

宏利證券投資信託股份有限公司 函

機關地址：台北市松仁路八十九號六樓

聯絡人及電話：彭曉琪(02) 2757-5622

受文者：亨德森遠見系列基金各銷售機構

發文日期：2017 年 11 月 22 日

發文字號：宏投字第 106377 號

速別：

密等及解密條件或保密期限：

附件：如文

主旨：本公司總代理之「亨德森遠見基金」第二次特別股東大會(「股東大會」)乙事。

說明：謹通知 2017 年 11 月 21 日召開之特別股東大會(下稱「特別股東大會」)並未達到定足數，因此，特別股東大會無法就議程為有效之決議。鑑此，為就以下議程為考量並投票，將召集股東參加本公司第二次特別股東大會，其將在盧森堡時間 2017 年 12 月 8 日上午 9:00 整，於 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg 舉行，詳細內容請查詢股東通知書。

一、本特別股東大會中提出的修正案旨在達成數項目標：

1. 將本公司名稱由亨德森遠見基金變更為駿利亨德森遠見基金，以反映亨德森集團(Henderson Group plc)及駿利資產集團(Janus Capital Group Inc)於 2017 年 5 月 30 日之合併案。相應之變更詳如下列股東大會議程第 1 點所述。
2. 實施 2016 年 8 月 10 日法規之規定，該法更新 1915 年 8 月 10 日之商業公司法，相關事項例如但不限於股東會及董事會職能之更新等。相應之變更詳如以下特別股東大會議程第 2 點、第 7 點、第 8 點、第 9 點第 1 段及第 2 段、第 10 點、第 12 點第 5 段及第 6 段、第 13 點及第 15 點所載。
3. 使本公司章程之部分規定(下稱「章程」)與本公司之公開說明書一致。相應之變更詳如以下特別股東大會議程第 19 點所載。
4. 針對章程酌作修正，例如但不限於刪除無記名股票相關規定(本公司並未發行)。相應之變更詳如以下特別股東大會議程第 3 點、第 4 點、第 5 點、第 6 點、第 9 點第 3 段及第 4 段、第 12 點第 3 段、第 14 點、第 16 點、第 17 點、第 18 點、第 20 點、第 21 點、第 22 點及第 23 點所載。
5. 刪除關於英國居民董事之限制。相應之變更詳如以下特別股東大會議程第 11 點及第 12 點第 2 段、第 4 段及第 7 段所載。

二、決議得於未達定足數之情況下，經有表決權股份總數 2/3 以上之表決通過、股東得選擇由合法指定之代理人及事實上代理人代表出席。

三、不克出席特別股東大會之股東，謹請至遲於新加坡時間 2017 年 12 月 1 日上午 9 點前將填妥並簽署之委託書表格透過郵寄或傳真之方式送交下述地址：

RBC Investor Services Trust Singapore Limited,

Attention: CSR Team, 8 Marina View

#26-01 Asia Square Tower 1

Singapore 018960

傳真：(65) 6823 9673

四、股東亦將被要求核准修改版之章程、確定該等變更之生效日為 2017 年 12 月 15 日。

五、若投資人需索取公開說明書、重要投資人資訊文件、章程及本公司之年報及半年報逕自行予網站 www.janushenderson.com 下載。



正本：第一商業銀行、華南商業銀行、上海商業銀行、台北富邦商業銀行、國泰世華商業銀行、高雄銀行、澳盛(台灣)商業銀行、渣打國際商業銀行、台中商業銀行、京城商業銀行、瑞士商瑞士銀行台北分行、華泰商業銀行、臺灣新光商業銀行、板信商業銀行、三信商業銀行、聯邦商業銀行、遠東國際商業銀行、永豐商業銀行、玉山商業銀行、台新國際商業銀行、日盛國際商業銀行、安泰商業銀行、中國信託商業銀行、新加坡商瑞銀證券股份有限公司台北分公司、永豐金證券股份有限公司、元富證券股份有限公司、日盛證券股份有限公司、兆豐證券股份有限公司、群益金鼎證券股份有限公司、凱基證券股份有限公司、先鋒投資顧問股份有限公司、基富通證券股份有限公司、鉅亨網證券投資顧問股份有限公司、富盛證券投資顧問股份有限公司、核聚投資顧問股份有限公司、國泰人壽保險股份有限公司、南山人壽保險股份有限公司、新光人壽保險股份有限公司、三商美邦人壽保險股份有限公司、安聯人壽保險股份有限公司、全球人壽保險股份有限公司、台灣人壽保險股份有限公司、英屬百慕達商安達人壽保險股份有限公司台灣分公司、富邦人壽保險股份有限公司、第一金人壽保險股份有限公司

副本：

總經理 張一明

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

2107 年 11 月 21 日之特別股東大會所收受之委託書仍將於 2107 年 12 月 8 日之特別股東大會有效

本文件乃重要文件並需您即刻留意。倘您對於採取何行動有所疑問，請立即諮詢您的證券經紀商、銀行經理、律師、會計師、關係經理或其他專業顧問。

亨德森遠見基金
可變資本投資公司
L-1273 Luxembourg 2, rue de Bitbourg
R.C.S. Luxembourg, section B numéro 22.847
(下稱「本公司」)

