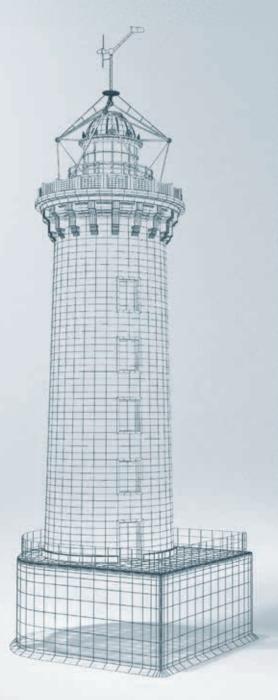
# HENDERSON EUROTRUST PLC

**Annual Report 2017** 







21-22 23 24-25 26-29 30-31 32-36

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The image on the front cover is based on the Kéréon lighthouse which is situated between Île d'Ouessant and Pointe St Mathieu on the north west coast of France.

Glossary

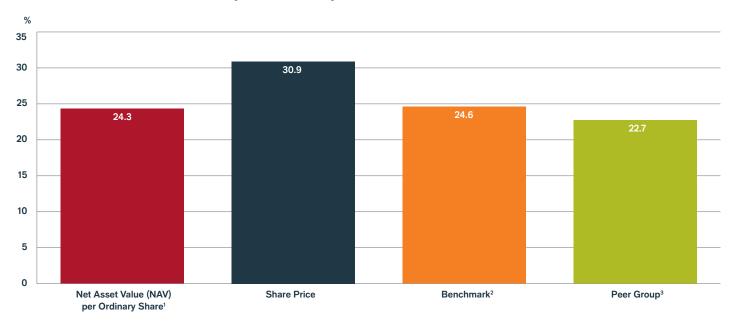
# **Strategic Report**

"Political risk is higher than in the previous decade. This makes for a fluctuating environment where long-term judgement and experience will be essential prerequisites for stock-picking. As we enter our second quarter century the Company will face fresh challenges. We believe we are well equipped to meet them."

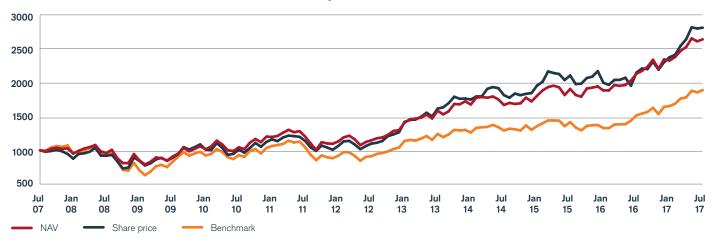


# **Strategic Report: Performance Highlights**

#### Total Return Performance for year to 31 July 2017



#### Total Return Performance over the last ten years (rebased to 1000)



#### Total Return Performance over the last year (rebased to 1000)



# Strategic Report: Performance Highlights (continued)

NAV per share at year end

2017 £11.93

2016 **£9.79** 

Dividends for year<sup>4</sup>

2017 **25.0**p 2016 **20.0**p

Ongoing charge for year including performance fee<sup>5</sup>

2017 0.85% 2016 1.49%

Number of investments<sup>6</sup>

2017 51

2016 56

Share price at year end

2017 £11.53

2016 **£9.00** 

Dividend yield<sup>8</sup>

2017 2.2%

2016 2.2%

Gearing at year end

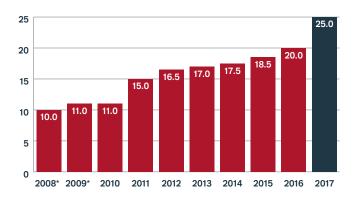
2017 **£0.2m** 2016 **£1.2m** (0.1%)

Discount<sup>9</sup>

2017 **3.3**%

2016 8.1%

#### Historical dividend<sup>7</sup>



\*Includes a special dividend of 2.0p

#### Market capitalisation of the portfolio at 31 July 2017<sup>10</sup>



- Net asset value per ordinary share total return (including dividends reinvested and excluding transaction costs). This is based on preliminary estimates made by the AIC, which is the industry recognised source for performance data, and does not reflect any subsequent change in the year end NAVs reflected in this report
- FTSE World Europe (ex UK) Index
- AIC Europe Sector (Peer Group)
- Including the 7.0p interim dividend paid on 28 April 2017 and the 18.0p final dividend which will be put to shareholders for approval at the Annual General Meeting on
- The ongoing charge excluding the performance fee is 0.85% (2016: 0.87%)
- 6 Excluding OW Bunker
- Ten year historical dividends
- Based on the share price at the year end
- 9 Calculated using published daily NAVs including current year revenue
- 10 Market capitalisation weightings of the portfolio and the benchmark

Sources: Morningstar for the AIC, Janus Henderson, Datastream

A glossary of terms is included on pages 18 and 19

# **Strategic Report: Business Model**

#### Strategy

Henderson EuroTrust plc's (the "Company") strategy is to meet its investment objective. This is achieved through the appointment of external management which operates in accordance with the Company's investment policy.

#### Investment objective

The Company aims to achieve a superior total return from a portfolio of high quality European (excluding the UK) investments.

#### Management

The Company qualifies as an Alternative Investment Fund in accordance with the Alternative Investment Fund Managers Directive ("AIFMD").

The Company has an independent Board of Directors which has appointed Henderson Investment Funds Limited ("HIFL") to act as its Alternative Investment Fund Manager. HIFL delegates investment management services to Henderson Global Investors Limited ("HGIL") in accordance with an agreement which was effective from 22 July 2014 and can be terminated on six months' notice. Both entities are authorised and regulated by the Financial Conduct Authority. References to the Manager within this report refer to the services provided by both entities. Both entities are wholly owned subsidiaries of Janus Henderson Group plc, referred to as Janus Henderson, following the merger of Henderson Group plc and Janus Capital Group, Inc. on 30 May 2017.

The investment management agreement with HIFL is reviewed annually.

#### Fees

For the year under review, the base management fee is calculated at the rate of 0.65% per annum of net assets payable quarterly in arrears, with an additional annual performance related element. The performance fee is paid to Janus Henderson in respect of the calculation period at the rate of 15% of any outperformance of the NAV total return per ordinary share in excess of the total return over the same period of the Company's benchmark (FTSE World Europe (ex UK) Index). Only performance in excess of a 1% hurdle is remunerated. Any underperformance is carried forward and must be made up before any further performance fee can be paid. Any excess performance will be carried forward and can be set against underperformance but not used to earn or enhance a performance fee payment. The cap on total fees (the aggregate of performance fees and management fees) is the lower of 1.30% of total assets and 4.99% of net assets.

With effect from 1 August 2017, new fees have been agreed as described in the Chairman's Statement on pages 5 and 6. The base management fee is calculated at the rate of 0.65% per annum of net assets up to £250m and 0.55% for net assets above £250m, payable quarterly in arrears, with an additional annual performance related element. The performance fee is paid to Janus Henderson in respect of the calculation period at the rate of 15% of any outperformance of the NAV total return per ordinary share in excess of the total return over the same period of the Company's benchmark (FTSE World Europe (ex UK) Index). Only performance in excess of a

1% hurdle is remunerated. No performance fee is payable if either the share price or the net asset value per ordinary share is lower at the end of the period than at the beginning ("the absolute return floor"). There is a cap on the performance fee of 0.35% of average assets (calculated as the average of month end net assets). Any underperformance is carried forward and must be made up before any further performance fee can be paid. Any excess performance above the cap or unrewarded outperformance as a consequence of the absolute return floor will be carried forward and can be set against underperformance but not used to earn or enhance a performance fee payment.

#### Fund Manager

The portfolio is managed by Tim Stevenson. Tim has specialised in European investment since 1982 and joined Henderson in 1986. Tim was a director of the Company from 1992 until November 2010; he has been the Fund Manager since 1994. James Ross was appointed as Deputy Fund Manager in March 2017.

Janus Henderson and its subsidiaries also provide accounting, company secretarial and general administrative services. Some of the administration and accounting services are carried out, on behalf of Janus Henderson, by BNP Paribas Securities Services. Melanie Stoner FCIS acts as Company Secretary on behalf of the Corporate Secretary, Henderson Secretarial Services Limited.

#### Investment policy

#### Asset allocation

The portfolio will contain between 45 and 60 stocks.

The Company seeks to invest in large and medium-sized companies which are perceived to be undervalued in view of their growth prospects or on account of a significant change in management or structure.

The Company will not hold more than 10% of the share capital of any company at the time of investment.

The Company will not invest more than 15% of gross assets in any one company or group of companies.

The Company can hold investments from any combination of European countries and the portfolio is not constructed with a yield target.

The Company may invest in companies that are not listed on a stock exchange although in aggregate these may not amount to more than 10% of the portfolio.

#### Derivatives

The Company may use financial instruments known as derivatives for the purpose of efficient portfolio management while maintaining a level of risk consistent with the risk profile of the Company.

#### Gearing

The Company's Articles allow borrowings up to 100% of shareholders' funds. In normal circumstances, the Directors would expect the Company to be substantially fully invested but it may hold cash and cash instruments up to 20% or be geared up to 30% of the total assets.

# Strategic Report: Chairman's Statement



The Chairman of the Company, Nicola Ralston, reports on the year to 31 July 2017

#### 25th Anniversary

I hope that shareholders enjoy our 25th Anniversary booklet, which gives some longer term insights into the markets in which we invest and the approach followed by your Fund Manager, Tim Stevenson. Tim has been the Fund Manager of the Company's portfolio for all but the first two years of the Company's lifespan, and the Board strongly believes that the consistency of approach over more than two decades has been a key factor in the strong performance of the Company. Since inception the shares have provided a return of 14% per annum to investors, as compared with a return on the benchmark index of 10% per annum. Over 25 years, this means that (with income re-invested, but excluding re-investment costs) an investment of £1,000 in the Company would now be worth more than £26,000; an equivalent investment in the relevant index would be valued at over £10,000. The underlying portfolio has outperformed the benchmark in 20 of the 25 years, of which nine have been in the last decade. I hope shareholders will agree that this is indeed an impressive long term record.

It is worthwhile to look in a little more detail about what it means to take a consistent approach to investment decisions. "Buy and hold" investors, who stick by their decisions through the ups and downs in the market, are often lauded for their refusal to be swayed by market sentiment and their aversion to trading. But does such an approach really make sense? A portfolio compiled twenty years ago would necessarily omit all of the companies which were not listed at that time. Whilst many of the companies in the Company's portfolio have been in existence for many decades – L'Oréal in France or ING in the Netherlands, for example – others have not; at the end of the latest financial year, the portfolio included at least 15 companies which, in 1995, were not listed companies, such as Deutsche Post or Infineon (spun out of Siemens in 1999) or did not exist at all, such as Partners Group (the private markets investment manager).

The investment approach followed by your Fund Manager, both in the past and today, is to identify companies with sustainable businesses which have the potential to produce consistent dividend growth. We seek to do this on a "live" basis, assessing the investment opportunities of today, not just those of previous years; in addition, we seek to avoid over-concentration in industries, and to ensure that each holding is significant enough to contribute materially to performance. This means that, whilst the investment focus of the Company is very much on the long term, the Fund Manager is constantly seeking to adapt the portfolio to current opportunities. Two statistics spell out the Company's long-term

investment view combined with short-term adaptability. 15 holdings in today's portfolio were first introduced in the 1990's. Seven positions have been in the portfolio for more than a decade. However, all but one of these holdings (Inditex) have been sold out of the portfolio at one time or another.

Speaking of active management, we hear much about the failure of the active management industry to outperform relevant benchmark indices, and the consequent shift to passive, or index investment. Some funds, albeit a minority, do outperform over a given period, as the Company has done in the majority of years since inception; however, one of the challenges in knowing how to assess such outperformance is that often the investment approach being followed today has changed beyond recognition, or some or all of the team which produced the performance are no longer in place. As the history in our Anniversary booklet mentions, this happened at the Company, with a change of both mandate and Fund Manager soon after launch. Since 1994, however, shareholders have benefited from consistent management and investment thinking - a steadying fact during periods of great swings in political change. Of course, there is always the risk of hubris in any recognition of investment success; I can assure shareholders that the Board is wholly aware of this, and that we remain focused on assessing and managing all of the risks facing the Company - whether in respect of the markets, the Manager, or the Fund Manager.

#### Annual performance

Turning to the year under review, whilst the discount narrowed post the sharp increase suffered by all European trusts in the wake of the Brexit vote in June 2016, and hence the share price materially outperformed the benchmark, the underlying portfolio was a little behind the index, with an increase in the NAV of 24.3% compared with 24.6%. In the first half of the last financial year there was a change in market leadership, as German and other bond yields rose, and political risk increased leading up to the US presidential election and elections in major European countries. More cyclical companies and banks saw quite sharp recoveries, and relative performance of our portfolio suffered for a short period; however, elections in the Netherlands, Austria and France resulted in more continuity than had been feared, the "reflation trade" following the election of Donald Trump largely failed to materialise, and by the year end virtually all of the underperformance had been recouped. The absolute return record is very satisfactory. The Company has achieved a return (both on the NAV and share price) ahead of the index and the peer group over 3, 5 and 10 years. Over ten years, AIC statistics indicate that the NAV performance of 164.2% was 74.9% ahead of the FTSE World Europe (ex UK) Index, while the share price performance of 180.5% was even better, reflecting a reduction in the discount to NAV over the period. This represents truly substantial value to shareholders, both in absolute terms, and relative to the benchmark index, net of all costs.

#### Fees

Following a formal review of the management fee arrangements, I am pleased to report that the Board has agreed a revised, and more favourable fee basis with the Manager which has taken effect from 1 August 2017. A tiered basis is being introduced to the base management fee such that the existing fee of 0.65% will only apply to the first £250m of net assets with the balance above that charged at a reduced rate of 0.55%. The performance fee arrangements have

# Strategic Report: Chairman's Statement (continued)

been amended such that no performance fee will be payable in respect of a period where either the share price or the net asset value per ordinary share are lower at the end of the period than at the beginning. In addition, there will be a new cap on the performance fee payable of 0.35% of average net assets over the period meaning the maximum total fees that can be paid in a period will be 1.0% rather than the current 1.3%. Details of these new fee arrangements are set out on page 4 of this report.

#### **Dividends**

The Board proposes a final dividend to be paid from revenue of 18.0p, taking the total distribution for the year to 25.0p, an increase of 25% on last year and yet we are still increasing the revenue reserve. The Board were pleased to be able to increase the level of both the interim and final dividends. Dividends have been raised every year – by an average annual 8.9% – since 2005 (excluding special dividends).

#### Share issues and buybacks

No shares were issued or bought back during the year. In the aftermath of the EU Referendum vote, the Company's shares traded at a discount to NAV of over 10% on several occasions in the early part of the financial year. However, since the start of the calendar year, greater enthusiasm for European equities, coupled with a perceived increase in risk in respect of some other markets, resulted in a significant narrowing of the discount to NAV, which we very much welcome. Your Board continues to monitor the discount/premium actively and will take action to issue, or buyback shares, where it believes it is in the best interests of shareholders to do so.

#### Gearing

A modest level of gearing was maintained for most of the year under review; this added value. At the year-end, gearing was materially lower than the average for the year, at a very marginal 0.1% of assets. We continue to take an active approach to the use of gearing, and to keep the issue of longer term debt under consideration.

#### Board

As part of the Board's succession plan, John Cornish will be retiring as a Director at the Annual General Meeting. Over his ten year tenure as Director and Chairman of the Audit Committee, John has made a huge contribution to the Company; on a small Board such as ours, every individual's contribution is significant, but John's experience, availability and support have been much appreciated. We shall all miss him. I am, however, pleased to welcome Katya Thomson, who was appointed as a Director on 17 May 2017. With a first class honours degree in Economics and Political Economy, Katya is a Chartered Accountant, and has financial and commercial experience in both the UK and Russia. She is already making a positive contribution to your Board's deliberations; Katya will become Audit Chair following John's retirement at the conclusion of the Annual General Meeting.

I would also like to thank David Marsh CBE, who is Managing Director and Co-Founder of OMFIF (the Official Monetary and Financial Institutions Forum) for contributing his fascinating article on the European scene for our 25th Anniversary booklet. David will also be speaking at our special 25 year AGM in November.

#### Janus Henderson Investors

A merger between Henderson Group plc and Janus Capital Group, Inc. was announced in October 2016 and completed on 30 May 2017. The European investment team remains in the UK, and is indeed unchanged over the last year. As you would expect, the Board monitors such developments closely, and will continue to do so.

#### Annual General Meeting ("AGM")

Our meeting will be held on Wednesday 15 November 2017 at 12.00 noon at Janus Henderson Investors' offices at 201 Bishopsgate, London EC2M 3AE. Full details are set out in the Notice which has been sent to shareholders with this report. Marking the 25th Anniversary the AGM will be starting earlier than usual; Fund Manager, Tim Stevenson, and Director, David Marsh, will be giving special presentations at the AGM, providing a longer term perspective on the region and the portfolio. I hope as many shareholders as possible will be able to attend to take the opportunity to meet the Board and to hear the presentations. The AGM will be followed by a buffet lunch. Please see important details regarding attendance set out in my letter accompanying the Notice.

The Company's AGM, including the special presentations, will be broadcast live on the internet. If you are unable to attend in person, you can watch the meeting as it happens by visiting www.janushenderson.com/trustslive.

#### Outlook

For once, Europe is surprisingly fashionable as a destination for investors. Some of the political and economic difficulties predicted to beset Europe over the last financial year have failed to materialise, whilst risk is perceived to have risen elsewhere. Whether or not this greater enthusiasm continues, we intend to continue our policy of seeking out reliable growth companies, including those not necessarily in "conventional" growth sectors, and with a blend of some quality economic recovery companies where these meet our criteria. Political risk is higher than in the previous decade. This makes for a fluctuating environment where long-term judgement and experience will be essential prerequisites for stock-picking. As we enter our second quarter century the Company will face fresh challenges. We believe we are well equipped to meet them.

