投資顧問對該行業內大多數公司最相關之 ESG 風險等級之看法，並有助於為特定產業之投資組合構建提供資訊。 ➤ 利用專有之 ESG 框架，利用第三方資料及專有見解，根據從「第 1 類」（最高）到「第 6 類」（最低）之六種評級對不動產抵押貸款證券之機構發行人進行分類。為鼓勵採取更良好之環境及/或社會實務作法，基金投資將限於 6 個類別評級中之前 5 級，即不會投資於「第 6 類」（最低）評級的發行人，因此類發行人已被評為永續發展風險管理不足。類別評級反映副投資顧問對該行業內大多數公司最相關之 ESG 風險等級之看法，並有助於為特定產業之投資組合構建提供資訊。 ➤ 進行篩選，以將收益超過 10% 源於煙草或成人娛樂之發行人排除於投資範圍。 ➤ 進行篩選，以將收益超過 10% 源於油砂開

	採、北極石油和天然氣、燃料煤開採之發行人排除於投資範圍。 基金亦適用公司之一般排除政策，其中包括爭議性之武器，詳見公開說明書「投資限制」一節。 若副投資顧問認為第三方資料不充分或不準確，則可能會納入根據第三方資料或篩選不符合上述標準之基金部位。 就 AMF 原則而言，非財務分析或評級高於： a. 就辦公室註冊於「已開發國家」之大型資本公司發行之股票、具有投資等級信用評等之債權證券及貨幣市場工具、已開發國家發行之主權債務，應為 90%； b. 就辦公室註冊於「新興」國家之大型資本公司發行之股票、中小型資本公司發行之股票、非投資等級信用評等之債權證券與貨幣市場工具及「新興」國家發行之主權債務，應為 75%。 投資人應注意，並未指定特定指數作為參考基準以認確定基金是否符合所提倡的環境特徵。投資顧問使用特定篩選以助於達成某些所提倡之特徵。
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附件 B

本公司代理人及當地代表機構

過戶代理人 International Financial Data Services (Ireland) Limited Bishops Square Redmond's Hill Dublin 2 愛爾蘭電話：+353 1 242 5453 傳真：+353 1 562 5537	新加坡投資人 新加坡代表機構 Janus Henderson Investors (Singapore) Limited Level 34 - Unit 03-04 138 Market Street CapitaGreen Singapore 048946 公開說明書、產品資料概要、章程及本公司年報與半年報，可向新加坡代表機構免費索取。
瑞士投資人 瑞士代表機構 First Independent Fund Services Ltd. Feldegstrasse 12, 8008 Zurich 瑞士付款代理人 Banque Cantonale de Genève 17, quai de l'Ile, 1204 Geneva 瑞士公開說明書摘錄本、主要資訊文件、本公司章程及年報與半年報，得向瑞士代表機構免費索取。	德國投資人 Janus Henderson Investors Europe S.A. (簡稱「JHIESA」) 2 rue de Bitbourg L-1273 Luxembourg Grand Duchy of Luxembourg JHIESA 係根據德國投資法 (KAGB) Sec 306a (1) 之協力服務供應商，可免費索取相關公開說明書、零售及保險投資產品組合之主要資訊文件、本公司設立證明與章程及年報與半年報。
比利時投資人 Janus Henderson Investors Europe S.A. (簡稱「JHIESA」) 2 rue de Bitbourg L-1273 Luxembourg Grand Duchy of Luxembourg PRIIPS KIIDs (英文及法文)、公開說明書、章程及本公司經會計師查核之年度帳目與報告(英文)，可向本公司登記辦事處及協力代理人免費索取。	所有其他投資人 若台端對於前述事項或文件有任何疑問，應按上述地址與本公司聯繫，或應聯繫台端之投資顧問、稅務顧問及/或法律顧問。 若台端對要採取的行動有任何疑問，請諮詢台端的證券經紀商、銀行經理、律師、會計師、客戶關係經理或其他專業顧問。 請注意，駿利亨德森集團的子公司及/或委任之第三人可能將與台端間就台端之投資所進行溝通之內容進行電話錄音或記錄其他通訊往來，以用於培訓、品管及監控，並依據隱私政策履行應負之記錄保存義務。