特別股東大會召集通知

2017 年 11 月 22 日，盧森堡

致親愛的股東

謹藉此通知您 2017 年 11 月 21 日召開之特別股東大會（下稱「特別股東大會」）並未達到定足數，因此，特別股東大會無法就議程為有效之決議。鑑此，為就以下議程為考量並投票，將召集股東參加本公司第二次特別股東大會，其將在盧森堡時間 2017 年 12 月 8 日上午 9:00 整，於 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg 舉行。

本特別股東大會中提出的修正案旨在達成數項目標：

- 將本公司名稱由亨德森遠見基金變更為駿利亨德森遠見基金，以反映亨德森集團（Henderson Group plc）及駿利資產集團（Janus Capital Group Inc）於 2017 年 5 月 30 日之合併案。相應之變更詳如下列股東大會議程第 1 點所述。
- 實施 2016 年 8 月 10 日法規之規定，該法更新 1915 年 8 月 10 日之商業公司法，相關事項例如但不限於股東會及董事會職能之更新等。相應之變更詳如以下特別股東大會議程第 2 點、第 7 點、第 8 點、第 9 點第 1 段及第 2 段、第 10 點、第 12 點第 5 段及第 6 段、第 13 點及第 15 點所載。
- 使本公司章程之部分規定（下稱「章程」）與本公司之公開說明書一致。相應之變更詳如以下特別股東大會議程第 19 點所載。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

- 針對章程酌作修正，例如但不限於刪除無記名股票相關規定（本公司並未發行）。相應之變更詳如以下特別股東大會議程第 3 點、第 4 點、第 5 點、第 6 點、第 9 點第 3 段及第 4 段、第 12 點第 3 段、第 14 點、第 16 點、第 17 點、第 18 點、第 20 點、第 21 點、第 22 點及第 23 點所載。
- 刪除關於英國居民董事之限制。相應之變更詳如以下特別股東大會議程第 11 點及第 12 點第 2 段、第 4 段及第 7 段所載。

股東亦將被要求核准修改版之章程。修改章程之稿本將置於本公司登記營業處所供檢閱。

最後，股東將被要求確定該等變更之生效日為 2017 年 12 月 15 日。

特別股東大會之議程如下：

議程

1. 修正章程第 1 條規定，將本公司名稱變更為駿利亨德森遠見基金。
2. 修正章程第 4 條規定，規定本公司之登記營業處所如經本公司董事會決議，亦得轉移至目前登記營業處所外之其他自治區。
3. 修正章程第 5 條規定，將納入子基金得設定有限或無限存續期間之規定。
4. 修正章程第 5 條規定，刪除無記名股票之規定。
5. 修正章程第 6 條規定，規定本公司股份僅得以記名方式發行，並刪除無記名股票相關條款及文字。
6. 修正章程第 8 條規定：
 - 刪除無記名股票之相關規定；
 - 刪除股票之相關規定；
 - 刪除強制買回股份最高費用比例之相關規定；
 - 刪除自股份買回價格中扣除銷售費用最高比例之相關規定；
 - 刪除提交股票之義務。
7. 修正章程第 8 條規定，釐清任何收到買回通知之股東於本公司任何股東會之表決權利將被暫停之情事。
8. 修正章程第 10 條規定，刪除年度股東常會之確切日期，並規定年度股東常會須於本公司會計年度終了後六個月內召開。
9. 修正章程第 11 條規定：
 - 納入董事會得就所有違反法律、法規、要求或任何司法權，或有其他負面影響或危害本公司稅務地位、合法居住資格、合法存續或一般聲譽之股東，或董事會判斷其他可能造成本公司或任何基金承受重大或法律面不利影響之股東所持有股份，暫停其表決權之可能性；

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

- 釐清股東得單獨同意不行使其表決權之全部或一部，且拋棄該權利之行
為自通知本公司時起拘束相關股東及本公司；
- 納入使股東得以遠端參與股東會通訊方式之相關釐清說明；
- 刪除以選票表決之相關規定。

10. 修正章程第 12 條規定：

- 納入股東會召集通知之寄發將「依 1915 年 8 月 10 日之商業公司法（及其修訂）」（下稱「1915 年法律」）辦理之說明；
- 刪除無記名股份之相關規定；
- 將「Mémorial Recueil des Sociétés et Associations」改為「Recueil Electronique des Sociétés et Associations」；
- 納入關於公布及寄送召集通知程序之相關釐清說明。

11. 修正章程第 13 條規定，刪除過半數董事會成員皆應由非英國稅務居民組成之義務。

12. 修正章程第 14 條規定：

- 將董事會常務主席之選舉設為選擇性質，並規定如常務主席為出席時，任何董事得被選為董事會之主席；
- 刪除不得於英國舉行任何會議之規定；
- 增加董事藉由電子郵件投票之可能性，並刪除以電報投票之方式；
- 說明至少兩席董事必須出席董事會，並刪除確保過半數董事出席或代理出席者為非英國居民之要求。
- 說明本公司職員指派之規定。
- 新增創設諮詢董事委員會之可能性，並於本次修正刪除前款規定。
- 刪除董事會成員不得於英國以視訊會議或電話會議之方式參與董事會之禁止規定。