Nicola Ralston Chairman 6 October 2017

# **Strategic Report: Portfolio Information**

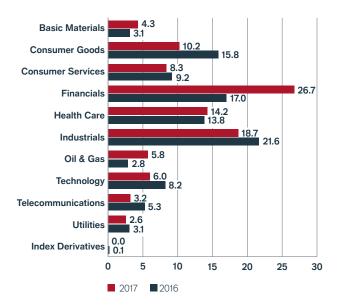
### Ten largest investments at 31 July 2017

Ranking 2017	Ranking 2016	Company	Principal activities	Country	Valuation 2017 £'000	% of portfolio
1	54	Crédit Agricole	Crédit Agricole is a leading French bank and offers insurance services.	France	9,931	3.93
2	_	Novo- Nordisk	Novo-Nordisk is a world leader in insulin and diabetes care.	Denmark	8,611	3.40
3	26	Amundi	Amundi is the largest asset manager in Europe and is growing in diversification by product, channel and geography.	France	8,442	3.34
4	8	Geberit	Geberit is a global leader in the field of sanitary products.	Switzerland	8,098	3.20
5	4	Deutsche Post	Deutsche Post provides businesses and consumers with express, logistics and mail services globally.	Germany	8,072	3.19
6	1	Fresenius Medical Care	Fresenius Medical Care is a global health care group with products and services for dialysis, the hospital and the medical care of patients at home.	Germany	8,047	3.18
7	5	SAP	SAP is the world leader in enterprise applications in terms of software and software-related service revenue.	Germany	7,523	2.97
8	27	ING	ING is a global financial institution. Following the sale of its remaining stakes in insurance operations, ING is fast becoming a pure bank with a European retail focus.	Netherlands	6,920	2.74
9	9	Partners Group	Partners Group is one of the largest private markets investment managers in the world.	Switzerland	6,678	2.64
10	19	Rubis	Rubis distributes liquefied petroleum gas and stores bulk liquids.	France	6,518	2.58
					78,840	31.17

# Strategic Report: Portfolio Information (continued)

#### Sector exposure at 31 July

As a percentage of the investment portfolio excluding cash



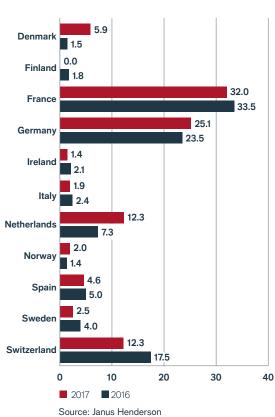
#### Performance drivers

Over the year to 31 July 2017

	%
Benchmark Return	24.6
Sector Allocation	-0.4
Stock Selection	0.1
Currency Movements (relative to index)	0.7
Effect of Cash and Gearing	0.2
Effect of Ongoing Charge (including performance fee)	-0.9
NAV Total Return	24.3

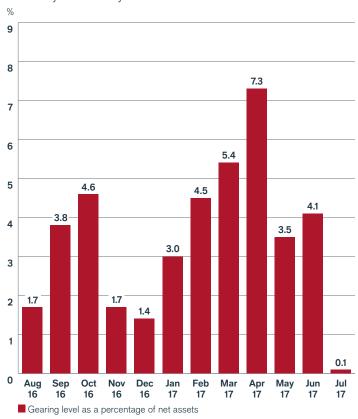
#### Geographic exposure at 31 July

As a percentage of the investment portfolio excluding cash



#### Gearing levels

Over the year to 31 July 2017



# Strategic Report: Investment Portfolio as at 31 July

Position 2017	Position 2016	Company	Country	Sector	Market Value 2017 £'000	Percentage of Portfolio 2017
1	54	Crédit Agricole	France	Banks	9,931	3.93
2	_	Novo-Nordisk	Denmark	Pharmaceuticals & Biotechnology	8,611	3.40
3	26	Amundi	France	Bank and Asset Manager	8,442	3.34
4	8	Geberit	Switzerland	Toilet Systems	8,098	3.20
5	4	Deutsche Post	Germany	Air Freight & Logistics	8,072	3.19
6	1	Fresenius Medical Care	,	Health Care	8,047	3.18
7	5	SAP	Germany Germany	Enterprise Software	7,523	2.97
8	27	ING	,		6,920	2.74
9	9		Netherlands Switzerland	Banks	6,678	2.74
10	19	Partners Group Rubis	France	Private Equity Asset Manager Gas & Multiutilities	6,518	2.58
	19	Rubis	France	Gas & Multiutilities		31.17
Top 10	00	D     D"		F:	78,840	
11	32	Deutsche Börse	Germany	Financial Services	6,494	2.57
12	_	Vestas Wind Systems	Denmark	Wind Turbines	6,291	2.49
13	24	AXA	France	Insurance	6,252	2.47
14	21	Hermès	France	Luxury Goods	6,055	2.39
15	10	Groupe Eurotunnel	France	Channel Tunnel Concession	6,038	2.39
16	3	Fresenius	Germany	Health Care	5,997	2.37
17	39	Munich Re.	Germany	Insurance	5,894	2.33
18	53	UBS	Switzerland	Banks	5,212	2.06
19	_	Legrand	France	Electrical Installations	5,156	2.04
20	12	Amadeus	Spain	Travel Software	5,150	2.04
Top 20		L 0			137,379	54.32
21	36	Statoil	Norway	Oil & Gas Producers	4,993	1.97
22	28	Relx	Netherlands	Data Provider	4,985	1.97
23	38	Intesa Sanpaolo	Italy	Banks	4,847	1.92
24	_	Koninklijke DSM	Netherlands	Chemicals	4,640	1.83
25	43	Dassault Systèmes	France	Application Software	4,636	1.83
26	_	Siemens	Germany	Digitalisation Engineer	4,429	1.75
27	16	L'Oréal	France	Personal Goods	4,391	1.74
28	14	Deutsche Telekom	Germany	Telecommunications	4,339	1.72
29	55	Van Lanschot	Netherlands	Banks	4,182	1.65
30	2	Nestlé	Switzerland	Food Producer	4,174	1.65
Top 30					182,995	72.35
31	20	Heineken	Netherlands	Beverages	4,093	1.62
32	34	Grifols	Spain	Blood Plasma Products	3,891	1.54
33	25	Orange	France	Telecommunications	3,765	1.49
34	37	Ryanair	Ireland	Airline	3,629	1.43
35	17	Henkel	Germany	Home & Personal Care	3,572	1.41
36	18	BIC	France	Commercial Supplies	3,525	1.39
37	_	Vivendi	France	Media	3,500	1.38
38	_	Philips Lighting	Netherlands	Electronic & Electrical Equipment	3,486	1.38
39	33	Novartis	Switzerland	Pharmaceuticals & Biotechnology	3,483	1.38
40	47	Atlas Copco	Sweden	Industrial Engineering	3,454	1.37
Top 40					219,393	86.74
41	7	SGS	Switzerland	Industrial Testing	3,340	1.32
42	22	Sodexo	France	Catering and Facilities Management	3,327	1.32
43	11	Essilor	France	Ophthalmology	3,257	1.29
44	31	Total	France	Oil & Gas Producers	3,232	1.28
45	_	Bayer	Germany	Healthcare & Agricultural Products	3,188	1.26
46	51	Linde	Germany	Industrial Gases	3,020	1.19
47	13	Infineon	Germany	Technology Hardware & Equipment	2,961	1.17
48	15	Publicis Groupe	France	Media	2,940	1.16
49	42	Nordea Bank	Sweden	Banks	2,811	1.11
50	35	Koninklijke Philips	Netherlands	Medical Equipment	2,759	1.09
Top 50					250,228	98.93
51	52	Inditex	Spain	Clothes Retailer	2,698	1.07
52	59	OW Bunker <sup>1</sup>	Denmark	Industrial Transportation		
Total					252,926	100.00

1 Unquoted investment

# Strategic Report: Fund Manager's Report



The Fund Manager of the Portfolio, Tim Stevenson, reports on the year to 31 July 2017

#### Overview and performance

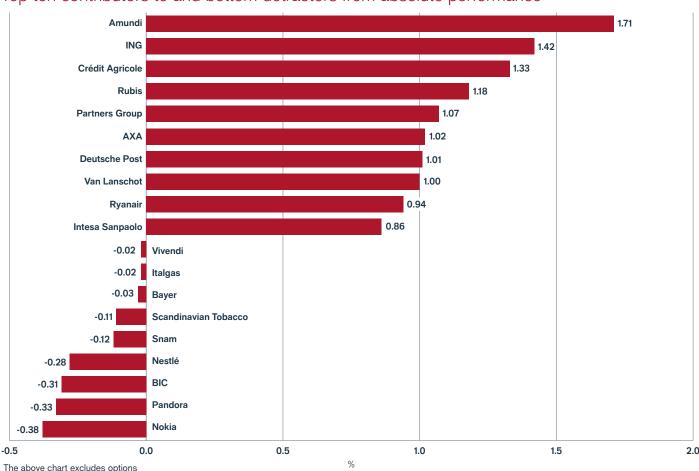
It has, once again, been an interesting year for European markets. From the starting point a year ago characterised by apprehension about potential political turmoil if a "Brexit" snowball swept through Europe, to economic uncertainty as growth remained too sluggish, we have moved to a far more stable political and economic situation in Europe excluding the UK. Earnings growth has also finally begun to come through, and these factors combined have led to an increase in the index of 24.6%. Part of this has been the further fall of about 5.5% in Sterling, as the political and economic uncertainty in the UK

post Brexit becomes more obvious. The Company has almost kept pace with the market performance and has shown a return of 24.3%.

Performance was marginally behind the index in our first six months as markets enthusiastically pursued economically sensitive names and also banks with potential for recovery, in preference to previous reliable growth companies. The market has been broader in our second half, and our exposure to some recovering banks such as Crédit Agricole has been increased. The table below shows our main contributors and detractors (in terms of absolute contribution to performance). Amundi and ING, both held throughout the year, made a large contribution as did our position in Rubis. On the negative side one of our long standing holdings – BIC – was a laggard as the market expressed disappointment in a slower period of growth, which we believe will be transient. Nokia and Pandora also detracted from performance, but we see their problems as being more deep seated and we have sold both of these holdings.

Dividend income from our holdings has also been good over the year, rising by 19.3%. This increase is quite a bit higher than the overall estimated average earnings growth in European markets over the year, and reflects the strong income from some of our financial holdings, the decline in Sterling (adding to the value of the dividends received when translated back to Sterling) and the continuation of a higher pay-out ratio from many of our investments.

#### Top ten contributors to and bottom detractors from absolute performance



# Strategic Report: Fund Manager's Report (continued)

During the year we increased the size of the loan facility from £15m to £20m and have used most of that facility at times (see chart on page 8), and this has enhanced returns. At the end of July very little of the facility was being used due to a short term concern about market levels. The total cost of borrowing (excluding the non-utilisation fee) during the year was £50,000 (2016: £47,000).

#### Portfolio changes and approach

In line with our expectations, bond yields have risen from a negative level to a small positive level (when measured by the German 10 year bond yield) as European economies have extended their recovery and as politics has moved away from the top of the agenda. One implication of this is that Financials should gradually be able to earn a positive interest margin, and this, combined with lower bad debt provisions and more demand for loans, should help banks see a recovery in earnings. The Company's exposure to Financials has increased from 17.0% at the end of July 2016 to 26.7% this year, mainly by increasing our exposure to existing holdings such as Crédit Agricole, Amundi, ING and UBS. Remember also that we have a number of investments in "non bank" financials, such as Munich Re., Deutsche Börse, Partners Group and Amundi, and the latter has been increased significantly over the year. In addition to this all our Bank holdings have appreciated markedly. After the French Presidential and Parliamentary Elections were completed, and given the increasing evidence of better growth and lower unemployment, it was, and still is, to be expected that the European Central Bank ("ECB") will begin to consider how to move to a more normal positive interest environment in an exceedingly cautious manner. This will help improve the financial sector earnings further.

During the year we have added eight new positions (Novo-Nordisk (Novo), Legrand, Siemens, Bayer, Vestas Wind Systems (Vestas), Vivendi, Koninklijke DSM and Philips Lighting).

Our focus continues to be on companies which have the ability to adapt to change in the face of what is likely to remain a relatively low growth environment. Novo's growth is driven by innovation and demographics as they remain world leader in Insulin and also have launched an obesity drug (Saxenda), and the shares are now markedly cheaper than they were a few years ago. Bayer is buying crop protection leader Monsanto and the drive for more efficient food production should enable steady growth. Vestas provides an investment in the world's leading manufacturer of wind power generators and there is an obvious need to reduce carbon emissions worldwide. We are also looking to make sure that we participate in the move to electric vehicles, and our investment in Infineon made a few years ago gives us access to energy and battery management systems.

Along with Financials mentioned above, we have also increased exposure to those companies which are poised to benefit from the much better economic environment in Europe currently. With the expectation that quantitative easing will be tapered over the next year or so, we believe it quite likely that European governments will increase expenditure on Infrastructure related projects, particularly those involving more efficient power generation and distribution. Obviously Vestas fits this from a wind generation point of view, but Siemens and Legrand also are likely to play a major role.

13 positions have been sold, bringing us back to well within our normal range of 50 to 55 holdings. The sales have been driven by fears of lower growth in the future (notably Nokia and Pandora) or by a feeling that a share was pricing in high expectations (such as Elis, Dufry, Nexity and Sunrise Communications). In selling Valeo and Autoliv we have moved totally away from any direct exposure to car manufacturing, as we feel that expectations here are too high in the short term. Turnover, as expressed by the lower of purchases or sales as a percentage of average assets, was 48.8% (45.6% and 43.6% in the two previous respective years).

#### Outlook

European equity markets have been drifting down since the results of the French elections. Once again the old adage of "travel and arrive" has proved true, as markets had perhaps jumped too quickly ahead of political calm and economic improvement. The headwinds in the next few months are likely to be the sharp rebound in the Euro against the US Dollar (Sterling is a sideshow although relevant as the base currency of the Company), as well as exaggerated fears about a tapering of the huge amount of quantitative easing undertaken in recent years by the ECB. Valuations of European equity markets are not high when seen through the lens of bond market valuations, and while I would not be surprised to see German 10 year bond yields rise towards 0.8%, I would see that as a healthy sign of relative normality rather than anything more ominous. Dividend yields remain very supportive of equities, as does a steady increase of around 10% in earnings predicted for 2017 and 2018 (even if the latter year may see some reduction due to Euro strength).

Overall I continue to feel that we are in a low growth era, and as such we shall continue our focus on reliable growth names, and remain wary of valuation levels which become too high relative to those growth expectations. This steady growth, combined with a reasonable pay-out of earnings to shareholders should enable us to continue the trend of a growing dividend as seen in the last few years.

Tim Stevenson Fund Manager 6 October 2017

# Strategic Report: Historical Performance and Financial Information

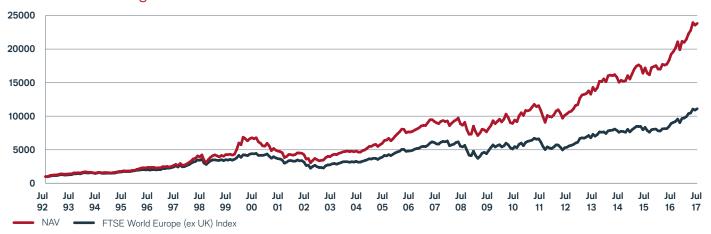
#### Total return performance (including dividends reinvested and excluding transaction costs)

	1 year %	3 years %	5 years %	10 years %
Net asset value per ordinary share <sup>1</sup>	24.3	58.1	129.3	164.2
Share price <sup>2</sup>	30.9	54.5	155.2	180.5
AIC Europe Sector (Peer Group) Average – net asset value <sup>3</sup>	22.7	52.5	114.0	112.0
FTSE World Europe (ex UK) Index	24.6	46.3	107.2	89.3

- 1 Source: Morningstar for the AIC using cum income fair value NAV for one, three and five years and capital NAV plus income reinvested for 10 years
- 2 Based on the mid-market share price
- 3 Size weighted average (shareholders' funds)

Source: Morningstar for the AIC

#### NAV movement against benchmark index since launch



#### Financial information

Year ended	Net Asset Value per Ordinary Share (p)	Share price percentage premium/ (discount) to Net Asset Value per Ordinary Share (%)	Revenue return per Ordinary Share (p)	Dividends per Ordinary Share (p)
31 July 2007	552.6	(6.5)	6.1	6.0
31 July 2008	527.8	(11.1)	10.1	10.04
31 July 2009	487.8	(9.4)	12.4	11.04
31 July 2010	549.0	(10.7)	12.1	11.0
31 July 2011	624.7	(13.2)	17.6	15.0
31 July 2012	580.2	(12.7)	17.0	16.5
31 July 2013	778.0	(6.9)	17.3	17.0
31 July 2014	803.2	(0.9)	17.6	17.5
31 July 2015	895.0	0.7	18.3	18.5
31 July 2016	979.0	(8.1)	23.5	20.0
31 July 2017	1,192.8	(3.3)	27.5	25.0

<sup>4</sup> Includes a special dividend of 2.0p

Source: Factset, Morningstar for the AIC, Janus Henderson

# Strategic Report: Directors' Biographies

#### **Directors**

The Directors appointed to the Board at the date of this Report are:

Nicola Ralston

Position: Chairman of the Board

Date of appointment: 1 September 2013 (Chairman 24 March 2014)

Nicola has over thirty years' investment experience and is a director and co-founder of PiRho Investment Consulting, which focuses on bespoke investment advice to a wide range of institutional funds. Nicola previously spent over 20 years in fund management at Schroders and was formerly Head of Global Investment Consulting at Hewitt (now Aon Hewitt). Nicola is currently Chair of the Investment Committee of the British Heart Foundation and a director of Centrica Combined Common Investment Fund Limited. She was formerly a Governor of CFA Institute and a director of The Edinburgh Investment Trust plc.

John Cornish

Position: Director, Chairman of the Audit Committee and Senior

Independent Director

Date of appointment: 6 November 2007

John previously was a partner at Deloitte LLP where he led the firm's services to the investment trust industry. Subsequently he was appointed to the boards of a number of investment trust companies and as Chairman of Framlington Innovative Growth Trust plc. Currently he is a director of RIT Capital Partners plc.