Janus Henderson Capital Funds PLC

10 Earlsfort Terrace, Dublin 2, Ireland

T +353 1 920 1000

W janushenderson.com

Directors: Mr. Carl O'Sullivan; Mr. Peter Sandys; Mr Ian Dyle (UK); Ms. Jane Shoemake (UK); Mr. Matteo Candolfini (Italy).

An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.

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 INVESTMENT CONSULTANT OR OTHER PROFESSIONAL INDEPENDENT ADVISER. IN ACCORDANCE WITH THE CURRENT POLICY OF THE CENTRAL BANK, THIS DOCUMENT HAS NOT BEEN REVIEWED BY THE CENTRAL BANK.

JANUS HENDERSON CAPITAL FUNDS plc
(the “Company”)
Registration No. 296610.
10 Earlsfort Terrace
Dublin 2
Ireland

**NOTICE TO SHAREHOLDERS
 (“Notice”)**

[27 November] 2023

Dear Shareholder,

We are writing to you to inform you of changes being made to certain sub-funds of the Company (the “Funds”).

Unless otherwise specified below, these changes will be reflected in an amended supplement for the Funds and/or prospectus to be dated on or around [29] December 2023 (the “Effective Date”).

The changes outlined below will not have a material impact on the investment strategy, portfolio composition, or risk profile of the relevant Funds. There are no new fees, charges or increases in existing fees or charges borne by the Funds because of the changes. There will not be a material adverse impact on the rights or interests of the shareholders of the relevant Funds. There will be no material change in the operation and/or manner in which the Funds are being managed.

The terms used but not otherwise defined in this notice shall have the same meanings as those defined in the latest prospectus for the Company and/or supplements for the Funds (the “Prospectus”).

Changes applicable to Janus Henderson Balanced Fund, Janus Henderson Flexible Income Fund, Janus Henderson Global Technology and Innovation Fund, Janus Henderson High Yield Fund, Janus Henderson US Short-Term Bond Fund in relation to their classification under the EU Sustainable Finance Disclosure Regulation (“SFDR”)

In response to the increasing demand from clients for funds to promote environmental and/or social characteristics, the supplement for each of the Funds will be updated from the Effective Date to reflect that each promotes environmental and / or social characteristics as defined under Article 8 of SFDR.

An Article 8 fund under SFDR is classified as a fund that:

“Promotes, among other characteristics, environmental or social characteristics, or a combination of those characteristics, provided that the companies in which the investments are made follow good governance practices”

From the Effective Date, each of the Funds will introduce new binding criteria to its investment strategy as summarised in **Appendix A**.

Details of the environmental and/or social characteristics promoted by the Funds and how the Funds seek to achieve the promotion of such characteristics will be disclosed in “Annex II Template pre-contractual disclosure” appended to the Prospectus from the Effective Date.

Changes applicable to Janus Henderson Flexible Income Fund and Janus Henderson US Short -Term Bond Fund in relation to the global exposure risk methodology used by the Funds

Currently each Fund uses the “commitment approach” to calculate global exposure generated by its investments. From the Effective Date, the Investment Manager will use the Value at Risk (VaR) approach to calculate global exposure since following a recent review this methodology has been determined as most appropriate given the volume of derivatives (complex financial instruments) use in the Funds.

There are two types of VaR measure which can be used to monitor and manage the global exposure of a fund: “Relative VaR” and “Absolute VaR”.

