

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.

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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 to the via post, fax or email to the below address, to arrive no later than 9.00 a.m Luxembourg time on 6 December 2017.

2, rue de Bitbourg,
L-1273 Luxembourg,
Grand Duchy of Luxembourg
Fax: (352) 2689 3535
Email: SICAVgeneralmeetings@janushenderson.com

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.

For Singapore investors, Henderson Global Investors (Singapore) Limited, Level 34 – Unit 03-04, 138 Market Street, CapitaGreen Singapore 048946 is the Singapore representative.

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.

For Swiss investors, BNP Paribas Securities Services, Paris, succursale de Zurich, Selnaustrasse 16, 8002 Zurich is the Swiss representative and paying agent of the Company. The Prospectus, the KIIDs, the Articles, as well as the annual and semi-annual reports of the Company, may be obtained free of charge from the Swiss representative and paying agent.