John will be retiring at the conclusion of the Annual General Meeting in November 2017.

Rutger Koopmans **Position:** Director

Date of appointment: 18 May 2016

Rutger is an experienced senior finance professional and was appointed to the Board in May 2016. He started his career at MeesPierson NV (formerly, Bank Mees & Hope NV), before moving to ING Group, where he served as a Managing Director until 2008. Since then, he has been running an independent strategic advisory practice, he is partner at M-Partners Asset Management and he sits on the Board of Advisors of BNP Investment Partners. Rutger is a CEO of a start-up called Biomass Feedstock BV. He also holds a number of non-executive directorships in Office Depot Europe BV (Chairman), Bovemij Insurance Company NV, ABS Autoherstel BV and Vollenhoven Olie BV. He is also partner and joint owner of KVS Connect BV.

David Marsh, CBE **Position:** Director

Date of appointment: 24 May 2011

David is managing director and co-founder of the Official Monetary and Financial Institutions Forum ("OMFIF"), senior adviser to Soditic and a board member of the British Chamber of Commerce in Germany. He is a former co-founder, chairman and deputy chairman of the German-British Forum. A former "Financial Times" journalist, David is a frequent media commentator and the author of five books including "The Battle for the New Global Currency" and "Europe's Deadlock: How The Crisis Could be Solved – And Why It Won't Happen". Currently, he is chairman of the advisory board of London & Oxford Capital Markets plc.

Ekaterina Thomson (known as Katya)

**Position:** Director

Date of appointment: 17 May 2017

Katya is a corporate finance, strategy and business development professional with over twenty years of experience in the UK and Europe. She started her career at Deloitte LLP where she qualified as a Chartered Accountant in 1996. Katya has held positions at Lazard Brothers & Co, ABN Amro Bank NV and Thomas Cook Group plc, where she served as Group Corporate Development Director. Currently she runs her own business development consultancy and is a Director and Member of the Supervisory Board of Thomas Cook Nederland BV. She is also a Director of The New Carnival Company CIC, a not-for-profit arts development organisation. Katya will become Chairman of the Audit Committee following John's retirement from the Board.

All the Directors are non-executive. All are members of the Audit Committee, currently chaired by John Cornish, and the Management Engagement Committee and Nominations Committee, both chaired by Nicola Ralston.

# **Strategic Report: Corporate Information**

#### Registered office

201 Bishopsgate London EC2M 3AE Telephone: 020 7818 1818

Email: support@janushenderson.com

#### Service providers

Alternative Investment Fund Manager Henderson Investment Funds Limited 201 Bishopsgate London EC2M 3AE

Depositary and Custodian HSBC Bank plc 8 Canada Square London E14 5HQ

Stockbrokers
JP Morgan Cazenove
25 Bank Street
Canary Wharf
London E14 5JP

Corporate Secretary
Henderson Secretarial Services Limited
201 Bishopsgate
London EC2M 3AE

Telephone: 020 7818 1818

Registrar

Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ

Telephone: 0370 707 1034

#### Independent Auditor

Chartered Accountants and Statutory Auditors
PricewaterhouseCoopers LLP
7 More London Riverside
London SE1 2RT

#### Financial calendar

Annual results announced October 2017

Ex dividend date 19 October 2017

Dividend record date 20 October 2017

Annual General Meeting¹ 15 November 2017

Final dividend payable on 22 November 2017

Half year results March 2018

1 At the Company's registered office at 12.00 noon

#### Information sources

For more information about Henderson EuroTrust plc, visit the website at **www.hendersoneurotrust.com**.

#### HGi

HGi is a content platform provided by Janus Henderson that offers online personalisation where you can "follow" investment experts, topics and the trusts that are of interest to you. By creating your HGi profile you will be updated regularly on the topics that interest you most, bringing you closer to Janus Henderson's investment expertise.

Scan the QR code or use this short URL to register for HGi. http://HGi.co/rb



Follow Investment Trusts on Twitter, YouTube and Facebook







#### Investing

Shares can be purchased in the market via a stockbroker or through share dealing platforms. They can also be held through share plans, ISAs or pensions and links to various providers are included on the website. Individuals holding shares through Halifax Share Dealing Limited can write to them at Lovell Park Road, Leeds LS1 1NS or contact them via telephone 03457 22 55 25, email henderson@halifax.co.uk or visit their website www.halifax.co.uk/sharedealing.

Potential investors are reminded that the value of investments and the income from them may go down as well as up and investors may not receive back the full amount invested. Tax benefits may vary as a result of statutory changes and their value will depend on individual circumstances.

#### Nominee share code

Where notification has been provided in advance, the Company will arrange for copies of shareholder communications to be provided to the operators of nominee accounts. Nominee investors may attend general meetings and speak at them when invited to do so by the Chairman.

Investors in Halifax Share Dealing receive all shareholder communications. A voting instruction form is provided to facilitate voting at general meetings of the Company.

# Strategic Report: Corporate Information (continued)

#### Status

The Company is an investment company as defined in Section 833 of the Companies Act 2006 ("the Act") and operates as an investment trust in accordance with Section 1158 of the Corporation Tax Act 2010 ("Section 1158") as amended, is subject to the Listing Rules of the Financial Conduct Authority and is governed by its Articles of Association, amendments to which must be approved by shareholders by way of a special resolution. The Company is not a close company.

The Company has obtained approval from HM Revenue & Customs ("HMRC") of its status as an investment trust under Section 1158; the Directors are of the opinion that the Company has conducted its affairs in compliance with Section 1158 since approval was granted and intends to continue to do so. The Company is liable to corporation tax on its net revenue profits but is exempt from corporation tax on capital gains if it has complied at all times with Section 1158.

#### Principal risks and uncertainties

The Board, with the assistance of the Manager, has carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity. In carrying out this assessment, the Board considered the market uncertainty arising from the result of the UK referendum to leave the European Union.

With the assistance of the Manager, the Board has drawn up a risk map facing the Company and has put in place a schedule of investment limits and restrictions, appropriate to the Company's investment objective and policy, in order to mitigate these risks as far as practicable. The Board policy on risk management has not materially changed from last year. The principal risks which have been identified and the steps taken by the Board to mitigate these are as follows:

#### Investment activity and performance

An inappropriate investment strategy (for example, in terms of asset allocation or the level of gearing) may result in underperformance against the Company's benchmark index and the companies in its peer group. The Board monitors investment performance at each Board meeting and regularly reviews the extent of its borrowings.

#### Portfolio and market

Although the Company invests almost entirely in securities that are quoted on recognised markets, share prices may move rapidly. The companies in which investments are made may operate unsuccessfully, or fail entirely. A fall in the market value of the Company's portfolio would have an adverse effect on shareholders' funds. The Board reviews the portfolio at each meeting and mitigates risk through diversification of investments in the portfolio.

#### Regulatory

A breach of Section 1158 could lead to a loss of investment trust status, resulting in capital gains realised within the portfolio being subject to corporation tax. A breach of the UKLA Listing Rules could result in suspension of the Company's shares, while a breach of the Companies

Act 2006 could lead to criminal proceedings, or financial or reputational damage. The Manager is contracted to provide investment, company secretarial, administration and accounting services through qualified professionals. The Board receives internal controls reports produced by Janus Henderson on a quarterly basis, which confirm regulatory compliance.

#### Operational

Disruption to, or failure of, the Manager's accounting, dealing or payment systems or the custodian's records could prevent the accurate reporting and monitoring of the Company's financial position. The Company is also exposed to the operational risk that one or more of its service providers may not provide the required level of service.

Details of how the Board monitors the services provided by Janus Henderson and its other suppliers, and the key elements designed to provide effective internal control, are explained further in the internal controls section of the Corporate Governance Statement on page 28. Further details of the Company's exposure to market risk (including market price risk, currency risk and interest rate risk), liquidity risk and credit and counterparty risk and how they are managed are contained in note 14 on pages 46 to 52.

#### Borrowings

The Company has in place an unsecured loan facility which allows it to borrow as and when appropriate. £20 million is available under the facility. The maximum amount drawn down in the year under review was £20.0 million (2016: £15.0 million), with borrowing costs for the year totalling £50,000 (2016: £47,000). £2.9 million (2016: £1.3 million) of the facility was in use at the year end. Actual gearing at 31 July 2017 was 0.1% (2016: 0.6%) of net asset value.

#### Viability Statement

The Company is a long term investor; the Board believes it is appropriate to assess the Company's viability over a five year period in recognition of our long term horizon and what the Board believes to be investors' horizons, taking account of the Company's current position and the potential impact of the principal risks and uncertainties as documented in this Strategic Report.

The assessment has considered the impact of the likelihood of the principal risks and uncertainties facing the Company, in particular investment strategy and performance against benchmark, whether from asset allocation or the level of gearing, and market risk, in severe but plausible scenarios, and the effectiveness of any mitigating controls in place.

The Directors took into account the liquidity of the portfolio and the borrowings in place when considering the viability of the Company over the next five years and its ability to meet liabilities as they fall due. This included consideration of the duration of the Company's borrowing facilities and how a breach of any covenants could impact on the Company's net asset value and share price.

The Directors do not expect there to be any significant change in the current principal risks and adequacy of the mitigating controls

# Strategic Report: Corporate Information (continued)

in place. Also the Directors do not envisage any change in strategy or objectives or any events that would prevent the Company from continuing to operate over that period as the Company's assets are liquid, its commitments are limited and the Company intends to continue to operate as an investment trust. Only a substantial financial crisis affecting the global economy could have an impact on this assessment. Whilst there is currently uncertainty in the markets due to the UK's negotiations to leave the European Union following last year's referendum result, the Board does not believe that this will have a long term impact on the viability of the Company and its ability to continue in operation.

Based on this assessment, the Board has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next five year period.

#### Future developments

While the future performance of the Company is mainly dependent on the performance of international financial markets which are subject to various external factors, the Board's intention is that the Company will continue to pursue its stated investment objective and strategy explained earlier. The Chairman's Statement and Fund Manager's Report provide commentary on the outlook for the Company.

#### Key performance indicators

In order to measure the success of the Company in meeting its objective and to evaluate the performance of the Manager, the Directors take into account the following key performance indicators ("KPIs"). The charts, tables and data on pages 2, 3 and 12 show how the Company has performed against those KPIs:

Performance measured against the benchmark
The Board reviews and compares, at each of its meetings, the
performance of the portfolio as well as the net asset value and share
price for the Company and the return of its benchmark, the FTSE
World Europe (ex UK) Index. The Board considers this to be its most
important key performance indicator and has determined that it
should also be used to calculate whether a performance fee is
payable to the Manager.

Premium/discount to net asset value ("NAV")
The Board monitors the level of the Company's premium/discount to
NAV and at Board meetings, looks at ways of managing this, and
reviews the average premium/discount of the peer group companies
in the AIC Europe sector.

In accordance with the authority granted at the last Annual General Meeting ("AGM"), and which the Directors seek to renew at the forthcoming Meeting, the Company retains the flexibility to repurchase shares when it sees fit. The Board will continue to instruct purchases as required and in accordance with the authority.

The Board considers whether to use share buybacks to enhance shareholder value. Shares are only bought back at a price below the prevailing NAV, thereby increasing the NAV for the remaining shareholders.

The Company publishes its NAV per share figure on a daily basis, through the official newswire of the London Stock Exchange. This figure is calculated in accordance with the AIC formula and since 1 June 2008 has included current financial year revenue, the same basis as that calculated for the Financial Statements. The NAV excluding current financial year revenue is also published for historical comparison.

Performance against the Company's peer group The Company is included in the AIC Europe Sector. In addition to comparison against the stated benchmark, the Board also considers the performance of its peer group at each Board meeting.

#### Ongoing charge

The ongoing charge reflects those expenses of a type which are likely to recur in the foreseeable future, whether charged to capital or revenue, and which relate to the operation of the investment company as a collective fund, excluding the costs of acquisition or disposal of investments, financing costs and gains or losses arising on investments and performance fees. The ongoing charge is based on actual costs incurred in the year as being the best estimate of future costs. The Board reviews the ongoing charge and monitors the expenses incurred by the Company. The ongoing charge at 31 July 2017 including the performance fee was 0.85% (2016: 1.49%) of net asset value (the ongoing charge excluding the performance fee is 0.85% (2016: 0.87%)).

#### Corporate responsibility

#### Responsible investment

Janus Henderson is responsible for reporting on its work on corporate governance and corporate responsibility (or social, environmental and ethical ("SEE") issues) in the companies in which it invests on its clients' behalf, across all funds as part of its management duties. In May 2005 the Manager became a founding signatory to the United Nations Principles for Responsible Investment. The Principles, developed under the auspices of the UN Secretary-General, are a voluntary and aspirational framework for incorporating environmental, social and corporate governance ("ESG") issues into mainstream investment decision-making and ownership practices.

The way companies respond to sustainability and corporate responsibility can affect their business performance, both directly and indirectly. An investee company's policy on social responsibility and the environment is therefore considered by Janus Henderson's risk team but investments are not necessarily ruled out on social and environmental grounds only.

#### Voting policy and the UK stewardship code

The Manager has a responsible investment policy in place which sets out its approach to corporate governance and corporate responsibility for all the companies in which it invests on behalf of its clients and its policy on proxy voting. The policy also sets out how the Stewardship Code is implemented. The Company has reviewed the policy and has delegated responsibility for voting to the Manager. The Board receives regular reports on the voting undertaken by the Manager on behalf of the Company. The Board and the Manager believe that voting at General Meetings is an important aspect of corporate stewardship and a means of signalling shareholder views on board policy, practices and

# Strategic Report: Corporate Information (continued)

performance. Voting recommendations are guided by the best interests of the investee companies' shareholders. The Manager actively votes at shareholder meetings and engages with companies as part of the voting process. Voting decisions are made in close consultation with the Fund Manager, with regular dialogue between fund managers and corporate governance specialists. Practical difficulties may prevent voting in some markets. In particular, various factors, including restrictions on dealing and costs, may inhibit voting in some international markets and must be taken into account.

The responsible investment policy and further details of responsible investment activities can be found on the website **www.janushenderson.com**.

# Employees, social, community, human rights and environmental matters

The Company's core activities are undertaken by Janus Henderson, which has implemented environmental management practices, including systems to limit the use of non-renewable resources and to minimise the impact of operations on the environment, and is focused on reducing greenhouse gas emissions and minimising waste, where possible. The Company has therefore not reported on these, or social, community or human rights issues.

Janus Henderson's corporate responsibility statement is included on its website. In 2012 the Manager was granted CarbonNeutral® company status which it has committed to maintain at least until the end of 2018.

The Company's annual report is printed on paper produced using 50% recycled post consumer waste and 50% wood fibre from fully sustainable forests with certification by the Forest Stewardship Council, the printing company used is certified as CarbonNeutral®.

The Board has reviewed the implications of the Bribery Act 2010, which came into force on 1 July 2011, and confirmed its zero tolerance to bribery and corruption in its business activities. It receives assurances from the Company's main contractors and suppliers that they will maintain adequate safeguards to protect against any potentially illegal behaviour by their employees and agents.

#### Modern Slavery Act 2015

As an investment vehicle the Company does not provide goods or services in the normal course of business, and does not have customers. Accordingly, the Directors consider that the Company is not required to make any slavery or human trafficking statement under the Modern Slavery Act 2015.

#### Board diversity

The Directors consider diversity when making appointments to the Board taking into account relevant skills, experience, knowledge and gender.

Currently, two of the Company's Directors are female and three are male. Their appointment to the Board was based on their skills and experience. More information on the Board's consideration of diversity is given in the Corporate Governance Statement. The Company has no employees and, therefore, has nothing further to report in respect of gender representation within the Company.

For and on behalf of the Board

Nicola Ralston Chairman 6 October 2017

# **Strategic Report: Glossary**

# Alternative Investment Fund Managers Directive ("AIFMD")

Agreed by the European Parliament and the Council of the European Union and transposed into UK legislation, the AIFMD classifies certain investment vehicles, including investment companies, as Alternative Investment Funds ("AIFs") and requires them to appoint an Alternative Investment Fund Manager ("AIFM") and Depositary to manage and oversee the operations of the investment vehicle. The Board of the Company retains responsibility for strategy, operations and compliance and the Directors retain a fiduciary duty to shareholders.

#### Association of Investment Companies ("AIC")

The Company is a member of the AIC which is the trade body for investment companies and represents the industry in relation to various matters which impact the regulation of such entities.

#### Benchmark

An index against which performance is compared. For the Company this is the FTSE World Europe (ex UK) Index.

#### Custodian

The Custodian is responsible for ensuring the safe custody of the Company's assets and that all transactions in the underlying holdings are transacted in an accurate and timely manner.

#### Depositary

From 22 July 2014 all AIFs were required to appoint a Depositary which has responsibility for overseeing the operations of the Company including safekeeping, cash monitoring and verification of ownership and valuation of the underlying holdings and is responsible for the appointment of a custodian. The Depositary is strictly liable for the loss of any investments or other assets in its custody unless it has notified that it has discharged its liability in certain markets. The Depositary has confirmed that it has not discharged liability in relation to any of the Company's assets.

#### Derivative

A contract between two or more parties in relation to an underlying security. The value of a derivative will fluctuate in accordance with the value of the security and is a form of gearing as the fluctuations in value are usually greater than the fluctuations in the underlying security's value. Examples of derivatives are put and call options, swap contracts, futures and contracts for difference. Foreign exchange, interest rates and commodities may also be traded using derivative contracts.

#### Dividend dates

When declared or recommended, each dividend will have three key dates applied to it. The payment date is the date on which shareholders will receive their dividend, either by BACS transfer or by receipt of a dividend cheque. The record date applied to the dividend is used as a cut-off for the Company's Registrars to know which shareholders should be paid a dividend. Only shareholders on the register of members at the close of business on the record date will receive the dividend. The ex-dividend date is the business day before the record date and is the date upon which the Company's net asset value will be disclosed ex-dividend.