- a. Relative VaR is where the VaR of a Fund is divided by the VaR of an appropriate benchmark or reference portfolio, allowing the global exposure of a Fund to be compared to, and limited by reference to, the global exposure of the appropriate benchmark or reference portfolio. The regulations specify that the VaR of the Fund must not exceed twice the VaR of its benchmark. The Janus Henderson Flexible Income Fund will adopt this approach.
- b. Absolute VaR is where a benchmark or reference portfolio is not appropriate for risk measurement purposes. The regulations specify that the VaR measure for such a Fund must not exceed 20% of that Fund’s Net Asset Value. The Janus Henderson US Short Term Bond Fund will adopt this approach.

As part of these changes the existing 10% limit on derivatives use applicable to the Janus Henderson US Short Term Bond Fund and Janus Henderson Flexible Income Fund will be removed to allow increased and unrestricted (as appropriate and subject to applicable regulation) investment flexibility for the Funds.

Changes to the Janus Henderson Balanced Fund investment policy

The investment policy of the Fund is being refined to clarify that the 35% referred to as being sub-investment grade relates to the fixed income component of the Fund’s net asset value (“NAV”), not the total NAV of the Fund. The change is as follows:

“The Fund’s investment objective is long-term capital growth, consistent with preservation of capital and balanced by current income. It pursues its objective by investing 35%-65% of its net asset value in equities (also known as company shares), and 35%-65% of its net asset value in Debt Securities and loan participations. At least 80% of its net asset value is invested in US Companies and US Issuers. The aggregate amount of the Fund which may be invested in securities traded on the Developing Markets is 10% of the net asset value of the Fund. This Fund may invest up to 35% of its net asset value in Of the 35%-65% portion of the Fund’s net asset value that is invested in Debt Securities and loan participations, up to 35% of that portion of the net asset value may be rated below investment grade.”

Investment Adviser and Sub-Investment Advisers

The Prospectus will be amended to incorporate multi manager flexibility in line with regulatory requirements. Sub-Investment Advisers belonging to Janus Henderson Group will be permitted to act for all the sub-funds of the Company and be replaced at any time without prior notice to Shareholders.

Detailed information with respect to the Sub-Investment Advisers for each Fund will be made available on the “Document Library” on www.janushenderson.com.

Please see “**Action Required by You**” below for details on how to respond to these changes.

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An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.

Action Required by You

PLEASE READ CAREFULLY AND CHOOSE ONE OF THE FOLLOWING OPTIONS:

1. *Take no action*

You are not required to take any action as a result of this Change.

2. *Exchange your Shares*

You may switch your Shares in the Fund into the equivalent class of shares of any other sub-fund(s) of the Company free of charge on any Business Day prior to the Effective Date in accordance with the provisions of the Prospectus, provided that such an investment is permitted, including in your country.

The shares in the sub-fund(s) you specify will be purchased at the share price applicable to that sub-fund in accordance with the provisions of the Prospectus.

Before you switch into a new sub-fund, it is important that you read the Key Information Document ("**PRIIPs KIDs**") of the new sub-fund, which are available as described below.

3. *Redeem your Shares*

If you do not wish to remain invested in the Fund following the implementation of the proposed Change you may redeem your Shares in the Fund free of charge on any Business Day prior to the Effective Date by following the usual redemption procedures and terms as set out in the Prospectus.

During such period, redeeming Shareholders will not be subject to contingent deferred sales charge, if applicable, provided they submit their redemption request in accordance with the provisions referenced above.

Additional Information

Any instruction to exchange or redeem your Shares should be sent to the Registrar and Transfer Agent at the address indicated in **Appendix B**.

Investors may obtain the Prospectus, the supplements, the PRIIPS KIDs, the Articles, as well as the annual and semi-annual reports of the Company, free of charge from the registered office and at www.janushenderson.com

An exchange or redemption of your Shares may affect your tax position. You should therefore seek guidance from a professional adviser on any taxes that apply in the country of your respective citizenship, domicile, or residence.

