

Henderson EuroTrust plc  
Notice of 2023 Annual General Meeting

# Henderson EuroTrust plc

*(an investment company within the meaning of Section 833 of the Companies Act 2006,  
incorporated in England and Wales with registered number 2718241)*

## Letter from the Chairman

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the UK or, if not, from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in Henderson EuroTrust plc (the 'Company'), please pass this document but not the accompanying personalised Form of Proxy to the purchaser, transferee or stockbroker, or other agent through whom you made the sale, transfer or disposal for delivery to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold, transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

### **Dear Shareholders**

I hope that you will be able to attend the Annual General Meeting ('AGM' or 'Meeting') of the Company on Wednesday 15 November 2023 at 2.30pm at the offices of Janus Henderson Investors, 201 Bishopsgate, London, EC2M 3AE.

The Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company's shareholders as a whole and therefore recommends unanimously to shareholders that they vote in favour of each of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Details of each of the resolutions to be proposed at the Meeting are set out in the explanation of the resolutions on pages 3 and 4. The Notice of Meeting can be found on pages 5 and 6 of this document and further notes can be found on pages 6 to 8. I also refer you to the Company's Annual Report and Financial Statements for the year ended 31 July 2023 (the 'Annual Report'), which is being sent to shareholders with this document.

If you are not able to attend the AGM, I hope that you vote by completing and returning your Form of Proxy. All proxy appointments should be submitted in accordance with the instructions and deadline given on the Form of Proxy. The meeting will be broadcast live on the internet so if you are unable to attend in person you can watch the meeting as it happens by visiting [www.janushenderson.com/trustslive](http://www.janushenderson.com/trustslive).

Jamie Ross, our Fund Manager, will give a presentation at the Meeting and there will be an opportunity to ask questions.

Light refreshments will be served following the meeting and shareholders will have the opportunity to speak with the Board and the Fund Manager.

Yours faithfully

**Nicola Ralston**

*Chairman*

27 September 2023

# Explanation of the Resolutions

The information set out below is an explanation of the business to be considered at the 2023 Annual General Meeting ('AGM' or 'Meeting'). The full text of the resolutions is set out on pages 5 and 6.

Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolution.

## **Resolution 1: Company's Annual Report and audited financial statements** (ordinary resolution)

The Directors are required to lay before the Meeting the Annual Report and audited Financial Statements in respect of the financial year ended 31 July 2023 including the Strategic Report, Report of the Directors, Independent Auditor's Report and the Directors' Remuneration Report. Shareholders will be given an opportunity at the Meeting to ask questions on these items before being invited to receive the Annual Report and audited Financial Statements. Shareholders can also submit any questions on the Annual Report ahead of the Meeting by emailing [itsecretariat@janushenderson.com](mailto:itsecretariat@janushenderson.com).

## **Resolution 2: Directors Fees** (ordinary resolution)

The Company's Articles of Association currently state that the aggregate remuneration of the Directors may not exceed £200,000 per annum. The Board proposes an alteration to the aggregate remuneration to increase that amount to £250,000 per annum. With the increases to Directors fees that were effective from 1 August 2023, the total remuneration to Directors for a year would be approximately £182,000, which is close to the current limit. The remuneration policy would be updated accordingly if the resolution to update the aggregate is approved by shareholders at this year's AGM.

## **Resolutions 3 and 4: Approval of the Directors' Remuneration Policy and Report** (ordinary resolution)

In accordance with legislation in relation to remuneration, shareholders will be asked to approve the Director's Remuneration Policy every three years. The current Directors' Remuneration Policy was approved by shareholders at the AGM in 2020, and there have been no changes to the policy since that date. Shareholders are asked to approve the policy as set out in the Directors' Remuneration Report on pages 41 and 42 of the Annual Report. The vote on this resolution is binding. The Company's Articles of Association currently state that the aggregate remuneration of the Directors may not exceed £200,000 per annum. Resolution 2 proposes an alteration of the aggregate remuneration to increase that amount to £250,000 per annum. No other changes to the current Directors' Remuneration Policy are proposed.

Shareholders are requested to approve the Directors' Remuneration Report for the year ended 31 July 2023, which is set out on pages 41 to 43 of the Annual Report. The vote is advisory and does not affect the remuneration payable to any individual Director. However, the Board will take feedback from shareholders regarding remuneration and incorporate this into any future remuneration discussions.