#### Gearing

Gearing means borrowing money to buy assets with the expectation that the return on investments bought will exceed the interest cost of the borrowings. The gearing percentage reflects the amount of borrowings (e.g. bank loans or overdrafts) the Company has used to invest in the market, and is calculated by taking the difference between total investments and equity shareholders' funds, dividing this by equity shareholders' funds and multiplying by 100. The Company can also use synthetic gearing through derivatives and foreign exchange hedging.

#### Investment trusts

Investment trusts are public limited companies, listed on the London Stock Exchange, which provide shareholders with a professionally managed portfolio of investments. Investment trusts are exempt from tax on the capital gains arising on their investments subject to meeting certain criteria. Income, net of expenses and tax, is substantially distributed to shareholders. Investment trusts are also known as investment companies, although the tax legislation retains the reference to investment trusts.

#### Liquidity

In the context of the liquidity of shares in the stock market, this refers to the availability of buyers in the market for the share in question. Where the market in a particular share is described as liquid, that share will be in demand and holders wishing to sell their shares should find ready buyers. Conversely, where the market in a share is illiquid the difficulty of finding a buyer will tend to depress the price that might be negotiated for a sale.

#### Market capitalisation ("market cap")

The market value of a company, calculated by multiplying the mid-market price per share by the number of shares in issue.

# Strategic Report: Glossary (continued)

#### Net asset value ("NAV") per ordinary share

The value of the Company's assets (i.e. investments and cash held) less any liabilities (i.e. bank borrowings and debt securities) for which the Company is responsible, divided by the number of shares in issue. The aggregate NAV is also referred to as shareholders' funds on the statement of financial position. The NAV is published daily.

#### Ongoing charge

The ongoing charge reflects those expenses of a type which are likely to recur in the foreseeable future, whether charged to capital or revenue, and which relate to the operation of the Company as a collective fund, excluding the costs of acquisition or disposal of investments, financing costs and gains or losses arising on investments. The ongoing charge is based on actual costs incurred in the year as being the best estimate of future costs, excluding any performance fees in accordance with the AIC methodology and is the annualised ongoing charge expressed as a percentage of the average aggregate NAV in the period. An alternative ongoing charge can also be calculated including any performance fee.

#### Premium/discount

The amount by which the market price per share of an investment trust is either higher (premium) or lower (discount) than the NAV per share, expressed as a percentage of the NAV per ordinary share.

#### Revenue return per ordinary share

The revenue return per ordinary share is the revenue return profit for the year divided by the weighted average number of ordinary shares in issue during the year.

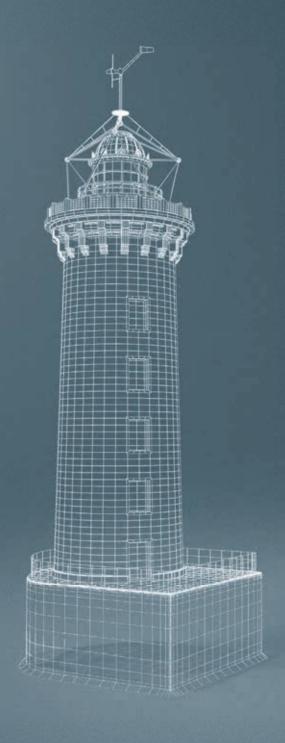
#### Total return performance

This is the return on the share price or NAV taking into account both the rise and fall of share prices and the dividends and interest paid to shareholders. Any dividends received by a shareholder are assumed to have been reinvested in either additional shares (for share price total return) or the Company's assets (for NAV total return).

#### Yield

The annual dividend expressed as a percentage of the share price.

# **Corporate Report**



# **Report of the Directors**

The Directors present the audited Financial Statements of the Company and their report for the year from 1 August 2016 to 31 July 2017. Henderson EuroTrust plc ("the Company") (registered in England & Wales with company registration number 2718241) was active throughout the year under review and was not dormant.

#### Investment objective and policy

During the year the Board considered the wording of the Company's investment objective and investment policy and made some amendments to make the language clearer for shareholders. The Company has been advised that as these changes are not material, FCA and shareholder approval is not required.

#### Directors' Remuneration and Shareholdings

The Directors' Remuneration Report on pages 24 and 25 provides information on the remuneration and share interests of the Directors.

#### Directors' Conflicts of Interest

The Company's Articles of Association permit the Board to consider and, if it sees fit, to authorise situations where a Director has an interest that conflicts, or may possibly conflict, with the interests of the Company ("situational conflicts"). The Board has a formal system in place for Directors to declare situational conflicts to be considered for authorisation by those Directors who have no interest in the matter being considered. In deciding whether to authorise a situational conflict, the non-conflicted Directors must act honestly and in good faith with a view to the best interests of the Company and they may impose limits or conditions when giving the authorisation, or subsequently, if they think this is appropriate. Any situational conflicts considered, and any authorisations given, are recorded in the relevant meetings' minutes and the register of interests. The prescribed procedures have been followed in deciding whether, and on what terms, to authorise situational conflicts and the Board believes that the system it has in place for reporting and considering situational conflicts continues to operate effectively.

#### Related Party Transactions

The Company's transactions with related parties in the year were with its Directors, and the Manager. There have been no material transactions between the Company and its Directors during the year and the only amounts paid to them were in respect of expenses and remuneration for which there were no outstanding amounts payable at the year end. Directors' shareholdings are disclosed on page 24.

In relation to the provision of services by the Manager, other than fees payable by the Company in the ordinary course of business and the provision of sales and marketing services there have been no material transactions with the Manager affecting the financial position of the Company during the year under review. More details on transactions with the Manager, including amounts outstanding at the year end, are given in note 18 on page 54.

#### Share Capital

The Company's share capital comprises ordinary shares with a nominal value of 5p each. The voting rights of the shares on a poll are one vote for each share held. There are no restrictions on the transfer of the Company's ordinary shares or voting rights, no shares which carry specific rights with regard to the control of the Company and no agreement which the Company is party to that affects its control following a takeover bid. To the extent that they exist, the revenue profits of the Company (including accumulated revenue reserves) are available for distribution by way of dividends to the holders of the ordinary shares. Upon a winding-up, after meeting the liabilities of the Company, the surplus assets would be distributed to the Shareholders pro rata to their holding of ordinary shares.

At 31 July 2017 and 31 July 2016 there were 21,205,541 ordinary shares in issue (of which 20,000 were held in treasury). No shares were issued during the year. Shares in treasury do not carry voting rights, therefore, as at 31 July 2017 the number of shares in issue (with voting rights) was 21,185,541.

The Directors seek annual authority from shareholders to allot new ordinary shares, to disapply pre-emption rights of existing shareholders and to buyback shares for cancellation or to be held in treasury. At the AGM held in November 2016 the Directors were granted authority to buyback 3,178,710 shares (being 14.99% of the issued ordinary share capital as at 16 November 2016). In the period from 31 July 2017 to 6 October 2017 the Company did not buyback any ordinary shares. There remained 3,178,710 ordinary shares available within the buyback authority granted in 2016. This authority will expire at the conclusion of the 2017 AGM. The Directors intend to renew this authority subject to shareholder approval.

#### Holdings in the Company's Shares

Declarations of interests in the voting rights of the Company as at 31 July 2017 in accordance with the Disclosure Guidance and Transparency Rules were as follows:

Shareholder	% of voting rights
Brewin Dolphin	13.45
Investec Wealth & Management	10.18
Royal Bank of Scotland	4.55

No changes have been notified in the period 1 August 2017 to 2 October 2017 being the last practicable date prior to publication of this Annual Report.

#### Annual General Meeting ("AGM")

The AGM will be held on Wednesday 15 November 2017 at 12.00 noon at the Company's registered office. The Notice and details of the resolutions to be put to the AGM are contained in the circular being sent to shareholders with this report. The AGM will be live streamed so that shareholders who are unable to attend in person can view the meeting online at **www.janushenderson.com/trustslive**.

### Report of the Directors (continued)

#### Corporate Governance

The Corporate Governance Statement set out on pages 26 to 29 forms part of the Report of the Directors.

#### Other Information

Information on recommended dividends, future developments and financial risks are detailed in the Strategic Report.

# Directors' Statement as to Disclosure of Information to Auditors

Each of the Directors who were members of the Board at the date of approval of this Report confirms that to the best of his or her knowledge and belief, there is no information relevant to the preparation of the Annual Report of which the Company's Auditors are unaware and he or she has taken all the steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's Auditors are aware of that information.

#### Global Greenhouse Gas Emissions

As an externally managed investment trust company, the Company has no greenhouse gas emissions to report from its operations for the year to 31 July 2017 (2016: same), nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013.

#### Listing Rule 9.8.4

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures to be made in this regard.

By order of the Board

Henderson Secretarial Services Limited Corporate Secretary 6 October 2017

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have prepared the Company's Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" and applicable law). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the net return or loss of the Company for that year. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements and the Directors' Remuneration Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors consider that the Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

#### Statement under DTR 4.1.12

Each of the Directors, who are listed on page 13, confirms that, to the best of his or her knowledge:

- the Company's Financial Statements, which have been prepared in accordance with UK Accounting Standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- the Strategic Report and Financial Statements include a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of the Board

Nicola Ralston Chairman 6 October 2017

The Financial Statements are published on **www.hendersoneurotrust.com** which is a website maintained by the Manager.

The maintenance and integrity of the website is the responsibility of the Manager; the work carried out by the Auditors does not involve consideration of these matters and, accordingly, the Auditors accept no responsibility for any changes that may have occurred to the Annual Report since it was initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# **Directors' Remuneration Report**

#### Introduction

This report is submitted in accordance with Schedule 8 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 as amended in August 2013 (the "Regulations"). The report also meets the relevant requirements of the Companies Act 2006 (the "Act") and the Listing Rules of the Financial Conduct Authority and describes how the Board has applied the principles relating to Directors' remuneration. As required by section 439 of the Act, an ordinary resolution to approve the report will be proposed at the Annual General Meeting ("AGM") on 15 November 2017. The Company's remuneration policy was approved by shareholders at the AGM in 2014, in accordance with section 439A of the Act. There have been no changes to the policy which will again be put to shareholders at the forthcoming AGM. Subject to approval, the policy will remain in place until 2020, unless amended by way of an ordinary resolution put to the shareholders at a General Meeting.

The Company's Auditors are required to report on certain information contained within this report; where information set out below has been audited it is indicated as such.

All Directors are non-executive and the Company has no chief executive officer or employees; as such some of the reporting requirements contained in the Regulations are not applicable and have not been reported on, including the requirement for a future policy table and an illustrative representation of the level of remuneration that could be received by each individual Director. It is believed that all relevant information is disclosed within this report in an appropriate format.

The Board as a whole considers the Directors' remuneration. The Board has not appointed a Remuneration Committee to consider such matters. The Board has not been provided with advice or services by any person in respect of its consideration of the Directors' remuneration (although the Directors review annually the fees paid to the boards of directors of other comparable investment trust companies).

#### Remuneration policy

Directors are remunerated in the form of fees, payable quarterly in arrears. In accordance with the Company's Articles of Association the aggregate remuneration of the Directors may not exceed £150,000 per annum. Subject to this overall limit, the Board's policy is that the fees payable to the Directors should reflect the time spent by the Board on the Company's affairs and the responsibilities borne by the Directors and should be sufficient to promote the long term success of the Company and to enable candidates of a high calibre to be recruited. All Directors, including any new appointments to the Board, are paid at the same rate, apart from the Chairman of the Board, the Chairman of the Audit Committee and the Senior Independent Director who are paid a higher fee in recognition of their additional responsibilities. The level of remuneration paid to each Director is reviewed annually, although such review will not necessarily result in any change to the rate; any feedback from shareholders would be taken into account when setting remuneration levels. Directors are authorised to claim reasonable expenses from the Company in relation to the performance of their duties.

No Director is eligible to receive bonuses, pension benefits, share options or other benefits and no long-term incentive schemes are in place.

No Director has a service contract with the Company. Directors' appointments may be terminated at any time by written notice with no compensation payable.

#### Annual statement

As Chairman, Nicola Ralston reports that there have been no changes to Directors' remuneration for the year ended 31 July 2017. Fees continue to be reviewed annually.

#### Annual report on remuneration

Directors' interests in shares (audited)

	Ordinary shares of 5p		
	31 July 2017	31 July 2016	
Nicola Ralston	12,000	12,000	
John Cornish	6,000	6,000	
Joop Feilzer <sup>1</sup>	N/A	50,000	
Rutger Koopmans	4,900	4,900	
David Marsh	7,300	7,300	
Katya Thomson <sup>2</sup>	2,500	N/A	

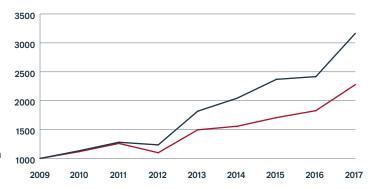
<sup>1</sup> Retired on 16 November 2016.

The interests of the Directors in the ordinary shares of the Company at the beginning and end of the financial year are shown in the preceding table.

There have been no other changes to the Directors' holdings in the period 1 August 2017 to the date of this Annual Report.

#### Performance

The graph below compares the mid-market price of the Company's ordinary shares over the eight year period ended 31 July 2017 with the return from the FTSE World Europe (ex UK) Index over the same period.



 Henderson EuroTrust plc's share price total return, assuming the notional investment of £1000 on 31 July 2009 and the reinvestment of all dividends (excluding dealing expenses). (Source: Morningstar for the AIC).

FTSE World Europe (ex UK) Index assuming the notional investment of £1000 on 31 July 2009 and the reinvestment of all income (excluding dealing expenses).
 (Source: Morningstar for the AIC).

<sup>2</sup> Appointed on 17 May 2017.

# **Directors' Remuneration Report** (continued)

#### Directors' Remuneration (audited)

The remuneration paid to the Directors who served during the years ended 31 July 2017 and 31 July 2016 was as follows:

	Year ended 31 July 2017 Total salary and fees £	Year ended 31 July 2016 Total salary and fees £	Year ended 31 July 2017 Taxable benefits £	Year ended 31 July 2016 Taxable benefits £	Year ended 31 July 2017 Total £	Year ended 31 July 2016 Total £
Nicola Ralston <sup>1</sup>	30,000	30,000	_	_	30,000	30,000
John Cornish <sup>2</sup>	27,000	27,000	-	_	27,000	27,000
Joop Feilzer <sup>3</sup>	6,476	22,000	-	_	6,476	22,000
Rutger Koopmans	22,000	4,492	-	_	22,000	4,492
David Marsh	22,000	22,000	_	_	22,000	22,000
Katya Thomson <sup>4</sup>	4,553	_	_	_	4,553	_
Total	112,029	105,492	-	-	112,029	105,492

#### Notes

The table above omits other columns set out in the relevant regulations because no payments of other types such as performance related pay, vesting performance related pay and pension related benefits were made.

- <sup>1</sup> Chairman and highest paid Director.
- <sup>2</sup> Chairman of the Audit Committee and Senior Independent Director.
- <sup>3</sup> Retired on 16 November 2016.
- <sup>4</sup> Appointed on 17 May 2017.

The fees paid to the Directors are: Chairman £30,000, Audit Committee Chairman £25,000 and Directors £22,000. The fees were increased with effect from 1 August 2014. John Cornish also receives an additional fee of £2,000 per annum for the position of Senior Independent Director, a position he was appointed to on 26 March 2014. No other remuneration or compensation was paid or payable by the Company during the year to any of the current or former Directors or third parties specified by any of them.

#### Relative importance of expenditure on pay

In order to show the relative importance of expenditure on pay, the table below sets out the total level of remuneration compared to the distributions to shareholders by way of dividends. There were no other significant distributions, payments or other uses of the Company's net return or cash flow deemed to assist in the understanding of the relative importance of spend on pay.

	2017 £'000	2016 £'000	Change £'000
Total remuneration paid to Directors	112	105	7
Ordinary dividends paid during the year	4,449	4,022	427
Buyback of ordinary shares	_	169	(169)

#### Statement of voting at AGM

At the 2016 AGM 6,257,790 votes (99.86%) were received voting for the resolution seeking approval of the Directors' Remuneration Report, 8,635 (0.14%) were against, 12 (0.0%) were discretionary and 12,953 were withheld; the percentage of votes excludes votes withheld. In relation to the approval of the Remuneration Policy in November 2014, 6,232,284 (97.32%) were received voting for the resolution, 171,929 (2.68%) were against and 544,733 were withheld. The percentage of votes excludes votes withheld and no discretionary votes were received in 2014.

For and on behalf of the Board

Nicola Ralston Chairman 6 October 2017

# **Corporate Governance Statement**

The Corporate Governance Statement forms part of the Report of the Directors.

#### Applicable corporate governance codes

The Board is accountable to shareholders for the governance of the Company's affairs. As an investment trust, the Company's day-to-day responsibilities are delegated to third parties; the Company has no employees and the Directors are all non-executive. Therefore not all the provisions of the UK Corporate Governance Code (the "UK Code") issued by the Financial Reporting Council ("FRC") in April 2016 are directly applicable to the Company. The Board has therefore considered the principles and recommendations of the Code of Corporate Governance published by the Association of Investment Companies in July 2016 (the "AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies (the "AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the applicable principles set out in the UK Code as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company. The FRC has confirmed that by following the AIC Guide, boards of investment companies should fully meet their obligations in relation to the UK Code and paragraph 9.8.6 of the Listing Rules.

Copies of the AIC Code, the AIC Guide and the UK Code can be found on the respective organisations' websites: **www.theaic.co.uk** and **www.frc.org.uk**.

#### Statement of compliance

The Directors believe that the Company has complied with the recommendations of the AIC Code that are applicable to smaller companies (those below the FTSE 350) during the year under review and up to the date of this report and thereby the provisions of the UK Code except as set out below.

The UK Code includes provisions relating to:

- the role of the chief executive;
- · executive directors' remuneration; and
- · the need for an internal audit function.

For the reasons set out in the AIC Guide, and as explained in the UK Code, the Board considers these provisions are not relevant to the position of the Company as it is an externally managed investment company. In particular, all of the Company's day to day management and administrative functions are outsourced to third parties. As a result, the Company has no executive directors, employees or internal operations.