Please note that for any dealing in the Fund prior to the Effective Date the Directors have discretion to apply a dilution adjustment to reflect more fairly the value of the investments in circumstances the Directors consider appropriate, with

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An umbrella fund with segregated liability between sub-funds. Registered No. 296610; Registered Address: as above.

the view to protecting the interests of remaining Shareholders. Any dilution adjustment, if applicable, will be applied in accordance with the provisions of the Prospectus and may lower the proceeds that you receive from the sale of your Shares in the case of Redemption, or the value of your Shares in the case of an exchange.

If you choose to redeem your Shares in the Fund,

we will pay the redemption proceeds to you in accordance with the provisions of the Prospectus, except that we will not impose any fee (except for any dilution adjustment, as described above) if you redeem because of the Change described in this notice.

If you choose to exchange your Shares to a holding in a different Fund,

then we will use the proceeds to purchase Shares in the Fund(s) you specify at the share price applicable to that Fund in accordance with the provisions of the Prospectus except that we will not impose any fee (except for any dilution adjustment, as described above) if you exchange because of the Change described in this notice.

If you are in any doubt about the action to be taken, please seek advice from your stockbroker, bank manager, solicitor, accountant, relationship manager or other professional adviser.

We may require documentation to verify your identity if we do not already hold it and may delay payment until we receive such verification.

We will normally make payment in accordance with the standing instructions we hold on file. If you have changed your bank account and not informed us, please confirm your up-to-date details in writing using the contact details provided in **Appendix B**.

Need more information? How to contact us

If you have any questions, please contact the Registrar and Transfer Agent, using the details provided in Appendix B.

For local agents and representatives for Singaporean, Swiss, German or Belgian investors please see details in Appendix B.

Yours faithfully,



Director
For and on behalf of Janus Henderson Capital Funds plc

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Appendix A

ESG binding criteria to be applied from the Effective Date

Fund	Binding Criteria from the Effective Date
Janus Henderson Balanced Fund	The Sub-Investment Adviser will: ➤ Engage with issuers in breach of UNGC principles and will only invest or continue to be invested if it considers through such engagement that they are on track to improve. If the issuer does not achieve a “pass” rating within 24 months, it will divest and screens will be applied to exclude the issuer. ➤ Apply screens to ensure that of the portfolio invested in corporate issuers of equities, at least 80% have an ESG risk rating of BB or higher (by MSCI – https://www.msci.com/, or equivalent). ➤ Consider corporate issuers of equities with a rating of B or CCC to be ESG laggards. It will engage with such issuers and will only invest or continue to be invested if it considers through such engagement that they are on track to improve and that the rating of the issuer will be upgraded. If the issuer’s rating is not upgraded within 24 months, it will divest and screens will be applied to exclude the issuer. ➤ Apply screens to ensure that of the portfolio invested in corporate issuers of Debt Securities, at least 80% have an ESG risk rating of BB or higher (by MSCI – https://www.msci.com/, or equivalent). ➤ Consider corporate issuers of Debt Securities with a rating of B or CCC to be ESG laggards. It will engage with such issuers and will only invest or continue to be invested if it considers through such engagement that they are on track to improve and that the rating of the issuer will be upgraded. If the issuer’s rating is not upgraded within 24 months, it will divest and screens will be applied to exclude the issuer. ➤ Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, that incorporates at least 20 metrics across environmental, social, and governance factors to produce country-level ESG ratings ranging from AAA to CCC. To encourage the adoption of better environmental and/or social practices the Fund will only invest in sovereign issuers rated B or higher. ➤ Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, to categorise issuers of agency mortgage backed securities against six ratings from “Category 1” (the highest) to “Category 6” (the lowest). To encourage the adoption of better environmental and/or social practices the Fund will only invest in the top 5 of 6 category ratings, i.e. it will not invest in “Category 6” (the lowest) rated issuers as such issuers have been evaluated as having insufficient management of sustainability risks. The category ratings reflect the Sub-Investment Adviser’s view of the most relevant level of ESG risk for most companies within the sector and can help inform portfolio construction in terms of exposure to a certain sector. The Fund also applies the Firmwide Exclusions Policy (the “Firmwide Exclusions Policy”), which includes controversial weapons, as detailed under the Prospectus section entitled “Investment Restrictions”. For the purposes of the AMF doctrine, the extra-financial analysis or rating is higher than: 90% for equities issued by large capitalisation companies whose registered