13. 修正章程第 15 條規定，刪除「董事會主席」後之「臨時」一詞。

14. 修正章程第 16 條規定：

- 於「2009/65/EC 號指令」乙詞後納入「可能隨時修訂或取代」之文字，並定義該指令為「UCITS 指令」，且接著將「2009/65/EC 號指令（及其修訂）」以「UCITS 指令」取代之；
- 於「2010 年 12 月 17 日法律（可能修訂）」後新增「或隨時取代」之文字，並定義該法律為「2010 年法律」，且接著將「2010 年 12 月 17 日法律（可能修訂）」以「2010 年法律」取代之；
- 將「投資組合」之大寫字母刪除，並替換為小寫的「投資組合」；
- 針對關於投資子基金 100%之資產於單一國家之可能性之段落中，「由另一 OECD 會員國」之文字，將由「盧森堡監管機關所接受並揭露於本公司公開說明書之非歐盟會員國（包括但不限於 OECD 會員國、G20 會員國、香港或新加坡）」取代之。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

15. 修正章程第 17 條規定，以反映 1915 年法律中利益衝突之規定。
16. 修正章程第 20 條規定，於「2010 年法律」前刪除「第 154 條」之文字。
17. 修正章程第 21 條規定：
 - 刪除股票相關規定；
 - 刪除買回費用最高比例之相關規定；
 - 修正關於董事會於買回及轉換申請總數超過一定範圍所採行處理方式之段落；
 - 「暫停」乙詞由「減少」取代之；
 - 刪除最低買回及持有之確切金額。
18. 修正章程第 22 條規定：
 - 刪除公布暫停決定本公司股份資產淨值之義務；
 - 於「合併」後新增「或清算」之文字；
 - 於「買回」後新增「或轉換」之文字。
19. 修正章程第 23 條規定，新增關於特定資產類別之評價準則，並說明適用擺動定價機制之規定。
20. 修正章程第 25 條規定：
 - 「保管機構」一詞由「存託機構」取代；
 - 刪除本公司所有證券及現金將由保管機構持有或由保管機構之命令持有之相關規定。
21. 修正章程第 27 條規定，刪除「及子類別」之相關規定。
22. 修正章程第 28 條規定，簡化子基金合併之說明，並說明子基金之合併係於通知期間屆滿後五個營業日內生效。
23. 修正章程第 30 條規定，將「1915 年 8 月 10 日之商業公司法暨其修正」替換為已定義之「1915 年法律」一詞。
24. 於修改版章程中反映所有上述修正並進行細微修改，並核准新版章程。
25. 決定新章程應將於 2017 年 12 月 15 日開始生效。

決議得於未達定足數之情況下，經有表決權股份總數 2/3 以上之表決通過。

股東得選擇由合法指定之代理人及事實上代理人代表出席。

不克出席特別股東大會之股東，謹請至遲於新加坡時間 2017 年 12 月 1 日上午 9 點前將填妥並簽署之委託書表格透過郵寄或傳真之方式送交下述地址：

RBC Investor Services Trust Singapore Limited,
Attention: CSR Team, 8 Marina View
#26-01 Asia Square Tower 1
Singapore 018960

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

傳真：(65) 6823 9673

委託書將連同本通知寄送予已登記之股東，其亦得自本公司登記營業處所取得。

額外資訊

如您有任何問題，請聯繫登記人及股務代理 RBC Investor Services Bank S.A.，聯絡資料：

RBC Investor Services Bank S.A.
Registrar and Transfer Agent,
14, Porte de France,
L-4360 Esch-sur-Alzette,
Grand Duchy of Luxembourg
電話：(352) 2605 9601
傳真：(352) 2460 9937

投資人得自登記營業處所及網站 www.janushenderson.com 免費索取公開說明書、重要投資人資訊文件（下稱「KIID」）、章程及本公司之年報及半年報。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

2107 年 11 月 21 日之特別股東大會所收受之委託書仍將於 2107 年 12 月 8 日之特別股東大會有效

亨德森遠見基金
可變資本投資公司
L-1273 Luxembourg 2, rue de Bitbourg
R.C.S. Luxembourg, section B numéro 22.847

請至遲於新加坡時間 2017 年 12 月 1 日上午 9 點前將填妥之委託書表格回擲並送達 RBC Investor Services Trust Singapore Limited，收件人：CSR Team, 8 Marina View, #26-01 Asia Square Tower 1, Singapore 018960。

本公司特別股東大會（下稱「特別股東大會」）
委託書表格

簽名人_____，居住於/辦公室登記地址位於_____，持有亨德森遠見基金（下稱「本公司」）共_____股（請填入您所持股之子基金之名稱），茲委任_____（請填入代理人姓名）為有權複委任之代理人。