#### **Directors**

Directors' appointment and retirement

The Board may appoint Directors to the Board without shareholder approval. Any Director so appointed must stand for election by the shareholders at the next Annual General Meeting ("AGM") in accordance with the Articles of Association.

Katya Thomson will stand for election at this year's AGM, following her appointment to the Board on 17 May 2017.

The AIC Code states that any director who has served for more than nine years should be subject to annual re-election.

The AIC Code requires all Directors to retire at intervals of not more than three years; the Company's Articles of Association also provide that one-third (but not more than one-third) of Directors must seek re-election at each AGM. The Director offering himself for re-election at this year's AGM is David Marsh. John Cornish will retire at the conclusion of the AGM.

The contribution and performance of the Director seeking re-election was reviewed by the Nominations Committee at its meeting in July 2017, which recommended to the Board the continuing appointment of that Director.

Under the Articles of Association shareholders may remove a Director before the end of his or her term by passing an ordinary resolution at a meeting. An ordinary resolution is passed if more than 50% of the votes cast, in person or by proxy, are in favour of the resolution.

#### Directors' independence

All Directors have a range of other interests and are not dependent on the Company itself. At the Nominations Committee meeting in July 2017, the Directors reviewed their independence and confirmed that all Directors remain wholly independent of the Manager. The Board believes that length of service does not diminish the contribution from a Director as experience and knowledge of the Company is a positive factor and should not impact a Director's independence. It believes that longer serving Directors are less likely to take a short-term view, which is supported by the AIC Code. The Board has determined that all Directors are independent in character and judgement and that their individual skills, broad business experience and high degree of knowledge and understanding of the Company are of great benefit to shareholders.

John Cornish is the Company's Senior Independent Director. Upon his retirement the Board does not propose to appoint a Senior Independent Director in John's place.

There were no contracts subsisting during or at the end of the year in which a Director of the Company is or was materially interested and which is or was significant in relation to the Company's business. No Director has a contract of service with the Company and there are no agreements between the Company and its Directors concerning compensation for loss of office.

#### Directors' professional development

When a new Director is appointed he or she is offered an induction seminar which is held by the Manager at the request of the Chairman. Directors are also provided on a regular basis with key information on the Company's policies, regulatory and statutory requirements and internal controls. Changes affecting Directors' responsibilities are advised to the Board as they arise. Directors are also able to attend external training facilities and industry seminars at the expense of the Company and each Director's individual training requirements are considered as part of the annual performance evaluation.

#### Directors' insurance and indemnification

Directors' and officers' liability insurance cover was in place in respect of the Directors throughout the financial year and remains in place at the date of this report. The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors in respect of costs which they may incur relating to the defence of any proceedings brought against them arising out of their positions as directors, in which they are acquitted or judgment is given in their favour by the Court. The Company has granted indemnity to Directors

### Corporate Governance Statement (continued)

to the extent permitted by law in respect of liabilities that may attach to them in their capacity as Directors of the Company.

#### The Board

#### Board composition

The Board currently consists of five non-executive Directors and the biographies of those holding office at the date of this report are included on page 13. Those details demonstrate the breadth of investment, commercial and professional experience relevant to their positions as Directors. All Directors served throughout the year, with the exception of Katya Thomson who was appointed on 17 May 2017. Rutger Koopmans is resident in the Netherlands. The other members of the Board are resident in the UK.

#### Responsibilities of the Board and its Committees

The Board is collectively responsible for the success of the Company. Its role is to provider leadership within a framework of prudent and effective controls that enable risk to be assessed and managed. The Board is responsible for setting the Company's standards and values and for ensuring that its obligations to its shareholders and others are understood and met. The Board sets the Company's strategic aims (subject to the Company's Articles of Association, and to such approval of the shareholders in General Meeting as may be required from time to time) and ensures that the necessary resources are in place to enable the Company's objectives to be met.

The Board meets formally at least six times a year, with additional Board or Committee meetings arranged when required. The Directors have regular contact with the Fund Manager and representatives of the Corporate Secretary between formal meetings.

The Chairman, Nicola Ralston who is an independent non-executive Director, is responsible for leading the Board and for ensuring that it continues to deal effectively with all the aspects of its role.

The Board has a formal schedule of matters specifically reserved for its decision, which include strategy and management, structure and capital, financial reporting and controls, internal controls, contracts, communications, Board membership and other appointments, delegation of authority, remuneration, corporate governance and policies.

The Board is responsible for the approval of annual and half year results and other public documents and for ensuring that such documents provide a fair, balanced and understandable assessment of the Company's position and prospects. The Directors confirm that they are satisfied that the Annual Report for the year ended 31 July 2017, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

At each meeting the Directors follow a formal agenda, which includes a review of the Company's net asset value ("NAV"), share price, discount, financial position, gearing levels, peer group performance, investment performance, asset allocation and transactions and any other relevant business matters to ensure that control is maintained over the affairs of the Company. The Board monitors compliance with the Company's objective and is responsible for setting asset allocation, investment and gearing limits within which the Manager has discretion to act and regularly reviews investment strategy. It has adopted a procedure for Directors to take independent professional advice in the furtherance of their duties at the expense of the Company.

In order to enable them to discharge their responsibilities, all Directors have full and timely access to relevant information.

#### Committees of the Board

The Board has three principal Committees: the Audit Committee, the Management Engagement Committee and the Nominations Committee. The terms of reference for these Committees are available on the website **www.hendersoneurotrust.com** or via the Corporate Secretary. The Company also has an Insider Committee to deal with the obligations of the Market Abuse Regulations.

A separate remuneration committee has not been established as the Board consists of only non-executive Directors. The whole Board is responsible for setting Directors' fees in line with the remuneration policy set out on page 24, which is subject to periodic shareholder approval.

#### **Audit Committee**

The Audit Committee comprises all of the Directors and is chaired by John Cornish, who is a chartered accountant. The other Audit Committee members have a combination of financial, investment and other experience gained throughout their careers and the Board is satisfied that at least one of the Audit Committee's members has recent and relevant financial experience. The Audit Committee as a whole is considered to have competence relevant to the sector. All members of the Audit Committee are independent. The Report of the Audit Committee, which forms part of this Corporate Governance Statement can be found on pages 30 and 31.

#### Management Engagement Committee

All Directors are members of the Management Engagement Committee, which is chaired by the Chairman of the Board.

The Committee is responsible for reviewing the management contract on a regular basis, ensuring that the terms are fair and reasonable and that its continuance, given the Company's performance over both short and longer terms, is in the best interests of the Company and its shareholders and also for reviewing the performance and cost effectiveness of the Company's other service providers.

The Management Engagement Committee met in July 2017 to carry out its annual review of the Manager, the results of which are detailed on page 29.

#### Nominations Committee

All Directors are members of the Nominations Committee, which is chaired by the Chairman of the Board (except when the Chairman's successor is being considered). The Nominations Committee is responsible for reviewing Board succession planning and tenure policy, the performance of the Board as a whole and the Board Committees and the recommendation to the Board on the appointment of new Directors through an established formal procedure.

When considering succession planning and tenure policy, the Nominations Committee bears in mind the balance of skills, knowledge, experience, gender and diversity existing on the Board, the achievement of the Company's investment objective and compliance with the Company's Articles of Association and the AIC Code. Individual performance and contribution of each Director remains a key element of the Company's approach in making determinations on tenure. The Nominations Committee considers

### Corporate Governance Statement (continued)

diversity as part of the annual performance evaluation and it is considered that there is a range of backgrounds, and each Director brings different qualities to the Board and its discussions.

Given the small size of the Board, it is not considered appropriate for the Company to have set targets in relation to gender diversity; candidates will be assessed in relation to the relevant needs of the Company at the time of appointment. The Nominations Committee will make recommendations when the recruitment of additional non-executive Directors is required. Once a decision is made to recruit additional Directors to the Board, a formal job description is drawn up. The Company may use external agencies as and when the requirement to recruit an additional Board member becomes necessary and did so with the recruitment of Katya Thomson, in respect of which Stephenson Executive Search Limited, who have not provided any other services to the Company, were engaged.

The Nominations Committee also reviews and recommends to the Board the Directors seeking re-election. Recommendation is not automatic and will follow a process of evaluation of each Director's performance and consideration of the Director's independence. The Nominations Committee also takes into account the mix of skills and experience of the current Board members. In accordance with the UK Code any Director serving for longer than six years would be subject to particularly rigorous assessment of his or her contribution.

The Nominations Committee meets annually to carry out its annual review of the Board, its composition and size and its Committees. The results of the performance evaluation are detailed below.

#### Insider Committee

All the Directors are members of the Insider Committee, which is chaired by the Chairman of the Board. The Committee is responsible for overseeing the disclosure of information by the Company to meet its obligations under the Market Abuse Regulations and the Financial Conduct Authority's Listing Rules and Disclosure Guidance and Transparency Rules.

#### Board attendance

The table below sets out the number of Board and Committee meetings held during the year under review and the number of meetings attended by each Director. All Directors, with the exception of Katya Thomson, attended the AGM in November 2016.

	Board	AC	MEC	NC
Number of meetings	6	3	1	1
Nicola Ralston	6	3	1	1
John Cornish	6	3	1	1
Joop Feilzer <sup>1</sup>	2	1	N/A	N/A
Rutger Koopmans	5	2	1	1
David Marsh	4	2	1	0
Katya Thomson <sup>2</sup>	2	1	1	1

AC: Audit Committee

MEC: Management Engagement Committee

NC: Nominations Committee 1 Retired on 16 November 2016. 2 Appointed on 17 May 2017.

The Directors and Committees of the Board also met during the year to undertake business such as the approval of the Company's results and dividends and the appointment of Katya Thomson.

#### Performance evaluation

The performance of the Company is considered in detail at each Board meeting. In the year under review the Board has conducted a review of its own performance, together with that of its Committees, the Chairman and each individual Director. This was conducted by way of an evaluation questionnaire. The results of the questionnaire were supplied to the Chairman who collated the results and provided a summary to the Board. The Senior Independent Director collated the responses and provided a summary in respect of the evaluation of the Chairman. It was concluded that each were satisfactory and the Board has a good balance of skills and experience. In particular, it is considered that each of the Directors makes a significant contribution to the affairs of the Company and the Chairman continues to display effective leadership and that Directors seeking re-election at the Company's AGM merit re-election by shareholders.

#### Internal controls

The Board has established an ongoing process for identifying, evaluating and managing any major risks faced by the Company. The process accords with advice issued by the FRC and is subject to regular review by the Board. The Board has overall responsibility for the Company's system of internal controls and for reviewing its effectiveness. However, such a system is designed to manage rather than eliminate risks of failure to achieve the Company's business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has reviewed the effectiveness of the Company's system of internal controls for the year ended 31 July 2017. During the course of its review the Board has not identified or been advised of any failings or weaknesses that have been determined as significant. All business risks faced by the Company are recorded in a risk map which is reviewed periodically.

Janus Henderson has established an internal control framework to provide reasonable, but not absolute, assurance on the effectiveness of the internal controls operated on behalf of its clients. The effectiveness of the internal controls is assessed by Janus Henderson's compliance, internal audit and risk departments on a continuing basis. The Board receives a formal report on a quarterly basis which details the steps taken to monitor the areas of risk, including those that are not directly the responsibility of Janus Henderson, and which reports the details of any known internal control failures. The Board receives a report on Janus Henderson's internal controls each year which includes a report from Janus Henderson's auditors on the control policies and procedures in operation.

The ongoing process for identifying, evaluating and managing significant risks faced by the Company has been in place throughout the year under review and up to the date of this report. Systems are in operation to safeguard the Company's assets and shareholders' investments, to maintain proper accounting records and to ensure that financial information used within the business, or published, is reliable. As all of the Company's management functions are delegated to third parties, and the Board monitors the controls in place through Janus Henderson's internal audit department, the Board feels that there is currently no need for the Company to have its own internal audit function.

### Corporate Governance Statement (continued)

# Accountability and relationship with Janus Henderson

The Statement of Directors' Responsibilities in respect of the Financial Statements is set out on page 23, the Independent Auditors' Report on pages 32 to 36 and the Viability Statement on page 15 and 16.

The Board has delegated contractually to external third parties, including the Manager, the management of the investment portfolio, the custodial services (which include the safeguarding of the assets which is delegated through the appointment of the Depositary as explained on page 18), the day-to-day accounting, company secretarial and administration requirements and registration services. Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of the services offered, including the control systems in operation in so far as they relate to the affairs of the Company.

The Board receives and considers regular reports from the Manager and ad hoc reports and information are supplied to the Board as required. In addition, the Chairman is able to attend meetings of all the chairmen of the investment trust companies managed by Janus Henderson which provides a forum to discuss industry matters which would then be reported to the Board.

The Manager takes decisions as to the purchase and sale of individual investments. The Manager also ensures that all Directors receive, in a timely manner, all relevant management, regulatory and financial information. Representatives of Janus Henderson attend each Board meeting enabling the Directors to probe further on matters of concern. The Directors have access to the advice and services of the Corporate Secretary through its appointed representative who is responsible to the Board for ensuring that Board and Committee procedures are followed and that applicable rules and regulations are complied with. The proceedings at all Board and Committee meetings are fully recorded through a process that allows any Director's concerns to be recorded in the minutes. The Board and the Manager operate in a supportive, co-operative and open environment.

The Corporate Secretary, Henderson Secretarial Services Limited, is a subsidiary of Janus Henderson with its own reporting lines and audited internal controls. There are processes and controls in place to ensure that there is a clear distinction between the two entities, particularly when dealing with any conflicts or issues between the Company and Janus Henderson. Any correspondence from shareholders addressed to the Chairman or the Company received at Janus Henderson's offices is forwarded to the Chairman of the Company in line with the audited procedures in place. Any correspondence is submitted to the next Board meeting.

Janus Henderson and BNP Paribas Securities Services, which acts for Janus Henderson, have arrangements in place by which their staff may, in confidence, raise concerns about possible improprieties in relation to financial reporting or other matters.

#### Continued appointment of the Manager

The Board considers the arrangements for the provision of investment management and other services to the Company on an ongoing basis. The principal contents of the agreement with the Manager are contained on page 4.

In addition to the monitoring of investment performance at each meeting, through the Management Engagement Committee, an annual review of the Company's investment performance over both the short and longer terms, together with the quality of other services provided by the Manager, including company secretarial and accounting, is undertaken.

Following an annual review, it is the Directors' opinion that the continuing appointment of the Manager on the terms set out on page 4 is in the interests of the Company and its shareholders as a whole.

#### Share capital

Please see the Report of the Directors on page 21.

#### Relations with shareholders

Shareholder relations are given high priority by the Board. The prime medium by which the Company communicates with its shareholders is through the half year results and Annual Report which aim to provide shareholders with a clear understanding of the Company's activities and their results. This information is supplemented by the daily calculation and publication of the NAV per share to a regulatory information service and a monthly fact sheet which is available on the website. Janus Henderson also provides information on the Company and Fund Manager videos on the website, via various social media channels and through its HGi content platform, more details of which are included on page 14.

The Board considers that shareholders should be encouraged to attend and participate in the AGM which will also be available to watch live at www.janushenderson.com/trustslive. Shareholders have the opportunity to address questions to the Chairman of the Board, the Chairman of the Audit Committee and all other Directors at the meeting and the Fund Manager will make a presentation to shareholders. A summary of the proxy votes received on the resolutions proposed is displayed at the meeting and each substantial issue is dealt with in a separate resolution. It is the intention of the Board that the Annual Report and notice of AGM be issued to shareholders so as to provide at least 20 working days' notice of the meeting. These documents are also included on the website. Shareholders wishing to lodge questions in advance of the meeting, or raise issues or concerns at any time, are invited to do so by writing to the Chairman via the Corporate Secretary at the registered office address given on page 14 of this report.

General presentations to both shareholders and analysts follow the publication of the annual results. All meetings between the Manager and shareholders are reported to the Board.

By order of the Board

For and on behalf of Henderson Secretarial Services Limited Corporate Secretary 6 October 2017

# **Report of The Audit Committee**

#### Composition

The Audit Committee comprises all of the Directors and is chaired by John Cornish, who is a Chartered Accountant. The other Audit Committee members have a combination of financial, investment and other experience gained throughout their careers and the Board is satisfied that at least one of the Audit Committee's members has recent and relevant financial experience. The biographies of the Audit Committee members are shown on page 13. All members of the Audit Committee are independent.

#### Meetings

The Audit Committee met three times during the year under review; in advance of the publication of both the annual and the half year results and on at least one other occasion with an agenda that was focused on its broader responsibilities. The Company's Auditors are invited to attend meetings as necessary. Representatives of the Manager and BNP Paribas Securities Services may also be invited.

#### Role and responsibilities

The role of the Audit Committee is to assist the Board in applying the financial reporting and internal control principles and to maintain an appropriate relationship with the Auditors. The Audit Committee formally reports to the Board, the responsibilities are set out in formal terms of reference which are reviewed at least annually. In the year under review the main duties undertaken were:

- consideration of the appropriateness of the Company's accounting policies;
- a review of the half year results and the Annual Report, including the disclosures made therein in relation to internal controls and risk management, viability, going concern and related parties and consideration of whether the report is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy in order to make recommendations to the Board. In assessing whether the report is fair, balanced and understandable, each Director reviewed the disclosures made, applying their respective knowledge and expertise. The internal controls over financial reporting were also considered, together with feedback from the Company's Auditors, the Manager and the Corporate Secretary;
- consideration of the quality and effectiveness of the accounting records and management information maintained on behalf of the Company, relying on meetings with and reports from Janus Henderson;

- consideration of the valuation of the Company's unquoted investments for recommendation to the Board;
- consideration of the appropriate level of dividend to be paid by the Company for recommendation to the Board;
- consideration of the internal controls in place at Janus Henderson, BNP Paribas Securities Services as administrator and HSBC Bank plc as depositary and custodian;
- consideration of Janus Henderson's policies in relation to cyber risk and business continuity, meeting with representatives of Janus Henderson's internal audit and risk departments periodically;
- consideration of the key risks, risk management systems in place and the Company's risk map;
- · consideration of the Company's Anti-Bribery Policy;
- consideration of the nature and scope of the external audit and the findings therefrom;
- annual consideration of whether there is a need for an internal audit function in order to make a recommendation to the Board;
- consideration of the appointment of the Auditors and their performance and remuneration, including the consequences of the appointment of PricewaterhouseCoopers LLP ("PwC") as Auditors to Janus Henderson (see page 31);
- consideration of the Auditors' independence, objectivity, effectiveness and the provision of any non-audit services (as explained further on page 31) and the reporting of the external auditor;
- consideration of the whistle blowing policy that Janus Henderson has put in place for its staff to raise concerns about possible improprieties, including in relation to the Company, in confidence. The policy includes the necessary arrangements for independent investigation and follow up action;
- consideration of the management fee and performance fee calculations; and
- consideration of the annual confirmation from the Company's Depositary.