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	office is located in "developed" countries, debt securities and money market instruments with an investment grade credit rating, sovereign debt issued by developed countries; 75% for equities issued by large capitalisations whose registered office is located in "emerging" countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield credit rating and sovereign debt issued by "emerging" countries. The Sub-Investment Adviser may include positions in the Fund that, based on third-party data or screens, appear to fail the above criteria, where the Sub-Investment Adviser believes that the third- party data may be insufficient or inaccurate.
Janus Henderson Flexible Income Fund	The Sub-Investment Adviser will: ➤ Apply screens so that the Fund does not invest in issuers that are in breach of the UNGC Principles (which cover matters including human rights, labour, corruption, and environmental pollution). ➤ Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, that incorporates at least 20 metrics across environmental, social, and governance factors to produce country-level ESG ratings ranging from AAA to CCC. To encourage the adoption of better environmental and/or social practices the Fund will only invest in sovereign issuers rated B or higher. ➤ <u>Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, to categorise corporate credit issuers against six ratings from "Category 1" (the highest) to "Category 6" (the lowest). To encourage the adoption of better environmental and/or social practices the Fund will only invest in the top 5 of 6 category ratings, i.e. it will not invest in "Category 6" (the lowest) rated issuers as such issuers have been evaluated as having insufficient management of sustainability risks. The category ratings reflect the Sub-Investment Adviser's view of the most relevant level of ESG risk for most companies within the sector and can help inform portfolio construction in terms of exposure to a certain sector.</u> ➤ <u>Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, to categorise issuers of agency mortgage backed securities against six ratings from "Category 1" (the highest) to "Category 6" (the lowest). To encourage the adoption of better environmental and/or social practices the Fund will only invest in the top 5 of 6 category ratings, i.e. it will not invest in "Category 6" (the lowest) rated issuers as such issuers have been evaluated as having insufficient management of sustainability risks. The category ratings reflect the Sub-Investment Adviser's view of the most relevant level of ESG risk for most companies within the sector and can help inform portfolio construction in terms of exposure to a certain sector.</u> ➤ Apply screens to exclude investment in issuers if they derive more than 10% of their revenue from tobacco, or adult entertainment. ➤ Apply screens to exclude investment in issuers if they derive more than 10% of their revenues from oil sands extraction, arctic oil and gas, thermal coal extraction. The Fund also applies the Firmwide Exclusions Policy, which includes controversial weapons, as detailed under the Prospectus section entitled "Investment Restrictions" in the Prospectus. The Sub-Investment Adviser may include positions in the Fund that, based on third-party data or screens, appear to fail the above criteria, where the Sub-Investment Adviser believes that the third-party data is insufficient or inaccurate.