## **Resolution 5: Final dividend** (ordinary resolution)

The payment of a final dividend is subject to approval by shareholders, although the scope to pay a lesser amount would be restricted by the Company's status as an investment trust. If approved, the dividend will be paid on 22 November 2023 to shareholders on the register as at 20 October 2023.

## **Resolutions 6-10: Election and re-election of Directors** (ordinary resolutions)

**Resolution 6** relates to the election of Stephen White, who joined the Board on 1 December 2022. Stephen brings substantial investment experience to the Board. Stephen will be appointed as Senior Independent Director with effect from the AGM in November 2023, thereby providing shareholders with an alternative point of contact to raise any concerns should they not wish to discuss these with the Chairman or the Chairman of the Audit and Risk Committee.

**Resolution 7** relates to the re-election of Nicola Ralston, who joined the Board in September 2013 and has been Chairman since March 2014. Nicola brings substantial investment experience to the Board. Nicola had intended to retire from the Board at the AGM in November 2023, however, the search for her successor has taken longer than anticipated and is still ongoing. Nicola will retire from the Board, at the latest, at the AGM in November 2024.

**Resolution 8** relates to the re-election of Stephen King, who joined the Board in December 2019. Stephen brings substantial experience as an economist to the Board.

**Resolution 9** relates to the re-election of Rutger Koopmans, who joined the Board in May 2016. Rutger brings a wealth of European commercial and financial experience and a strategic perspective to the Board.

**Resolution 10** relates to the re-election of Ekaterina (Katya) Thomson, who joined the Board in May 2017. Katya has substantial experience in corporate finance and is a Chartered Accountant.

At its meeting in July 2023, the Nominations Committee reviewed the performance, contribution and commitment of the members of the Board and concluded that each of the Directors continues to bring extensive current and relevant business experience that allows them to contribute effectively to the leadership of the Company. Furthermore, having considered each Directors' experience and the nature of, and anticipated, demands on his or her time by their other business commitments, the Board is satisfied that each Director is able to commit the time required to fulfil his or her responsibilities as a Director of the Company. The Board is therefore pleased to recommend the election and re-election of the Directors at the meeting.

A biography on each of the Directors is given on page 29 of the Annual Report.

## **Resolutions 11 and 12: Re-appointment and remuneration of the statutory auditor** (ordinary resolutions)

In accordance with Sections 489 and 492 of the Companies Act 2006 ('the Act'), shareholders are required to approve the appointment of the Company's auditor each year and to give the Directors the authority to determine the auditor's remuneration.

# Explanation of the Resolutions

continued

BDO LLP has expressed their willingness to continue as Auditors to the Company. Resolution 11 relates to their re-appointment and resolution 12 relates to the determination of their remuneration.

## **Resolution 13: Authority to allot shares** (ordinary resolution)

On 17 November 2022 the Directors were granted authority to allot a limited number of new securities. No securities have been allotted under this authority, which will expire at the conclusion of the forthcoming AGM.

An ordinary resolution to renew this authority will be proposed at the AGM, which will allow the Directors to allot securities up to a maximum aggregate nominal amount of £105,927 (or such other amount being equivalent to 10% of the issued share capital, excluding treasury shares, at the date of the Meeting). The resolution is set out in full on page 5. If renewed, the authority will expire at the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the AGM in 2024.

## **Resolution 14: Power to disapply pre-emption rights** (special resolution)

At the AGM on 17 November 2022, the Directors were also empowered to allot or sell securities of a limited value for cash without first offering them to existing shareholders in accordance with statutory pre-emption procedures. The Directors have not allotted or sold securities under this power, and therefore may allot or sell securities up to a maximum aggregate nominal amount of £105,927 under the existing power which will expire at the conclusion of the forthcoming AGM.

Resolution 14 will give the Directors power to allot or sell out of treasury securities for cash on a non pre-emptive basis up to a maximum aggregate nominal amount of £105,927 (or such amount being equivalent to 10% of the Company's issued share capital, excluding treasury shares, as at the date of the passing of this resolution). The resolution is set out in full on page 5. If renewed, the power will expire at the earlier of the date falling 15 months after the passing of the resolution or the conclusion of the AGM in 2024.

The Directors do not intend to allot or sell shares pursuant to resolutions 13 and 14 other than to take advantage of opportunities in the market as they arise and only if they believe it to be advantageous to the Company's existing shareholders to do so and when it would not result in any dilution of net asset value per share (i.e. shares will only be issued or sold at a premium to net asset value).