### Report of The Audit Committee (continued)

#### Annual Report for the year ended 31 July 2017

In relation to the Annual Report for the year ended 31 July 2017 the following significant issues were considered by the Audit Committee:

Significant issue	How the issue was addressed
Valuation and ownership of the Company's investments	Actively traded investments are valued using stock exchange prices provided by third party pricing vendors. Ownership is verified by reconciliation to the Custodian's records and the Directors have received quarterly reports of the Depositary who has responsibility for overseeing operations of the Company, including verification of ownership and valuation.
Recognition of dividend income	Income received is accounted for in line with the Company's accounting policy (as set out on page 41) and is reviewed by the Committee at each meeting.
Compliance with Section 1158 of the Corporation Tax Act 2010	The Committee regularly considers the controls in place to ensure that the regulations for ensuring investment trust status are observed at all times.
Maintaining internal controls	The Committee receives regular reports on internal controls from Janus Henderson and its delegates and has access to the relevant personnel of Janus Henderson who have a responsibility for risk management and internal audit.
Performance fee	The calculation of the performance fee payable to Janus Henderson is reviewed by the Audit Committee before being approved by the Board.

The Committee is satisfied that the Annual Report for the year ended 31 July 2017, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

#### Policy on non-audit services

In September 2017 the Audit Committee adopted a new policy on the provision of non-audit services, in accordance with the Financial Reporting Council's ("FRC") Guidance on Audit Committees and the FRC's Revised Ethical Standards 2016. The Audit Committee has determined that the statutory auditors will not be engaged to provide any non-audit services without the approval of the Audit Committee. The statutory auditors are not pre-approved to provide any non-audit services. The Audit Committee may approve the provision of non-audit services if they consider such services to be:

- relevant to the statutory audit work;
- more efficiently provided by the statutory audit firm than by a third party; and
- at low risk of impairing the independence, objectivity and effectiveness of the audit.

The Audit Committee will refer to the Board any engagement with a cost or potential cost greater than £10,000. All engagements for non-audit services will be determined on a case-by-case basis.

There were no non-audit services provided during the year.

#### Auditors' appointment

The Audit Committee has considered the implications of PwC being appointed as auditors to Janus Henderson and is satisfied that the Auditors are independent of the Company as the audit teams for Janus Henderson and the Company are independent of each other and strong controls are in place to ensure independence.

The Statutory Auditors and Third Country Auditors Regulations came into force on 17 June 2016. These require the Company to rotate its audit firm after a period of 10 years, which may be extended where audit tenders are carried out or where more than one audit firm is appointed to carry out the audit. PwC has been the Company's auditor for over 20 years. The auditors are required to rotate partners every five years and this is the second year that the current partner has been in place. Under transitional provisions, the Company will be required to put the external audit out to tender before the 2021 financial year end. The Audit Committee may consider putting the external audit out to tender in 2018.

The Audit Committee reviews the effectiveness of the audit provided by PwC on an annual basis and remains satisfied with the effectiveness of the audit based on their performance. On the basis of the auditors' performance the Audit Committee recommended their continuing appointment to the Board with no tender necessary. The Auditors have indicated their willingness to continue in office. Accordingly, resolutions to confirm the appointment of PwC as Auditors to the Company and to authorise the Directors to determine their remuneration will be proposed at the AGM.

Fees paid or payable to the Auditors are detailed in note 5 on page 43.

For and on behalf of the Board

John Cornish Chairman of the Audit Committee 6 October 2017

# Independent Auditors' Report to the members of Henderson EuroTrust plc

#### **Report on the Financial Statements**

#### Our opinion

In our opinion, Henderson EuroTrust plc's Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the Financial Statements, included within the Annual Report, which comprise: the Statement of Financial Position as at 31 July 2017; the Income Statement, the Statement of Changes in Equity for the year then ended; and the notes to the Financial Statements, which include a description of the significant accounting policies.

Our opinion is consistent with our reporting to the Audit Committee.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the Financial Statements in the UK, which includes the FRC's Ethical Standard as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company.

We have provided no non-audit services to the Company in the period from 1 August 2016 to 31 July 2017.

#### Our audit approach

Overview

Materiality

Audit scope

Areas of

- £2.5 million (2016: £2.1 million), which is based on 1% of net assets.
- The Company is a standalone Investment Trust Company and engages Henderson Investment Funds Limited (the "Manager") to manage its assets.
- We conducted our audit of the Financial Statements using information from BNP
  Paribas Securities Services (the "Administrator") to whom the Manager has, with the
  consent of the Directors, delegated the provision of certain administrative functions.
- We tailored the scope of our audit taking into account the types of investments within the Company, the involvement of the third parties referred to above, the accounting processes and controls, and the industry in which the Company operates.
- We obtained an understanding of the control environment in place at both the Manager and the Administrator, and adopted a fully substantive testing approach using reports obtained from the Administrator.
- Investments.
- · Dividend income.
- · Performance fee.

# Independent Auditors' Report to the members of Henderson EuroTrust plc (continued)

#### The scope of our audit and our areas of focus

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the Financial Statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

#### Key audit matters

Key audit matters are those matters that, in the Auditors' professional judgement, were of most significance in the audit of the Financial Statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the Auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

#### Key audit matter

#### Investments

to the Financial Statements).

# Refer to page 33 (Report of the Audit Committee), page 40 (Accounting Policies) and page 45 (Notes

The investment portfolio at the year-end primarily comprised listed equity investments valued at £253m.

We focused on the valuation and existence of investments because investments represent the principal element of the net asset value as disclosed on the Statement of Financial Position in the Financial Statements.

#### How our audit addressed the key audit matter

We tested the valuation of the listed equity investments by agreeing the prices used in the valuation to independent third party sources. No misstatements were identified by our testing which required reporting to those charged with governance.

We tested the existence of the investment portfolio by agreeing investment holdings to an independent custodian confirmation. No differences were identified which required reporting to those charged with governance.

#### Dividend income

Refer to page 33 (Report of the Audit Committee), page 41 (Accounting Policies) and page 43 (Notes to the Financial Statements).

We focused on the accuracy, existence and completeness of dividend income recognition as incomplete or inaccurate income could have a material impact on the Company's net asset value and dividend cover.

We also focused on the accounting policy for income recognition and its presentation in the Income Statement as set out in the requirements of The Association of Investment Companies Statement of Recommended Practice (the "AIC SORP") as incorrect application could indicate a misstatement in income recognition.

We assessed the accounting policy for dividend income recognition for compliance with accounting standards and the AIC SORP and performed testing to check that income had been accounted for in accordance with this stated accounting policy.

We found that the accounting policies implemented were in accordance with accounting standards and the AIC SORP, and that income has been accounted for in accordance with the stated accounting policy.

We tested the accuracy of dividend receipts by agreeing the dividend rates from investments to independent market data. No misstatements were identified which required reporting to those charged with governance.

We also tested that for investment holdings in the portfolio, all dividends recorded had been declared in the market, and that all dividends declared in the market had been recorded. Our testing did not identify any incorrectly recorded or omitted dividends.

We tested occurrence by tracing a sample of dividends received to bank statements. Our testing did not identify any misstatements which required reporting to those charged with governance.

We also tested the allocation and presentation of dividend income between the revenue and capital return columns of the Income Statement in line with the requirements set out in the AIC SORP by determining reasons behind dividend distributions. Our procedures did not identify any misstatements which required reporting to those charged with governance.

# Independent Auditors' Report to the members of Henderson EuroTrust plc (continued)

#### Key audit matter How our audit addressed the key audit matter We tested the calculation of the performance fee to check that it complied with the Performance fee methodology as set out in the Investment Management Agreement, and agreed the Refer to page 33 (Report of the Audit Committee), inputs to the calculation, including the net asset value and benchmark data, to page 41 (Accounting Policies) and page 43 (Notes independent third party sources, where applicable. to the Financial Statements). Based on our testing, we agreed that no performance fee is payable. We focused on this area because the performance fee is calculated using a complex methodology as set out in the Investment Management Agreement between the Company and the Manager. Based on the calculation performed by the Manager, no performance fee is payable for the year.

#### How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the Financial Statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which it operates.

The Company's accounting is delegated to the Administrator who maintains the Company's accounting records and who has implemented controls over those accounting records.

We obtained our audit evidence primarily from substantive tests. However, as part of our risk assessment, we understood and assessed the internal controls in place at both the Manager and the Administrator to the extent relevant to our audit. This assessment of the operating and accounting structure in place at both organisations involved obtaining and analysing the relevant control reports issued by the independent service auditor of the Manager and the Administrator in accordance with generally accepted assurance standards for such work. Following this assessment, we applied professional judgement to determine the extent of testing required over each balance in the Financial Statements.

#### Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the Financial Statements as a whole.

Based on our professional judgement, we determined materiality for the Financial Statements as a whole as follows:

Overall materiality	£2.5 million (2016: £2.1 million).
How we determined it	1% of net assets.
Rationale for benchmark applied	We applied this benchmark, which is a generally accepted auditing practice for investment trust audits.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £126,000 (2016: £103,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

#### Going concern

In accordance with ISAs (UK) we report as follows:

	Reporting obligation	Outcome
	We are required to report if we have anything material to add or draw attention to in respect of the Directors' Statement in the Financial Statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the Financial Statements and the Directors' identification of any material uncertainties to the Company's ability to continue as a going concern over a period of at least twelve months from the date of approval of the Financial Statements.	We have nothing material to add or to draw attention to. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.
4	We are required to report if the Directors' Statement relating to Going Concern in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.	We have nothing to report.

# Independent Auditors' Report to the members of Henderson EuroTrust plc (continued)

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the Financial Statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the Financial Statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the Financial Statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, the Companies Act 2006 ("CA06"), ISAs (UK) and the Listing Rules of the Financial Conduct Authority ("FCA") require us also to report certain opinions and matters as described below (required by ISAs (UK) unless otherwise stated).

#### Strategic Report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors for the year ended 31 July 2017 is consistent with the Financial Statements and has been prepared in accordance with applicable legal requirements. (CA06)

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Report of the Directors. (CA06)

# The Directors' assessment of the prospects of the Company and of the principal risks that would threaten the solvency or liquidity of the Company

We have nothing material to add or draw attention to regarding:

- The Directors' confirmation on page 15 of the Annual Report that they have carried out a robust assessment of the principal risks facing
  the Company, including those that would threaten its business model, future performance, solvency or liquidity.
- · The disclosures in the Annual Report that describe those risks and explain how they are being managed or mitigated.
- The Directors' explanation on page 15 of the Annual Report as to how they have assessed the prospects of the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We have nothing to report having performed a review of the Directors' Statement that they have carried out a robust assessment of the principal risks facing the Company and statement in relation to the longer-term viability of the Company. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the UK Corporate Governance Code (the "Code"); and considering whether the statements are consistent with the knowledge and understanding of the Company and its environment obtained in the course of the audit. (Listing Rules)

#### Other Code Provisions

We have nothing to report in respect of our responsibility to report when:

- The statement given by the Directors, on page 23, that they consider the Annual Report taken as a whole to be fair, balanced and understandable, and provides the information necessary for the members to assess the Company's position and performance, business model and strategy is materially inconsistent with our knowledge of the Company obtained in the course of performing our audit.
- The section of the Annual Report on page 30-31 describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.
- The Directors' Statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified, under the Listing Rules, for review by the Auditors.

# Independent Auditors' Report to the members of Henderson EuroTrust plc (continued)

#### **Directors' Remuneration**

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006. (CA06)

### Responsibilities for the Financial Statements and the audit

#### Responsibilities of the Directors for the Financial Statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 23, the Directors are responsible for the preparation of the Financial Statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### Auditors' responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

A further description of our responsibilities for the audit of the Financial Statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

#### Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

# Other required reporting

#### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- · we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- · certain disclosures of Directors' remuneration specified by law are not made; or
- the Financial Statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

#### Appointment

Following the recommendation of the audit committee, we were appointed in 1992 to audit the Financial Statements for the period ended 31 July 1993 and subsequent financial periods. The period of total uninterrupted engagement is 25 years, covering the periods ended 31 July 1993 to 31 July 2017.

Richard McGuire (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors London 6 October 2017

# **Income Statement**

		Yea	ar ended 31 July 20	)17	Year ended 31 July 2016		
Notes		Revenue return £'000	Capital return £'000	Total return £'000	Revenue return £'000	Capital return £'000	Total return £'000
2	Gains on investments held at fair value through profit or		15.100	15.100			10.100
3	loss Investment income	- 7,407	45,190 -	45,190 7,407	- 6,206	19,120	19,120 6,206
	Gross revenue and capital gains	7,407	45,190	52,597	6,206	19,120	25,326
4	Management and performance fees	(306)	(1,222)	(1,528)	(248)	(2,131)	(2,379)
5	Other administrative expenses	(463)	_	(463)	(389)	_	(389)
	Net return on ordinary activities before finance costs and taxation	6,638	43,968	50,606	5,569	16,989	22,558
6	Finance costs	(10)	(40)	(50)	(9)	(38)	(47)
	Net return on ordinary activities before taxation	6,628	43,928	50,556	5,560	16,951	22,511
7	Taxation on net return on ordinary activities	(811)	-	(811)	(601)	_	(601)
	Net return on ordinary activities after taxation	5,817	43,928	49,745	4,959	16,951	21,910
8	Return per ordinary share – basic and diluted	27.5p	207.3p	234.8p	23.5p	80.1p	103.6p

The total return column of this statement represents the Income Statement of the Company.

All revenue and capital items in the above statement derive from continuing operations.

The revenue return and capital return columns are supplementary to this and are prepared under guidance published by the Association of Investment Companies.

The Company had no recognised gains or losses other than those disclosed in the Income Statement.

# **Statement of Changes in Equity**

Notes	Year ended 31 July 2017	Called up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total shareholders' funds £'000
	At 1 August 2016	1,060	41,032	263	159,236	5,823	207,414
	Net return on ordinary activities after taxation	_	_	_	43,928	5,817	49,745
9	Final dividend paid in respect of the year ended 31 July 2016 (paid 23 November 2016)	_	-	_	_	(2,966)	(2,966)
9	Interim dividend paid in respect of the year ended 31 July 2017 (paid 28 April 2017)	_	_	_	_	(1,483)	(1,483)
	At 31 July 2017	1,060	41,032	263	203,164	7,191	252,710

Notes	Year ended 31 July 2016	Called up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total shareholders' funds £'000
	At 1 August 2015	1,038	37,114	263	142,454	4,886	185,755
	Net return on ordinary						
	activities after taxation	_	_	_	16,951	4,959	21,910
	Ordinary shares issued	22	3,926	_	_	_	3,948
	Issue costs	_	(8)	_	_	_	(8)
	Buyback of 20,000 ordinary shares held in treasury	_	_	_	(169)	_	(169)
9	Final dividend paid in respect of the year ended 31 July 2015 (paid 23 November 2015)	_	_	_	_	(2,750)	(2,750)
9	Interim dividend paid in respect of the year ended 31 July 2016					(4.070)	(4.070)
	(paid 29 April 2016)	1.000	44.020	000	450.006	(1,272)	(1,272)
	At 31 July 2016	1,060	41,032	263	159,236	5,823	207,414

# **Statement of Financial Position**

As at 31 July

Notes		2017 £'000	2016 £'000
	Fixed assets		
	Fixed asset investments held at fair value through profit or loss		
10	Listed at market value – overseas	252,926	208,660
	Current assets		
11	Debtors	865	1,066
	Cash and cash equivalents	2,494	624
		3,359	1,690
12	Creditors: amounts falling due within one year	(3,575)	(2,936)
	Net current liabilities	(216)	(1,246)
	Total assets less current liabilities	252,710	207,414
	Net assets	252,710	207,414
	Capital and reserves		
15	Called up share capital	1,060	1,060
16	Share premium account	41,032	41,032
17	Capital redemption reserve	263	263
17	Capital reserves	203,164	159,236
17	Revenue reserve	7,191	5,823
	Total shareholders' funds	252,710	207,414
13	Net asset value per ordinary share (basic and diluted)	1,192.8p	979.0p

The Financial Statements on pages 37 to 54 were approved and authorised for issue by the Board of Directors on 6 October 2017.

Nicola Ralston Chairman

# Notes to the Financial Statements For the year ended 31 July 2017

# 1 Accounting policies

#### (a) Basis of preparation

The Company is a registered investment company as defined in section 833 of the Companies Act 2006 and is incorporated in the United Kingdom. It operates in the United Kingdom and is registered at the address on page 14.

The Financial Statements have been prepared in accordance with the Companies Act 2006, FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland (which is effective for periods commencing on or after 1 January 2015) and with the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") issued in November 2014 and updated in January 2017 with consequential amendments.

The Company has early adopted the amendments to FRS 102 in respect of fair value hierarchy disclosures as published in March 2016.

The principal accounting policies applied in the presentation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented. There have been no significant changes to the accounting policies compared to those set out in the Company's Annual Report for the year ended 31 July 2016.

As an investment fund the Company has the option, which it has taken, not to present a cash flow statement. A cash flow statement is not required when an investment fund meets all the following conditions: substantially all of the entity's investments are highly liquid, substantially all of the entity's investments are carried at market value, and the entity provides a statement of changes in equity. The Directors have assessed that the Company meets all of these conditions.