本次特別股東大會將定於盧森堡時間 2017 年 12 月 8 日上午 9:00 於 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg 舉行，如無代理人，則由特別股東大會之主席代理簽名人於特別股東大會或其他議程相同而另行召集之會議中行使上述股份之表決權，以考量並表決下述事項：

1. 修正章程第 1 條規定，將本公司名稱變更為駿利亨德森遠見基金。
2. 修正章程第 4 條規定，規定本公司之登記營業處所如經本公司董事會決議，亦得轉移至目前登記營業處所外之其他自治區。
3. 修正章程第 5 條規定，將納入子基金得設定有限或無限存續期間之規定。
4. 修正章程第 5 條規定，刪除無記名股票之規定。
5. 修正章程第 6 條規定，規定本公司股份僅得以記名方式發行，並刪除無記名股票相關條款及文字。
6. 修正章程第 8 條規定：
 - 刪除無記名股票之相關規定；
 - 刪除股票之相關規定；
 - 刪除強制買回股份最高費用比例之相關規定；
 - 刪除自股份買回價格中扣除銷售費用最高比例之相關規定；
 - 刪除提交股票之義務。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

7. 修正章程第 8 條規定，釐清任何收到買回通知之股東於本公司任何股東會之表決權利將被暫停之情事。
8. 修正章程第 10 條規定，刪除年度股東常會之確切日期，並規定年度股東常會須於本公司會計年度終了後六個月內召開。
9. 修正章程第 11 條規定：
 - 納入董事會得就所有違反法律、法規、要求或任何司法權，或有其他負面影響或危害本公司稅務地位、合法居住資格、合法存續或一般聲譽之股東，或董事會判斷其他可能造成本公司或任何基金承受重大或法律面不利影響之股東所持有股份，暫停其表決權之可能性；
 - 釐清股東得單獨同意不行使其表決權之全部或一部，且拋棄該權利之行為自通知本公司時起拘束相關股東及本公司；
 - 納入使股東得以遠端參與股東會通訊方式之相關釐清說明；
 - 刪除以選票表決之相關規定。
10. 修正章程第 12 條規定：
 - 納入股東會召集通知之寄發將「依 1915 年 8 月 10 日之商業公司法（及其修訂）」（下稱「1915 年法律」）辦理之說明；
 - 刪除無記名股份之相關規定；
 - 將「Mémorial Recueil des Sociétés et Associations」改為「Recueil Electronique des Sociétés et Associations」；
 - 納入關於公布及寄送召集通知程序之相關釐清說明。
11. 修正章程第 13 條規定，刪除過半數董事會成員皆應由非英國稅務居民組成之義務。
12. 修正章程第 14 條規定：
 - 將董事會常務主席之選舉設為選擇性質，並規定如常務主席為出席時，任何董事得被選為董事會之主席；
 - 刪除不得於英國舉行任何會議之規定；
 - 增加董事藉由電子郵件投票之可能性，並刪除以電報投票之方式；
 - 說明至少兩席董事必須出席董事會，並刪除確保過半數董事出席或代理出席者為非英國居民之要求。
 - 說明本公司職員指派之規定。
 - 新增創設諮詢董事委員會之可能性，並於本次修正刪除前款規定。
 - 刪除董事會成員不得於英國以視訊會議或電話會議之方式參與董事會之禁止規定。
13. 修正章程第 15 條規定，刪除「董事會主席」後之「臨時」一詞。
14. 修正章程第 16 條規定：
 - 於「2009/65/EC 號指令」乙詞後納入「可能隨時修訂或取代」之文字，並定義該指令為「UCITS 指令」，且接著將「2009/65/EC 號指令（及其修訂）」以「UCITS 指令」取代之；

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

- 於「2010 年 12 月 17 日法律 (可能修訂)」後新增「或隨時取代」之文字，並定義該法律為「2010 年法律」，且接著將「2010 年 12 月 17 日法律 (可能修訂)」以「2010 年法律」取代之；
- 將「投資組合」之大寫字母刪除，並替換為小寫的「投資組合」；
- 針對關於投資子基金 100% 之資產於單一國家之可能性之段落中，「由另一 OECD 會員國」之文字，將由「盧森堡監管機關所接受並揭露於本公司公開說明書之非歐盟會員國 (包括但不限於 OECD 會員國、G20 會員國、香港或新加坡)」取代之。

15. 修正章程第 17 條規定，以反映 1915 年法律中利益衝突之規定。
16. 修正章程第 20 條規定，於「2010 年法律」前刪除「第 154 條」之文字。
17. 修正章程第 21 條規定：
 - 刪除股票相關規定；
 - 刪除買回費用最高比例之相關規定；
 - 修正關於董事會於買回及轉換申請總數超過一定範圍所採行處理方式之段落；
 - 「暫停」乙詞由「減少」取代之；
 - 刪除最低買回及持有之確切金額。
18. 修正章程第 22 條規定：
 - 刪除公布暫停決定本公司股份資產淨值之義務；
 - 於「合併」後新增「或清算」之文字；
 - 於「買回」後新增「或轉換」之文字。
19. 修正章程第 23 條規定，新增關於特定資產類別之評價準則，並說明適用擺動定價機制之規定。
20. 修正章程第 25 條規定：
 - 「保管機構」一詞由「存託機構」取代；
 - 刪除本公司所有證券及現金將由保管機構持有或由保管機構之命令持有之相關規定。
21. 修正章程第 27 條規定，刪除「及子類別」之相關規定。
22. 修正章程第 28 條規定，簡化子基金合併之說明，並說明子基金之合併係於通知期間屆滿後五個營業日內生效。
23. 修正章程第 30 條規定，將「1915 年 8 月 10 日之商業公司法暨其修正」替換為已定義之「1915 年法律」一詞。
24. 於修改版章程中反映所有上述修正並進行細微修改，並核准新版章程。
25. 決定新章程應將於 2017 年 12 月 15 日開始生效。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