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	For the purposes of the AMF doctrine, the extra-financial analysis or rating is higher than: a. 90% for equities issued by large capitalisation companies whose registered office is located in "developed" countries, debt securities and money market instruments with an investment grade credit rating, sovereign debt issued by developed countries; b. 75% for equities issued by large capitalisations whose registered office is located in "emerging" countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield credit rating and sovereign debt issued by "emerging" countries. Investors should note that a specific index is not designated as a reference benchmark to determine whether the Fund is aligned with the environmental characteristics promoted.
Janus Henderson Global Technology and Innovation Fund	The Sub-Investment Adviser will: ➤ Apply screens to ensure at least 80% of the portfolio is invested in corporate issuers with an ESG risk rating of BB or higher (by MSCI – https://www.msci.com/, or equivalent). ➤ to promote support for the UNGC Principles, screens are applied so that the Fund does not invest in issuers that are in breach of the UNGC Principles based on third party data and/or internal research. The Fund also applies the Firmwide Exclusions Policy (the "Firmwide Exclusions Policy"), which includes controversial weapons, as detailed under the Prospectus section entitled "Investment Restrictions". For the purposes of the AMF doctrine, the extra-financial analysis or rating is higher than: a) 90% for equities issued by large capitalisation companies whose registered office is located in "developed" countries, debt securities and money market instruments with an investment grade credit rating, sovereign debt issued by developed countries; b) 75% for equities issued by large capitalisations whose registered office is located in "emerging" countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield credit rating and sovereign debt issued by "emerging" countries. The Sub-Investment Adviser may include positions in the Fund that, based on third-party data or screens, appear to fail the above criteria, where the Sub-Investment Adviser believes that the third- party data may be insufficient or inaccurate.
Janus Henderson High Yield Fund	The Sub-Investment Adviser will: ➤ Apply screens so that the Fund does not invest in issuers that are in breach of the UNGC Principles (which cover matters including human rights, labour, corruption, and environmental pollution). ➤ Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, to categorise corporate credit issuers against six ratings from "Category 1" (the highest) to "Category 6" (the lowest). To encourage the adoption of better environmental and/or social practices the Fund will only invest in the top 5 of 6 category ratings, i.e. it will not invest in "Category 6" (the lowest) rated issuers as such issuers have been evaluated as having insufficient management of sustainability risks. The category ratings

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	reflect the Sub-Investment Adviser's view of the most relevant level of ESG risk for most companies within the sector and can help inform portfolio construction in terms of exposure to a certain sector. ➤ Apply screens to exclude investment in issuers if they derive more than 10% of their revenue from tobacco, or adult entertainment. ➤ Apply screens to exclude investment in issuers if they derive more than 10% of their revenues from oil sands extraction, arctic oil and gas, thermal coal extraction. The Fund also applies the Firmwide Exclusions Policy, which includes controversial weapons, as detailed under the Prospectus section entitled "Investment Restrictions" in the Prospectus. The Sub-Investment Adviser may include positions in the Fund that, based on third-party data or screens, appear to fail the above criteria, where the Sub-Investment Adviser believes that the third-party data is insufficient or inaccurate. For the purposes of the AMF doctrine, the extra-financial analysis or rating is higher than: a. 90% for equities issued by large capitalisation companies whose registered office is located in "developed" countries, debt securities and money market instruments with an investment grade credit rating, sovereign debt issued by developed countries; b. 75% for equities issued by large capitalisations whose registered office is located in "emerging" countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield credit rating and sovereign debt issued by "emerging" countries. Investors should note that a specific index is not designated as a reference benchmark to determine whether the Fund is aligned with the environmental characteristics promoted.
Janus Henderson US Short-Term Bond Fund	The Sub-Investment Adviser will: ➤ Apply screens so that the Fund does not invest in issuers that are in breach of the UNGC Principles (which cover matters including human rights, labour, corruption, and environmental pollution). ➤ JHI leverages a proprietary ESG framework, utilising both third party data and proprietary insights, that incorporates at least 20 metrics across environmental, social, and governance factors to produce country-level ESG ratings ranging from AAA to CCC. To encourage the adoption of better environmental and/or social practices the Fund will only invest in sovereign issuers rated B or higher. ➤ <u>Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, to categorise corporate credit issuers against six ratings from "Category 1" (the highest) to "Category 6" (the lowest). To encourage the adoption of better environmental and/or social practices the Fund will only invest in the top 5 of 6 category ratings, i.e. it will not invest in "Category 6" (the lowest) rated issuers as such issuers have been evaluated as having insufficient management of sustainability risks. The category ratings reflect the Sub-Investment Adviser's view of the most relevant level of ESG risk for most companies within the sector and can help inform portfolio construction in terms of exposure to a certain sector.</u> ➤ Leverage a proprietary ESG framework, utilising both third party data and proprietary insights, to categorise issuers of agency mortgage backed securities against six ratings from "Category 1" (the highest) to "Category 6" (the lowest). To encourage the adoption of better environmental and/or