The Financial Statements have been prepared under the historical cost basis except for the measurement at fair value of investments. In applying FRS102, financial instruments have been accounted for in accordance with Section 11 and 12 of the standard. All of the Company's operations are of a continuing nature.

#### b) Going concern

The assets of the Company consist of securities that are readily realisable and, accordingly, the Directors believe that the Company has adequate resources to continue in operational existence for at least twelve months from the date of approval of the Financial Statements. Having assessed these factors, the principal risks and other matters discussed in connection with the viability statement, the Board has determined that it is appropriate for the Financial Statements to be prepared on a going concern basis.

#### c) Fixed asset investments held at fair value through profit or loss

All investments are designated upon initial recognition as held at fair value through profit or loss. Assets are de-recognised at the trade date of the disposal. Proceeds are measured at fair value, which are regarded as the proceeds of sale less any transaction costs. The fair value of the financial instruments is based on their quoted bid price at the Statement of Financial Position date, without deduction of the estimated future selling costs.

Changes in the fair value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the Income Statement as 'Gains or losses on investments held at fair value through profit or loss'. Also included within this caption are transaction costs in relation to the purchase or sale of investments, including the difference between the purchase price of an investment and its bid price at the date of purchase.

Unquoted investments are valued by the Directors using primary valuation techniques such as earnings multiples, recent transactions and net assets. All such valuations are reviewed by both Janus Henderson's Global Fair Value Pricing Committee and by the Directors.

#### d) Capital gains and losses

Capital gains and losses arising on investments sold and investments held, together with exchange differences arising on the translation of foreign currency assets and liabilities, are recognised within the capital reserves.

# 1 Accounting policies (continued)

#### e) Income

Dividends receivable from equity shares are taken to revenue return on an ex-dividend basis except where, in the opinion of the Directors, the dividend is capital in nature in which case it is taken to the capital return. Bank deposit interest is taken to revenue return on an accruals basis

The ordinary element of scrip dividends received in lieu of cash dividends is recognised as revenue. Any enhancement above the cash dividend is treated as capital.

Where the Company enters into a commitment to underwrite an issue of securities in exchange for the receipt of commission, a derivative financial instrument is recognised initially at fair value. The derivative is re-measured subsequently at fair value, with the related gains and losses being reflected in the Income Statement. Net losses arising from these derivatives, where actual or expected loss from taking up the securities underwritten exceeds the commission income, are allocated to the capital return. Net gains are allocated to the revenue return.

#### f) Expenses and finance costs

All expenses are accounted for on an accruals basis. Finance costs, including any premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the Income Statement using the effective interest rate method. On the basis of the Board's expected long term split of returns in the form of capital gains and income of 80% and 20% respectively, the Company charges 80% of its finance costs and management fee to the capital return. Any performance fees payable are allocated wholly to capital, reflecting the fact that although they are calculated on a total return basis, they are expected to be attributable largely, if not wholly, to capital performance. All other expenses are charged to revenue return. All of these amounts are stated net of any tax relief and inclusive of any related irrecoverable value added tax.

#### g) Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that were applicable at the Statement of Financial Position date.

The tax effect of different items of expenditure is allocated between the capital return and revenue return using the Company's effective tax rate.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the Income Statement is the 'marginal basis'. Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue return column of the Income Statement, then no tax relief is transferred from the capital return column.

Deferred taxation is provided on all timing differences that have originated but not reversed by the Statement of Financial Position date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted. Any liability to deferred tax is provided at the average rate of tax expected to apply based on tax rates and laws that have been enacted or substantially enacted at the Statement of Financial Position date. Deferred tax assets and liabilities are not discounted to reflect the time value of money.

#### h) Foreign currency

The results and financial position of the Company are expressed in pounds sterling, which is the functional currency and presentational currency.

The Company is required to determine functional currency, being the currency in which the Company predominantly operates. The Board, having regard to the currency of the Company's share capital and the predominant currency in which its shareholders operate, has determined the functional currency to be Sterling.

Transactions denominated in foreign currencies are converted at actual exchange rates as at the date of the transaction. Monetary assets and liabilities and equity investments held at fair value through profit or loss denominated in foreign currencies at the year end are translated at the rates of exchange prevailing at the year end.

Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in revenue return or capital return, depending on whether the gain or loss is of a revenue or capital nature.

### 1 Accounting policies (continued)

#### i) Dividends payable to shareholders

Dividends payable to shareholders are recognised in the Financial Statements when they are paid or, in the case of final dividends, when they are approved by shareholders. Dividends are dealt with in the Statement of Changes in Equity.

#### j) Issue and repurchase of ordinary shares

The proceeds from the issue of new ordinary shares (including those relating to the sale of shares out of treasury) and the aggregate cost of repurchasing ordinary shares (including those to be held in treasury), including related stamp duty and transaction costs, is taken directly to equity and dealt with in the Statement of Changes in Equity. Share issues and repurchase transactions are accounted for on a trade date basis. The nominal value of ordinary share capital repurchased and cancelled is transferred out of called up share capital and into the capital redemption reserve.

#### k) Capital reserves

Called up share capital represents the nominal value of ordinary shares issued.

The share premium account represents the premium above nominal value received by the Company on issue of shares net of costs.

The revenue reserve represents accumulated profits retained by the Company that have not currently been distributed to shareholders as a dividend.

The capital redemption reserve represents the nominal value of ordinary shares that have been repurchased and cancelled.

Other capital reserves are split into two components, the capital reserve arising on investments sold and the capital reserve arising on revaluation of investments held. The following analyses what is accounted for in each of these components.

#### Capital reserve arising on investments sold

The following are accounted for in this reserve:

- · expenses and finance costs charged to capital net of tax relief;
- · gains and losses on the disposal of investments;
- · realised foreign exchange differences of a capital nature; and
- · costs of repurchasing ordinary share capital.

#### Capital reserve arising on investments held

The following are accounted for in this reserve:

- increases and decreases in the valuation of investments held at the year end; and
- unrealised foreign exchange differences of a capital nature.

#### I) Distributable reserves

The Company's capital reserve arising on investments sold, capital reserve arising on revaluation of investments held and revenue reserve may be distributed by way of a dividend.

# 2 Gains on investments held at fair value through profit or loss

	2017 £'000	2016 £'000
Gains on sale of investments based on historical cost	26,010	11,725
Less: Revaluation gains recognised in previous years	(20,233)	(15,555)
Gains/(losses) on investments sold in the year based on carrying value at previous statement of		
financial position date	5,777	(3,830)
Revaluation of investments held at 31 July	40,020	23,293
Exchange losses	(607)	(343)
	45,190	19,120

## 3 Investment income

	2017 £'000	2016 £'000
Overseas dividend income	7,407	6,018
Overseas stock dividend income	_	188
	7,407	6,206

# 4 Management and performance fees

	2017		2016			
	Revenue return	Capital return	Total return	Revenue return	Capital return	Total return
Investment management fee	<b>£'000</b>	£'000 1,222	£'000 1.528	£'000 248	£'000 991	£'000 1,239
Performance fee	_	-	-	-	1,140	1,140
	306	1,222	1,528	248	2,131	2,379

A summary of the terms of the management agreement is given in the Strategic Report on page 4.

## 5 Other administrative expenses

	2017 £'000	2016 £'000
Directors' fees and taxable benefits (see the Directors' Remuneration Report on		
pages 24 and 25)	112	105
Auditors' remuneration – for statutory audit services	32	33
Other administrative expenses:		
Bank charges	35	32
Loan - including arrangement fees, non utilisation fees and legal fees	18	10
Legal and professional fees	33	20
Marketing fees payable to the Manager	95	55
Printing and postage	9	15
Stock exchange listing	20	20
AIC fees	20	19
Registrar's fees	14	12
Depositary fees	44	42
Other expenses	31	26
	463	389

All of the expenses above include VAT, where applicable.

All transactions with Directors are disclosed in the Directors' Remuneration Report and are related party transactions.

### 6 Finance costs

		2017			2016		
	Revenue	Capital	Total	Revenue	Capital	Total	
	return	return	return	return	return	return	
	£'000	£'000	£'000	£,000	£'000	£'000	
n interest	10	40	50	9	38	47	

### 7 Taxation on net return on ordinary activities

a) Analysis of the charge for the year

	2017			2016			
	Revenue return £'000	Capital return £'000	Total return £'000	Revenue return £'000	Capital return £'000	Total return £'000	
Foreign withholding taxes	1,216	_	1,216	906	_	906	
Overseas tax reclaimable	(405)	_	(405)	(305)	_	(305)	
Total tax charge for the year (see note 7 b)	811	_	811	601	_	601	

The Company's profit for the accounting year is taxed at an effective rate of 19.67% (2016:20.00%).

#### b) Factors affecting the tax charge for the year

		2017			2016		
	Revenue return £'000	Capital return £'000	Total return £'000	Revenue return £'000	Capital return £'000	Total return £'000	
Net return on ordinary activities before taxation	6,628	43,928	50,556	5,560	16,951	22,511	
Corporation tax at 19.67% (2016: 20.00%)	1,304	8,640	9,944	1,112	3,390	4,502	
Effects of:							
Non-taxable gains less losses on investments held at fair							
value through profit or loss	_	(8,888)	(8,888)	_	(3,824)	(3,824)	
Non-taxable overseas dividends	(1,457)	_	(1,457)	(1,241)	_	(1,241)	
Overseas tax	811	_	811	601	_	601	
Excess management expenses	153	248	401	117	434	551	
Unutilised loan relationships	_	_	_	12	_	12	
Current tax charge	811	_	811	601	_	601	

#### c) Deferred taxation

No provision for deferred taxation has been made in the current or prior accounting year. The Company has not provided for deferred tax on capital gains or losses arising on the revaluation and disposal of investments as it is exempt from tax on these items because of its investment trust status.

The Company has not recognised a deferred tax asset totalling £2,637,000 (2016: £2,695,000) based on a prospective corporation tax rate of 17% (2016:20%). The UK Government announced in March 2016 that the corporate tax rate is set to be cut to 17% in 2020. This reduction in the standard rate of corporation tax was substantially enacted on 6 September 2016 and became effective from 15 September 2016. The deferred tax asset arises as a result of having unutilised management expenses and unutilised non-trade loan relationship deficits. These expenses will only be utilised, to any material extent, if the Company has profits chargeable to corporation tax in the future because changes are made either to the tax treatment of the capital gains made by investment trusts or to the Company's investment profile which require them to be used.

# 8 Return per ordinary share – basic and diluted

The total return per ordinary share is based on the net return attributable to the ordinary shares of £49,745,000 (2016: £21,910,000) and on 21,185,541 ordinary shares (2016: 21,149,557), being the weighted average number of shares in issue during the year. The total return can be further analysed as follows:

	2017 £'000	2016 £'000
Revenue return	5,817	4,959
Capital return	43,928	16,951
Total return	49,745	21,910
Weighted average number of ordinary shares	21,185,541	21,149,557

# 8 Return per ordinary share – basic and diluted (continued)

	2017	2016
	Pence	Pence
Revenue return per ordinary share	27.5	23.5
Capital return per ordinary share	207.3	80.1
Total return per ordinary share	234.8	103.6

The Company has no securities in issue that could dilute the return per ordinary share. Therefore the basic and diluted return per ordinary share are the same.

### 9 Dividends on ordinary shares

	Register date	Payment date	2017 £'000	2016 £'000
Final dividend (13.0p) for the year ended 31 July 2015	16 October 2015	23 November 2015	_	2,750
Interim dividend (6.0p) for the year ended 31 July 2016	8 April 2016	29 April 2016	-	1,272
Final dividend (14.0p) for the year ended 31 July 2016	21 October 2016	23 November 2016	2,966	_
Interim dividend (7.0p) for the year ended 31 July 2017	7 April 2017	28 April 2017	1,483	_
			4,449	4,022

The proposed final dividend of 18.0p per share for the year ended 31 July 2017 is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these Financial Statements.

All dividends have been paid or will be paid out of revenue profits.

The total dividends payable in respect of the financial year which form the basis of section 1158 of the Corporation Tax Act 2010 are set out below:

	2017 £'000	2016 £'000
Revenue available for distribution by way of dividend for the year	5,817	4,959
Interim dividend of 7.0p (2016: 6.0p) paid 28 April 2017 (29 April 2016)	(1,483)	(1,272)
Proposed final dividend for the year ended 31 July 2017 of 18.0p (2016: 14.0p) (based		
on 21,185,541 ordinary shares in issue at 6 October 2017 (2016: 21,185,541))	(3,813)	(2,966)
Undistributed revenue for section 1158 purposes <sup>1</sup>	521	721

# 10 Fixed asset investments held at fair value through profit or loss

	2017 Listed Investments £'000	2016 Listed Investments £'000
Valuation at start of year	208,660	192,294
Investment holding gains at start of year	(51,432)	(43,694)
Cost of investments at start of year	157,228	148,600
Purchases at cost	112,190	90,193
Sales at cost	(87,711)	(81,565)
Cost of investments at end of year	181,707	157,228
Investment holding gains at end of year	71,219	51,432
Valuation at end of year	252,926	208,660

Total transaction costs amounted to £227,000 (2016:£230,000) of which purchase transaction costs for the year ended 31 July 2017 were £166,000 (2016:£176,000) and comprise mainly of brokers' commission. Sale transaction costs for the year ended 31 July 2017 were £61,000 (2016:£54,000).

#### 11 Debtors

	2017 £'000	2016 £'000
Withholding tax recoverable	857	624
Sales for future settlement	_	432
Prepayments and accrued income	8	10
	865	1,066

### 12 Creditors: amounts falling due within one year

	2017 £'000	2016 £'000
Bank loans (see note 14.1.3)	2,908	1,267
Management fee	543	435
Performance fee	_	1,140
Loan interest payable	3	1
Other accruals	121	93
	3,575	2,936

### 13 Net asset value per ordinary share (basic and diluted)

The net asset value per ordinary share of 1,192.8p (2016: 979.0p) is based on the net assets attributable to ordinary shares of £252,710,000 (2016: £207,414,000) and on 21,185,541 (2016: 21,185,541) ordinary shares in issue at the year end. There were 20,000 shares held in Treasury at the year end (2016: 20,000).

The movements during the year of the assets attributable to the ordinary shares were as follows:

	2017 £'000	2016 £'000
Total net assets attributable to the ordinary shares at 1 August	207,414	185,755
New shares allotted	_	3,940
Buyback of shares	_	(169)
Total net return on ordinary activities after taxation	49,745	21,910
Dividends paid on ordinary shares in the year	(4,449)	(4,022)
Total net assets attributable to the ordinary shares at 31 July	252,710	207,414

## 14 Risk management policies and procedures

As an investment trust company the Company invests in equities and other investments for the long-term so as to secure its investment objectives as stated in the Strategic Report. In pursuing its investment objective, the Company is exposed to a variety of financial risks that could result in either a reduction in the Company's net assets or a reduction in the profits available for distribution by way of dividends.

These financial risks, market risk (comprising market price risk, currency risk and interest rate risk), liquidity risk and credit risk, and the Directors' approach to the management of these risks, are set out below. The Board of Directors and Janus Henderson coordinate the Company's risk management and there are various risk management systems in place as detailed below:

- straight-through processing via a deal order and management system ("OMS") is utilised for listed securities, exchange-traded derivatives and OTC derivatives contracts with connectivity to third-party affirmation and trade repository services;
- portfolio modelling and investment management functions (including order-raising, dealing and trade execution) are performed using one of, or a combination of, the following third-party software applications: Charles River Development OMS and/or Imagine;
- fund pricing and accounting services are outsourced to a third-party administrator (currently BNP Paribas Securities Services) which utilises HiPortfolio software;

### 14 Risk management policies and procedures (continued)

- the IT tools to which the Janus Henderson Risk, Compliance and Operations teams have access for independent monitoring and risk measurement purposes include:
  - Charles River Compliance module for investment restrictions monitoring;
  - OneSumX (formerly ArcLogics) operational risk database;
  - Riskmetrics for VaR statistics, stress-testing and back-testing;
  - UBS Delta, Style Research, FinAnalytica and Barra Aegis for market risk measurement;
  - Bloomberg for market data and price-checking; and
  - HiPortfolio for portfolio holdings and valuations.

These are supplemented by in-house developments in the Derivatives Risk and Compliance database.

The Board determines the objectives, policies and processes for managing the risks, and these are set out below under the relevant risk categories. The policies for the management of risk have not changed from the previous accounting year.

The Company has a spread of investments which by their nature are lower risk than placing the entire amount of the Company's assets in solely one investment. By their nature, equity investments can be higher risk than some other investments but the longer term return can be positive. The performance of equities has been and is likely to continue to be volatile over the shorter term.

#### 14.1 Market risk

The fair value of a financial instrument held by the Company may fluctuate due to changes in market prices. Market risk comprises market price risk (see note 14.1.1), currency risk (see note 14.1.2) and interest rate risk (see note 14.1.3). Janus Henderson assesses the exposure to market risk when making each investment decision, and monitors the overall level of market risk on the whole of the investment portfolio on an ongoing basis.

#### 14.1.1 Market price risk

Market price risk (changes in market prices other than those arising from interest rate risk or currency risk) may affect the value of quoted and unquoted investments. The Company may use, and has from time to time used, derivatives to manage market price risk.

#### Management of the risk

The Board of Directors manages the risks inherent in the investment portfolio by ensuring full and timely reporting of relevant information from Janus Henderson. Investment performance is reviewed at each Board meeting. The Board monitors the Fund Manager's compliance with the Company's objectives, and is directly responsible for investment strategy and asset allocation.

The Company's exposure to changes in market prices at 31 July 2017 on its investments held at fair value through profit or loss was £252,926,000 (2016: £208,660,000).

#### Concentration of exposure to market price risks

An analysis of the Company's investment portfolio is shown on page 9. There is a concentration of exposure to France, Germany, Netherlands and Switzerland, though it is recognised that an investment's country of domicile or of listing does not necessarily equate to its exposure to the economic conditions in that country.