為表明您的投票意向，請於下列每一欄位中僅勾選一格：

贊成	反對	棄權	事項
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議程所列 1 至 25 之全部事項。

或

贊成	反對	棄權	事項
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事項 1: 關於章程第 1 條之修正案。

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事項 2: 關於章程第 4 條之修正案。

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事項 4: 關於章程第 5 條之修正案。

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事項 5: 關於章程第 6 條之修正案。

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事項 6: 關於章程第 8 條之修正案。

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事項 7: 關於章程第 8 條之修正案。

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事項 8: 關於章程第 10 條之修正案。

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事項 9: 關於章程第 11 條之修正案。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

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事項 10: 關於章程第 12 條之修正案。

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事項 11: 關於章程第 13 條之修正案。

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事項 12: 關於章程第 14 條之修正案。

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事項 13: 關於章程第 15 條之修正案。

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事項 14: 關於章程第 16 條之修正案。

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事項 15: 關於章程第 17 條之修正案。

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事項 16: 關於章程第 20 條之修正案。

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事項 17: 關於章程第 21 條之修正案。

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事項 18: 關於章程第 22 條之修正案。

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事項 19: 關於章程第 23 條之修正案。

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事項 20: 關於章程第 25 條之修正案。

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事項 21: 關於章程第 27 條之修正案。

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事項 22: 關於章程第 28 條之修正案。

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事項 23: 關於章程第 30 條之修正案。

(中文節譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

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事項 24: 核准新版章程。

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事項 25: 決定章程變更內容開始生效之日期。

股東簽名處 (所有共同持有人均應簽名)

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Proxies received for the EGM on 21 November 2017 will remain valid for the EGM on 8 December 2017

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN PLEASE CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, RELATIONSHIP MANAGER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

**HENDERSON HORIZON FUND
Société d'investissement à capital variable
L-1273 Luxembourg 2, rue de Bitbourg
R.C.S. Luxembourg, section B numéro 22.847
(the « Company »)**

CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Luxembourg, 22 November 2017

Dear Shareholder

We wish to hereby inform you that the quorum for the extraordinary general meeting (the "EGM") convened on 21 November 2017 was not met, and therefore the EGM was not able to validly decide on its agenda. Thus, the shareholders are convened to attend a second extraordinary general meeting of shareholders of the Company to be held at 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg on 8 December 2017 at 9.00 a.m. Luxembourg time for the purpose of considering and voting upon the agenda below.

The amendments proposed at the EGM are designed to achieve multiple objectives:

- To change the name of the Company from Henderson Horizon Fund to Janus Henderson Horizon Fund in order to reflect the merger of Henderson Group plc and Janus Capital Group Inc on 30 May 2017. The corresponding change appears in point 1 of the EGM agenda as detailed below
- To implement the provisions of the law of 10 August 2016, which modernises the law of 10 August 1915 on commercial companies, in respect of matters, such as, but not limited to modernising shareholders meetings and the functioning of the board of directors. The corresponding changes appear in points 2, 7, 8, 9 first and second indents, 10, 12 first fifth and sixth indents, 13 and 15 of the EGM agenda as detailed below.
- To harmonise certain provisions of the articles of incorporation of the Company (the "Articles") with the prospectus of the Company. The corresponding changes appear in point 19 of the EGM agenda as detailed below.

- To proceed to minor tidy-up changes in the Articles, such as, but not limited to, the deletion of references to bearer shares which are not issued by the Company. The corresponding changes appear in points 3, 4, 5, 6, 9 third and fourth indents, 12 third indent, 14, 16, 17, 18, 20, 21, 22 and 23 of the EGM agenda as detailed below.
- To delete the restrictions regarding UK resident directors. The corresponding changes appear in points 11 and 12 second, fourth and seventh indents of the EGM agenda as detailed below.

The shareholders will also be asked to approve a restated version of the Articles. A copy of the draft restated Articles is available for inspection at the registered office of the Company.

Finally, the shareholders will be asked to determine that the effective date of the changes is 15 December 2017.