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	social practices the Fund will only invest in the top 5 of 6 category ratings, i.e. it will not invest in "Category 6" (the lowest) rated issuers as such issuers have been evaluated as having insufficient management of sustainability risks. The category ratings reflect the Sub-Investment Adviser's view of the most relevant level of ESG risk for most companies within the sector and can help inform portfolio construction in terms of exposure to a certain sector. ➤ Apply screens to exclude investment in issuers if they derive more than 10% of their revenue from tobacco, or adult entertainment. ➤ Apply screens to exclude investment in issuers if they derive more than 10% of their revenues from oil sands extraction, arctic oil and gas, thermal coal extraction. The Fund also applies the Firmwide Exclusions Policy, which includes controversial weapons, as detailed under the Prospectus section entitled "Investment Restrictions" in the Prospectus. The Sub-Investment Adviser may include positions in the Fund that, based on third-party data or screens, appear to fail the above criteria, where the Sub-Investment Adviser believes that the third-party data is insufficient or inaccurate. For the purposes of the AMF doctrine, the extra-financial analysis or rating is higher than: a. 90% for equities issued by large capitalisation companies whose registered office is located in "developed" countries, debt securities and money market instruments with an investment grade credit rating, sovereign debt issued by developed countries; b. 75% for equities issued by large capitalisations whose registered office is located in "emerging" countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield credit rating and sovereign debt issued by "emerging" countries. Investors should note that a specific index is not designated as a reference benchmark to determine whether the Fund is aligned with the environmental characteristics promoted. The Investment Adviser uses specific screens to help achieve some of the promoted characteristics.
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Appendix B

Agents and Local Representatives of the Company

<u>Transfer Agent</u> International Financial Data Services (Ireland) Limited Bishops Square Redmond's Hill Dublin 2 Ireland Telephone number: +353 1 242 5453 Fax number: +353 1 562 5537	Investors in Singapore Singapore representative: Janus Henderson Investors (Singapore) Limited Level 34 - Unit 03-04 138 Market Street CapitaGreen Singapore 048946 <i>The Prospectus, the Product Highlights Sheet ("PHS"), the Articles, as well as the annual and semi-annual reports of the Company, may be obtained free of charge from the Singapore representative.</i>
Investors in Switzerland Swiss Representative: First Independent Fund Services Ltd. Feldeggstrasse 12, 8008 Zurich Swiss Paying Agent: Banque Cantonale de Genève 17, quai de l'Île 1204 Geneva The prospectus for Switzerland, the key information documents, the articles, as well as the annual and semi-annual reports of the Company, may be obtained free of charge from the Swiss Representative.	Investors in Germany Janus Henderson Investors Europe S.A. ("JHIESA") 2 rue de Bitbourg L-1273 Luxembourg Grand Duchy of Luxembourg <i>JHIESA is the facilities service provider according to Sec. 306a (1) German Investment Code (KAGB) and the relevant Prospectus and key information documents for packaged retail and insurance-based investment products (PRIIPs-KIDs), 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.</i>
Investors in Belgium Janus Henderson Investors Europe S.A. ("JHIESA") 2 rue de Bitbourg L-1273 Luxembourg Grand Duchy of Luxembourg <i>The PRIIPs KIDs (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.</i>	For all other investors Should you have any questions relating to these matters or copies of documents, 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. If you are in any doubt about the action to be taken, please seek advice from your stockbroker, bank manager, solicitor, accountant, relationship manager or other professional adviser. Please note that subsidiaries and/or delegated third parties of the Janus Henderson Group that you communicate with about your investment may record telephone calls and other communications for training, quality and monitoring purposes and to meet regulatory record keeping obligations in accordance with the Privacy Policy.

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