#### Market price risk sensitivity

The following table illustrates the sensitivity of the return after taxation for the year, and the net assets, to an increase or decrease of 20% (2016: 20%) in the fair values of the Company's equities. This level of change is considered to be possible based on observation of current market conditions. The sensitivity analysis is based on the Company's equities at each Statement of Financial Position date, with all other variables held constant.

	20	17	20	2016		
	Increase in fair value £'000	Decrease in fair value £'000	Increase in fair value £'000	Decrease in fair value £'000		
Income Statement – net return on ordinary activities after taxation						
Revenue (loss)/return	(66)	66	(54)	54		
Capital return/(loss)	50,322	(50,322)	41,515	(41,515)		
Total return after tax for the year	50,256	(50,256)	41,461	(41,461)		
Impact on net assets	50,256	(50,256)	41,461	(41,461)		

### 14 Risk management policies and procedures (continued)

#### 14.1 Market risk (continued)

#### 14.1.2 Currency risk

The majority of the Company's assets, liabilities and income are denominated in currencies other than Sterling (the Company's functional currency and presentational currency). As a result, movements in exchange rates may affect the Sterling value of those items.

#### Management of the risk

Janus Henderson monitors the Company's exposure to foreign currencies on a daily basis and reports to the Board at each Board meeting. Janus Henderson measures the risk to the Company of the foreign currency exposure by considering the effect on the Company's net asset value and total return of a movement in the exchange rates to which the Company's assets, liabilities, income and expenses are exposed.

Foreign currency borrowings have the effect of reducing the Company's exposure to future changes in exchange rates which might otherwise adversely affect the value of the portfolio of investments. These borrowings are limited to 30% of the adjusted net asset value.

Investment income denominated in foreign currencies is converted into Sterling on receipt.

The Company does not currently use financial instruments to mitigate currency exposure from portfolio assets denominated in currencies other than Sterling or from investment income in the year between the time that income is included in the financial statements and its receipt.

#### Foreign currency exposure

The carrying values of the Company's monetary items that have foreign currency exposure at 31 July are shown below. Where the Company's equity investments, which are not monetary items, are denominated in a foreign currency, they have been included separately in the analysis so as to show the overall level of exposure.

Exposure to other currencies in the tables below includes Danish Krone and Norwegian Krone.

2017	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Other £'000	Total £'000
Creditors (amounts due to brokers, bank loans, interest payable)	(2,911)	_	_	_	(2,911)
Total foreign currency exposure on net monetary items	(2,911)	_		_	(2,911)
Investments at fair value through profit or loss	195,781	30,984	6,265	19,896	252,926
Total net foreign currency exposures	192,870	30,984	6,265	19,896	250,015

2016	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Other £'000	Total £'000
Creditors (amounts due to brokers, bank loans, interest payable)	(1,267)	_	_	_	(1,267)
Cash and cash equivalents	367	_	_	_	367
Amounts due from brokers	432	_	_	_	432
Total foreign currency exposure on net monetary	(100)				(400)
items	(468)	_	_	_	(468)
Investments at fair value through profit or loss	157,963	36,484	8,253	5,960	208,660
Total net foreign currency exposures	157,495	36,484	8,253	5,960	208,192

The above amounts are not necessarily representative of the exposure to risk during each year, as levels of monetary foreign currency exposure may change significantly throughout the year.

### 14 Risk management policies and procedures (continued)

#### 14.1 Market risk (continued)

# 14.1.2 Currency risk (continued)

#### Foreign currency sensitivity

The following table illustrates the sensitivity of the total profit after tax for the year and the net assets with regard to movements in the Company's foreign currency financial assets and financial liabilities caused by changes in the exchange rates for Sterling/Euro, Sterling/Swiss Franc, Sterling/Swedish Krona, Sterling/Other.

It assumes the following changes in exchange rates:

Sterling/Euro +/- 10% (2016: 10%) Sterling/Swiss Franc +/- 10% (2016: 10%) Sterling/Swedish Krona +/- 10% (2016: 10%) Sterling/Other +/- 10% (2016: 10%)

These percentages are deemed reasonable based on the average market volatility in exchange rates in recent years. The sensitivity analysis is based on the Company's foreign currency financial assets and financial liabilities held at each Statement of Financial Position date.

If Sterling had depreciated against the currencies shown the impact on the total return would have been as follows:

	2017				20	16		
	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Other £'000	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Other £'000
Income Statement – net return on ordinary activities after taxation								
Revenue return	487	73	36	55	397	93	27	25
Capital return	21,318	3,425	692	2,199	17,410	4,033	912	658
Change in total return after taxation for the year and shareholders' funds	21,805	3,498	728	2,254	17,807	4,126	939	683

If Sterling had appreciated against the currencies shown, this would have had the following effect:

	2017				20	16		
	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Other £'000	Euro £'000	Swiss Franc £'000	Swedish Krona £'000	Other £'000
Income Statement – net return on ordinary activities after taxation								
Revenue return	(396)	(59)	(30)	(45)	(326)	(76)	(22)	(21)
Capital return	(17,443)	(2,802)	(567)	(1,800)	(14,246)	(3,300)	(746)	(539)
Change in total return after taxation for the year and shareholders' funds	(17,839)	(2,861)	(597)	(1,845)	(14,572)	(3,376)	(768)	(560)

In the opinion of the Directors, the above sensitivity analyses are not necessarily representative of the year as a whole, since the level of exposure changes frequently as part of the currency risk management process used to meet the Company's objectives.

### 14 Risk management policies and procedures (continued)

#### 14.1 Market risk (continued)

#### 14.1.3 Interest rate risk

Interest rate movements may affect the interest payable on the Company's variable rate borrowings.

#### Management of the risk

The majority of the Company's financial assets are non-interest bearing. As a result, the Company's financial assets are not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. The possible effects on fair value and cash flows that could arise as a result of changes in interest rates are taken into account when borrowing under the multi-currency loan facility.

#### Interest rate exposure

The exposure at 31 July of financial assets and financial liabilities to floating interest rates is shown below:

	2017 Total (within one year) £'000	2016 Total (within one year) £'000
Exposure to floating interest rates:		
Cash at bank	2,494	624
Creditors:		
Borrowings under the multi-currency loan facility	(2,908)	(1,267)
	(414)	(643)

#### Interest rate sensitivity

The Company is primarily exposed to interest rate risk through its multi-currency loan facility.

Loan sensitivity – Borrowings vary throughout the year as a result of the Board's borrowing policy. Borrowings at the year end were £2,908,000 (2016: £1,267,000) (note 12) and, if that level of borrowings was maintained for a full year, then a 100 basis point change in LIBOR (up or down) would decrease or increase the total net return on ordinary activities after taxation by approximately £29,000 (2016: £13,000).

#### 14.2 Liquidity risk

This is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

#### Management of the risk

Liquidity risk is not significant as the majority of the Company's assets are investments in quoted securities that are readily realisable. The Company has a multi-currency loan facility of £20 million (2016: £15 million) of which £2,908,000 (2016: £1,267,000) was drawn down at the year end and an overdraft facility with a sub custodian, the extent of which is determined by the custodian on a regular basis by reference to the value of the securities held by it on behalf of the Company.

The Board gives guidance to the Manager as to the maximum amounts of the Company's resources that should be invested in any one company. The policy is that the Company should generally remain fully invested and that short-term borrowings be used to manage short-term cash requirements.

#### Liquidity risk exposure

The contractual maturities of the financial liabilities at 31 July, based on the earliest date on which payment can be required were as follows:

	2017 Due within one month £'000	2016 Due within one month £'000
Bank loans (including accrued interest)	2,911	1,267
Other creditors and accruals	664	1,669
	3,575	2,936

### 14 Risk management policies and procedures (continued)

#### 14.3 Credit risk

The failure of the counterparty to a transaction to discharge its obligations under that transaction could result in the Company suffering a loss.

#### Management of the risk

Credit risk is managed as follows:

- investment transactions may be carried out with a large number of approved brokers, whose credit standard is reviewed periodically by Janus Henderson, and limits are set on the amount that may be due from any one broker.
- · cash at bank is held only with banks considered to be creditworthy and is subject to continual review.

None of the Company's financial assets or liabilities is secured by collateral or other credit enhancements.

The Company has not been materially exposed to credit risk throughout the year.

#### 14.4 Fair values of financial assets and financial liabilities

Financial assets and financial liabilities are either carried in the Statement of Financial Position at their fair value (investments) or the Statement of Financial Position amount is a reasonable approximation of fair value due to their short term to maturity (amounts due from brokers, dividend and interest receivable, amounts due to brokers, accruals, forward foreign exchange contracts, cash at bank and bank loans).

#### 14.5 Fair value hierarchy disclosures

The table below analyses fair value measurements for investments held at fair value through profit or loss. These fair value measurements are categorised into different levels in the fair value hierarchy based on the valuation techniques used and are defined as follows under FRS 102:

Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Level 1 – valued using quoted prices in active markets for identical assets.

Level 2 - valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 - valued by reference to valuation techniques using inputs that are not observed on observable market data.

Financial assets at fair value through profit or loss at 31 July 2017	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Equity investments	252,926	_	_	252,926
Total	252,926	_	_	252,926
Financial assets at fair value through profit or loss at 31 July 2016	£'000	Level 2 £'000	£'000	Total £'000
Equity investments	208,504	_	_	208,504
Euro Stoxx options	_	156	_	156
Total	208,504	156	_	208,660

There have been no transfers during the year between any of the levels.

The total carrying value of receivables, as stated in note 11, is a reasonable approximation of their fair value as at the year end date. The total carrying value of financial liabilities, as disclosed in note 12, is a reasonable approximation of their fair value at the year end date.

### 14 Risk management policies and procedures (continued)

#### 14.6 Capital management policies and procedures

The Company's capital management objectives are:

- · to ensure that it will be able to continue as a going concern, and
- to maximise the revenue and capital return to its equity shareholders through an appropriate balance of equity capital and debt.

The Company's capital as 31 July 2017 comprised its equity share capital, reserves and bank loans that are shown in the statement of financial position at a total of £255,618,000 (2016: £208,681,000).

The Board, with the assistance of the Manager, monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- the need to buy back equity shares for cancellation, which takes account of the difference between the net asset value per share and the share price (the level of share price discount or premium);
- · the demand for new issues of equity shares; and
- · the extent to which revenue in excess of that which is required to be distributed should be retained.

The Company is subject to additional externally imposed capital requirements:

- under the multi-currency facility total borrowings not to exceed 30% of the total market value of the portfolio and the net asset value not to fall below £75,000,000;
- as a public company, the Company has a minimum share capital of £50,000; and
- in order to be able to pay dividends out of profits available for distribution by way of dividends, the Company has to be able to meet one of the two capital restriction tests imposed on investment companies by law.

These requirements are unchanged since last year, and the Company has complied with them.

# 15 Called up share capital

	Number of shares entitled to dividend	Total number of shares	Nominal value of shares £'000
Ordinary shares of 5p each authorised	_	75,000,000	3,750
Balance at the end of the year ended 31 July 2016	21,185,541	21,205,541	1,060
New shares issued in the year	_	_	_
Shares bought back in the year: held in treasury	_	_	_
At 31 July 2017	21,185,541	21,205,541	1,060

During the year the Company issued no shares (2016:450,000 shares for a total of £3,940,000 after deduction of issue costs).

During the year the Company repurchased no shares (2016: 20,000) to be held in treasury (2016: total cost £169,000).

Shares held in treasury (2017: 20,000; 2016: 20,000) are not entitled to receive a dividend.

There is a single class of ordinary share. Accounting policy (I) on page 42 details the reserves that can be distributed as a dividend.

Since 31 July 2017, no further shares have been issued or repurchased.

# 16 Share premium account

	2017 £'000	2016 £'000
At start of year	41,032	37,114
Ordinary shares issued in year	_	3,926
Issue costs	_	(8)
At end of year	41,032	41,032

# 17 Reserves

	Capital redemption reserve £'000	Capital reserve arising on investments sold £'000	Capital reserve arising on investments held £'000	Capital reserves total £'000	Revenue reserve £'000
At 1 August 2016	263	107,804	51,432	159,236	5,823
Transfer on disposal of assets	_	20,233	(20,233)	_	_
Net movement on investments held					
at fair value through profit or loss	_	5,777	40,020	45,797	_
Net movement on foreign exchange	_	(607)	_	(607)	_
Expenses and finance costs charged to capital	_	(1,262)	_	(1,262)	_
Final dividend for year ended 31 July 2016 (paid 23 November 2016)	_	_	_	_	(2,966)
Net revenue return after taxation for					
the year	_	_	_	_	5,817
Interim dividend for the year ended 31 July 2017 (paid 28 April 2017)	_	_	_	_	(1,483)
At 31 July 2017	263	131,945	71,219	203,164	7,191

	Capital redemption reserve £'000	Capital reserve arising on investments sold £'000	Capital reserve arising on investments held £'000	Capital reserves total £'000	Revenue reserve £'000
At 1 August 2015	263	98,760	43,694	142,454	4,886
Transfer on disposal of assets	_	15,555	(15,555)	_	_
Net movement on investments held					
at fair value through profit or loss	_	(3,830)	23,293	19,463	_
Net movement on foreign exchange	_	(343)	_	(343)	_
Expenses and finance costs charged to capital Buyback of 20,000 ordinary	_	(2,169)	_	(2,169)	_
shares for treasury	_	(169)	_	(169)	_
Final dividend for year ended 31 July 2015 (paid 23 November 2015)	_	_	_	_	(2,750)
Net revenue return after taxation for the year	_	_	_	_	4,959
Interim dividend for the year ended 31 July 2016 (paid 29 April 2016)					(1,272)
At 31 July 2016	263	107,804	51,432	159,236	5,823

### 18 Transactions with the Manager

Under the terms of an agreement effective from 22 July 2014 (which replaced the agreement dated 14 December 2005 in order to reflect the appointment of an Alternative Investment Fund Manager in accordance with the requirements of the Alternative Investment Fund Managers Directive), the Company appointed a wholly owned subsidiary company of Janus Henderson Group plc ("Janus Henderson") to provide investment management, accounting, administrative and secretarial services. Janus Henderson has contracted with BNP Paribas Securities Services to provide accounting and administration services.

Details of the management fee arrangements for these services are given in the Strategic Report on page 4. The total of the management fees paid or payable under this agreement to Janus Henderson in respect of the year ended 31 July 2017 was  $\pounds$ 1,528,000 (2016: £1,239,000) of which £543,000 (per note 12) was outstanding at 31 July 2017 (2016: £435,000).

No performance fee is payable to Janus Henderson for the year ended 31 July 2017 (2016: £1,140,000). These amounts were outstanding at the respective Statement of Financial Position dates as per notes 4 and 12.

In addition to the above services, Janus Henderson has provided the Company with sales marketing services during the year. The total fees, including VAT paid or payable for these services for the year ended 31 July 2017 amounted to £95,000 (2016: £55,000) of which £29,000 was outstanding at 31 July 2017 (2016: £20,000).

# **General Shareholder Information**

#### AIFMD Disclosures

In accordance with the Alternative Investment Fund Managers Directive ("AIFMD"), information in relation to the Company's leverage and remuneration of Henderson Investment Funds Limited, as the Company's Alternative Investment Fund Manager ("AIFM") are required to be made available to investors. These disclosures, including those on the AIFM's remuneration policy, are contained in a Key Investor Information Document ("KIID") which can be found on the Company's website **www.hendersoneurotrust.com**.

#### **BACS**

Dividends can be paid to shareholders by means of BACS (Bankers' Automated Clearing Services); mandate forms for this purpose are available from the Registrar. Alternatively, shareholders can write to the Registrar (the address is given on page 14) to give their instructions; these must include the bank account number, the bank account title and the sort code of the bank to which payments are to be made.

## Common Reporting Standard

With effect from 1 January 2016 new tax legislation under The Organisation for Economic Co-operation and Development Common Reporting Standard for Automatic Exchange of Financial Account Information is being introduced. The legislation will require the Company to provide personal information to HMRC on certain investors who purchase shares in investment trusts. This information will have to be provided annually to the local tax authority of the tax residencies of a number of non-UK based certificated shareholders and corporate entities.

### Equality Act 2010

Copies of this report and other documents issued by the Company are available from the Corporate Secretary. If needed, copies can be made available in a variety of formats, including Braille or larger type as appropriate.

You can contact the Registrar, Computershare Investor Services PLC, which has installed textphones to allow speech and hearing impaired people who have their own textphone to contact them directly, without the need for an intermediate operator by dialling 0370 702 0005. Specially trained operators are available during normal business hours to answer queries via this service.

Alternatively, if you prefer to go through a 'typetalk' operator (provided by the Royal National Institute for Deaf People) dial 18001 followed by the number you wish to dial.

#### ISA

The Company intends to continue to manage its affairs in order to qualify as an eligible investment for a stocks and shares ISA.

# Non-mainstream pooled investments ("NMPI") status

The Company currently conducts its affairs so that its ordinary shares of 5p each can be recommended by IFAs to ordinary retail investors in accordance with the Financial Conduct Authority's ("FCA") rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in an investment trust.

### Performance details/share price information

Details of the Company's share price and NAV per share can be found on the website. The address is **www.hendersoneurotrust.com**. The Company's NAV is published daily.

#### Shareholder details

Shareholders who hold their shares in certificated form can check their shareholding with the Registrar, Computershare Investor Services PLC, via **www.computershare.com**.

Please note that to gain access to your details on the Computershare site you will need the holder reference number shown on your share certificate.

### Share price listings

The market price of the Company's ordinary shares is published daily in The Financial Times. The Financial Times also shows figures for the estimated NAV per share and the discount.

The market prices of the Company's shares can also be found in the London Stock Exchange Daily Official List.

# Warning to shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas based 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

Please note that it is very unlikely that either the Company or the Company's Registrar, Computershare Investor Services PLC, would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment 'advice'.

If you are in any doubt about the veracity of an unsolicited phone call, please call the Company Secretary at the number provided on page 14.

Henderson EuroTrust plc

Registered as an investment company in England and Wales with registration number 2718241. Registered office: 201 Bishopsgate, London EC2M 3AE.

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Telephone: 0800 832 832

Email: support@janushenderson.com

www.hendersoneurotrust.com

















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