The agenda of the EGM is as follows:

AGENDA

1. To amend article 1 of the Articles to change the name of the Company to JANUS HENDERSON HORIZON FUND.
2. To amend article 4 of the Articles to provide that the registered office of the Company may also be transferred to another municipality than that of the current registered office by way of a resolution of the board of directors of the Company.
3. To amend article 5 of the Articles to include that the sub-funds may be set up with limited or unlimited duration.
4. To amend article 5 of the Articles to remove the reference to the bearer shares.
5. To amend article 6 of the Articles to specify that the shares of the Company are solely issued in registered form and to remove the paragraphs and references to the bearer shares.
6. To amend article 8 of the Articles to:
 - remove the references to the bearer shares;
 - remove the reference to share certificates;
 - remove the reference to the maximum percentages of charges applied to compulsory redemptions of shares;
 - remove the reference to the maximum percentage applied to the sales charge being deducted from redemption price of shares;
 - remove the obligation of surrendering of the share certificates.
7. To amend article 8 of the Articles to clarify the suspension of voting rights at any meeting of shareholders of the Company for any shareholders to whom a redemption notice has been served.

8. To amend article 10 of the Articles to remove the exact reference to the date of the annual general meeting of shareholders and to provide that the annual general meeting must be held within six months of the Company's accounting year end.
9. To amend article 11 of the Articles to:
 - include the possibility for the board of directors to suspend the voting rights attached to all shares held by a shareholder who is in breach of any law, regulation, or requirement or any jurisdiction or otherwise adversely affects or prejudices the tax status, residence, good standing or general reputation of the Company or who could in the board of directors' judgement, otherwise cause the Company or any Fund to suffer material or legal disadvantage;
 - clarify that a shareholder may individually undertake to not exercise all or part of its voting rights and that such waiver binds the relevant shareholder and the Company as from its notification to the Company;
 - include some clarifications on the means of communication enabling the shareholders to participate remotely to the shareholder's meetings;
 - remove the references to voting by ballot papers ("formulaire").
10. To amend article 12 of the Articles to:
 - include the clarification that the sending of the convening notice for shareholders' meeting will be made "in accordance with the law of 10 August 1915 relating to commercial companies, as amended (the "1915 Law")";
 - remove the references to the bearer shares;
 - replace "Mémorial Recueil des Sociétés et Associations" by "Recueil Electronique des Sociétés et Associations" ;
 - include some clarifications on the procedure in relation to the publication and mailing of the convening notice.
11. To amend article 13 of the Articles to remove the obligation that a majority of the board of directors shall at all time comprise persons not resident for tax purposes in the United Kingdom.
12. To amend article 14 of the Articles to:
 - make the election of a permanent chairman of the board of directors optional and provide that any director can be elected as chairman of a board meeting in the absence of a permanent chairman;
 - remove the fact that no meeting may take place in the United Kingdom;
 - add the possibility for the directors to cast their votes by e-mail and remove the cable and telegram means;
 - clarify that at least two directors need to be present at a board meeting and to remove the requirement to ensure that a majority of directors present or represented at a board meeting are persons not resident in the United Kingdom;
 - clarify provisions on the appointment of officers of the Company

- add the possibility to create consultative board committees and remove the former paragraph following this amendment
 - remove the prohibition that no member of board of directors shall participate at a board meeting by video conference or conference call from the United Kingdom
13. To amend article 15 of the Articles to remove the term "pro tempore" after the term "chairman".
14. To amend article 16 of the Articles to:
- include "as may be amended or replaced from time to time" after the word "Directive 2009/65/EC" and define such directive by "UCITS Directive" and then replace "Directive 2009/65/EC, as amended" by the defined term "UCITS Directive";
 - add "or replaced from time to time" after "the law of 17 December 2010, as may be amended" and define such law by the "2010 Law" and then replace "the law of 17 December 2010, as may be amended" by the defined term "2010 Law";
 - remove the capital letter to "Portfolio" and replace by minuscule as such "portfolio";
 - replace the words "by another member State of the OECD" with "a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore)" in the paragraph regarding the possibility to invest 100% of a sub-fund's assets into one country.
15. To amend article 17 of the Articles to reflect the conflict of interest provisions of the 1915 Law.
16. To amend article 20 of the Articles to remove specifically "article 154 of" before the "2010 Law".
17. To amend article 21 of the Articles to:
- remove the references to share certificates;
 - remove the reference to the maximum percentage of charges applied to redemptions;
 - amend the paragraph related to the measures adopted by the board of directors in case total requests for redemptions and conversions exceed a certain level;
 - replace the word "suspension" by the word "reduction";
 - remove the exact minimum redemption and holding amounts.
18. To amend article 22 of the Articles to:
- remove the obligation to publish a suspension of the determination of the net asset value of shares by the Company;
 - to add "or liquidate" after the word "merge";
 - add "or conversion" after the word "redemption".
19. To amend article 23 of the Articles to add valuation principles regarding certain asset classes and to clarify provisions applicable to the mechanism of swing pricing.

20. To amend article 25 of the Articles to:

- replace the term "custodian" by the term "depository";
- remove the reference that all securities and cash of the Company are to be held by or to the order of the custodian.

21. To amend article 27 of the Articles to remove references to "and sub-class".

22. To amend article 28 of the Articles to simplify the description of sub-fund mergers and to clarify that a merger of sub-funds takes effect within five business days after expiry of the notice period.

23. To amend article 30 of the Articles to replace the words "law of 10th August, 1915 on commercial companies and amendments thereto" by the defined term "1915 Law".

24. To reflect all of the above amendments in a restated version of the Articles as well as minor tidy up changes in a restated version of the Articles and to approve such restatement.

25. To determine that the new Articles shall come into effect on 15 December 2017.

The resolutions shall be passed without a quorum by a majority of two-thirds of the shares represented and voted.

Shareholders may be represented by a duly appointed agent and attorney-in-fact of their choice.

Shareholders who cannot attend the EGM in person are invited to send a form of proxy duly filled in and executed via post or fax to the below address, to arrive no later than 9.00 a.m Singapore time on 1 December 2017:

RBC Investor Services Trust Singapore Limited

Attention: CSR Team,

8 Marina View,

#26-01 Asia Square Tower 1,

Singapore 018960

Fax: (65) 6823 9673

A form of proxy will be sent to registered shareholders with this Notice and can also be obtained from the registered office of the Company.

Additional information

If you have any questions, please contact the Registrar and Transfer Agent, RBC Investor Services Bank S.A., by contacting:

RBC Investor Services Bank S.A,
Registrar and Transfer Agent,

14, Porte de France,
L-4360 Esch-sur-Alzette,
Grand Duchy of Luxembourg
Telephone: (352) 2605 9601
Fax: (352) 2460 9937

Investors may obtain the Prospectus, the Key Investor Information Documents ("KIID"), 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.

Proxies received for the EGM on 21 November 2017 will remain valid for the EGM on 8 December 2017

**HENDERSON HORIZON FUND
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE (SICAV)
2, rue de Bitbourg,
L-1273 Luxembourg
Grand-Duché de Luxembourg
RCS Luxembourg B 22.847**

Please return this completed proxy form to RBC Investor Services Trust Singapore Limited, Attention: CSR Team, 8 Marina View, #26-01 Asia Square Tower 1, Singapore 018960 to arrive no later than 9.00 a.m Singapore time on 1 December 2017.

PROXY FORM

**for the EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE
COMPANY (THE "EGM")**

The undersigned, _____ residing in / with registered office at _____ holder(s) of _____ shares of the Henderson Horizon Fund (the "Company") _____ (please insert the name of the sub-fund you are holding shares of) hereby appoint(s) as proxy with power of substitution: _____ (please insert name of proxyholder)

or, failing him/her, the Chairman of the EGM to vote the said shares of the undersigned at the EGM, which will be held at 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg at 9.00 a.m. Luxembourg time on 8 December 2017 or at any reconvened meeting having the same agenda, for the purpose of considering and voting upon the following matters:

1. To amend article 1 of the Articles to change the name of the Company to JANUS HENDERSON HORIZON FUND.
2. To amend article 4 of the Articles to provide that the registered office of the Company may also be transferred to another municipality than that of the current registered office by way of a resolution of the board of directors of the Company.
3. To amend article 5 of the Articles to include that the sub-funds may be set up with limited or unlimited duration.
4. To amend article 5 of the Articles to remove the reference to the bearer shares.
5. To amend article 6 of the Articles to specify that the shares of the Company are solely issued in registered form and to remove the paragraphs and references to the bearer shares.
6. To amend article 8 of the Articles to:
 - remove the references to the bearer shares;
 - remove the reference to share certificates;

- remove the reference to the maximum percentages of charges applied to compulsory redemptions of shares;
 - remove the reference to the maximum percentage applied to the sales charge being deducted from redemption price of shares;
 - remove the obligation of surrendering of the share certificates.
7. To amend article 8 of the Articles to clarify the suspension of voting rights at any meeting of shareholders of the Company for any shareholders to whom a redemption notice has been served.
 8. To amend article 10 of the Articles to remove the exact reference to the date of the annual general meeting of shareholders and to provide that the annual general meeting must be held within six months of the Company's accounting year end.
 9. To amend article 11 of the Articles to:
 - include the possibility for the board of directors to suspend the voting rights attached to all shares held by a shareholder who is in breach of any law, regulation, or requirement or any jurisdiction or otherwise adversely affects or prejudices the tax status, residence, good standing or general reputation of the Company or who could in the board of directors' judgement, otherwise cause the Company or any Fund to suffer material or legal disadvantage;
 - clarify that a shareholder may individually undertake to not exercise all or part of its voting rights and that such waiver binds the relevant shareholder and the Company as from its notification to the Company;
 - include some clarifications on the means of communication enabling the shareholders to participate remotely to the shareholder's meetings;
 - remove the references to voting by ballot papers ("formulaire").
 10. To amend article 12 of the Articles to:
 - include the clarification that the sending of the convening notice for shareholders' meeting will be made "in accordance with the law of 10 August 1915 relating to commercial companies, as amended (the "1915 Law")";
 - remove the references to the bearer shares;
 - replace "Mémorial Recueil des Sociétés et Associations" by "Recueil Electronique des Sociétés et Associations" ;
 - include some clarifications on the procedure in relation to the publication and mailing of the convening notice.
 11. To amend article 13 of the Articles to remove the obligation that a majority of the board of directors shall at all time comprise persons not resident for tax purposes in the United Kingdom.
 12. To amend article 14 of the Articles to:
 - make the election of a permanent chairman of the board of directors optional and provide that any director can be elected as chairman of a board meeting in the absence of a permanent chairman;

- remove the fact that no meeting may take place in the United Kingdom;
 - add the possibility for the directors to cast their votes by e-mail and remove the cable and telegram means;
 - clarify that at least two directors need to be present at a board meeting and to remove the requirement to ensure that a majority of directors present or represented at a board meeting are persons not resident in the United Kingdom;
 - clarify provisions on the appointment of officers of the Company;
 - add the possibility to create consultative board committees and remove the former paragraph following this amendment;
 - remove the prohibition that no member of board of directors shall participate at a board meeting by video conference or conference call from the United Kingdom.
13. To amend article 15 of the Articles to remove the term "pro tempore" after the term "chairman".
14. To amend article 16 of the Articles to:
- include "as may be amended or replaced from time to time" after the word "Directive 2009/65/EC" and define such directive by "UCITS Directive" and then replace "Directive 2009/65/EC, as amended" by the defined term "UCITS Directive";
 - add "or replaced from time to time" after "the law of 17 December 2010, as may be amended" and define such law by the "2010 Law" and then replace "the law of 17 December 2010, as may be amended" by the defined term "2010 Law";
 - remove the capital letter to "Portfolio" and replace by minuscule as such "portfolio";
 - replace the words "by another member State of the OECD" with "a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore)" in the paragraph regarding the possibility to invest 100% of a sub-fund's assets into one country.
15. To amend article 17 of the Articles to reflect the conflict of interest provisions of the 1915 Law.
16. To amend article 20 of the Articles to remove specifically "article 154 of" before the "2010 Law".
17. To amend article 21 of the Articles to:
- remove the references to share certificates;
 - remove the reference to the maximum percentage of charges applied to redemptions;
 - amend the paragraph related to the measures adopted by the board of directors in case total requests for redemptions and conversions exceed a certain level;
 - replace the word "suspension" by the word "reduction";
 - remove the exact minimum redemption and holding amounts.
18. To amend article 22 of the Articles to:

- remove the obligation to publish a suspension of the determination of the net asset value of shares by the Company;
 - add "or liquidate" after the word "merge";
 - add "or conversion" after the word "redemption".
19. To amend article 23 of the Articles to add valuation principles regarding certain asset classes and to clarify provisions applicable to the mechanism of swing pricing.
 20. To amend article 25 of the Articles to:
 - replace the term "custodian" by the term "depository";
 - remove the reference that all securities and cash of the Company are to be held by or to the order of the custodian.
 21. To amend article 27 of the Articles to remove references to "and sub-class".
 22. To amend article 28 of the Articles to simplify the description of sub-fund mergers and to clarify that a merger of sub-funds takes effect within five business days after expiry of the notice period.
 23. To amend article 30 of the Articles to replace the words "law of 10th August, 1915 on commercial companies and amendments thereto" by the defined term "1915 Law".
 24. To reflect all of the above amendments in a restated version of the Articles as well as minor tidy up changes in a restated version of the Articles and to approve such restatement.
 25. To determine that the new Articles shall come into effect on 15 December 2017.

In order to express your vote, please tick only one box in each column:

For	Against	Abstention	Items
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	All items 1 to 25 of the agenda above

OR

For	Against	Abstention	Items
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 1 regarding the amendment of Article 1 of the Articles
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 2 regarding the amendment of Article 4 of the Articles

			Item 4 regarding the amendment of Article 5 of the Articles
			Item 5 regarding the amendment of Article 6 of the Articles
			Item 6 regarding the amendment of Article 8 of the Articles
			Item 7 regarding the amendment of Article 8 of the Articles
			Item 8 regarding the amendment of Article 10 of the Articles
			Item 9 regarding the amendment of Article 11 of the Articles
			Item 10 regarding the amendment of Article 12 of the Articles
			Item 11 regarding the amendment of Article 13 of the Articles
			Item 12 regarding the amendment of Article 14 of the Articles
			Item 13 regarding the amendment of Article 15 of the Articles
			Item 14 regarding the amendment of Article 16 of the Articles
			Item 15 regarding the amendment of Article 17 of the Articles
			Item 16 regarding the amendment of Article 20 of the Articles
			Item 17 regarding the amendment of Article 21 of the Articles
			Item 18 regarding the amendment of Article 22 of the Articles

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Item 19 regarding the amendment of Article 23 of the Articles

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Item 20 regarding the amendment of Article 25 of the Articles

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Item 21 regarding the amendment of Article 27 of the Articles

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Item 22 regarding the amendment of Article 28 of the Articles

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Item 23 regarding the amendment of Article 30 of the Articles

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Item 24 regarding the approval of the restated version of the Articles

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Item 25 regarding the determination of the effective date of the changes to the Articles

Signature(s) of shareholder(s) (all joint holders must sign)

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