## **Resolution 15: Authorise the Company to make market purchases of its own ordinary shares** (special resolution)

On 17 November 2022 the Directors were granted authority to repurchase 31,757,126 ordinary shares for cancellation or to be held in treasury. The Directors have not bought back any shares under this authority.

Resolution 15 seeks to renew the Company's authority to buy back shares. The authority under this resolution is limited to the purchase of a maximum of 14.99% of the ordinary shares, excluding treasury shares, in issue at the date of the passing of this resolution. If there is no change to the issued share capital between 27 September 2023 (being the date of this Notice) and the AGM, the maximum number of shares that the Directors will be able to buy back will be 31,757,126 of the Company's own issued ordinary shares.

The Directors believe that, from time to time and subject to market conditions, it may be in the shareholders' interests to buy back the Company's shares when they are trading at a discount to the underlying net asset value per share.

The Company may utilise the authority to purchase shares by either a single purchase or a series of purchases when market conditions allow, with the aim of maximising the benefit to shareholders. This proposal does not indicate that the Company will purchase shares at any particular time or price, nor imply any opinion on the part of the Directors as to the market or other value of the Company's shares. Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company.

The Company may cancel or hold in treasury any shares bought back under this authority. The authority will expire at the earlier of the date falling 15 months after the passing of the resolution and the conclusion of the 2024 AGM and it is the present intention of the Directors to seek a similar authority annually.

## **Resolution 16: Notice of General Meetings** (special resolution)

The Act stipulates that the notice period for general meetings (other than AGMs) is 21 days unless shareholders' approval to reduce the notice period has been given. The Board is of the view that it is in the Company's interest to have a shorter notice period which complies with the provisions of the Act. The passing of resolution 16 would preserve the Company's ability to call general meetings (other than AGMs) on 14 clear days' notice where shareholders are given the opportunity to vote at such meetings by electronic means. The Board would utilise this authority to provide flexibility when merited and would not use it as a matter of routine. The Board intends to seek a renewal of such authority at subsequent AGMs.

# Notice of Annual General Meeting

Notice is hereby given that the thirty-first Annual General Meeting of Henderson EuroTrust plc ('the Company') will be held at 201 Bishopsgate, London EC2M 3AE on **Wednesday 15 November 2023 at 2.30pm** for the transaction of the following business:

## Ordinary Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 1 To receive the Company's Annual Report and audited Financial Statements for the year ended 31 July 2023.
- 2 To approve the increase in aggregate Director Fees to £250,000 per annum.
- 3 To approve the Directors' Remuneration Policy.
- 4 To approve the Directors' Remuneration Report for the year ended 31 July 2023.
- 5 To approve a final dividend of 3.0 pence per share.
- 6 To elect Stephen White as a Director.
- 7 To re-elect Nicola Ralston as a Director.
- 8 To re-elect Stephen King as a Director.
- 9 To re-elect Rutger Koopmans as a Director.
- 10 To re-elect Ekaterina Thomson as a Director.
- 11 To re-appoint BDO LLP as statutory auditor to the Company.
- 12 To authorise the Directors to determine the remuneration of the statutory auditor.
- 13 THAT in substitution for all existing authorities the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) and to grant rights to subscribe for, or to convert any security into, relevant securities up to an aggregate nominal amount of £105,927 (or such amount being equivalent to 10% of the Company's issued ordinary share capital, excluding treasury shares, at the date of the passing of this resolution) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the Annual General Meeting of the Company in 2024, but that the Company may make an offer or agreement which would or might require relevant securities to be allotted or rights to be granted after expiry of this authority and the Directors may allot relevant securities and grant rights in pursuance of that offer or agreement as if the authority conferred hereby had not expired.
- 14 THAT, in substitution for all existing authorities and subject to the passing of resolution 13, the Directors be empowered pursuant to Section 570 and 573 of the Companies Act 2006 (the 'Act') to allot or sell equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 13 as if Section 561 of the Act did not apply to the allotment or sale of the relevant shares (within the meaning of Section 560 of the Act) held by the Company immediately before the sale of treasury shares (as defined in Section 724 of the Act) for cash as if Section 561 of the Act did not apply. This power shall be limited:
  - (a) to the allotment or sale of equity securities whether by way of a rights issue, open offer or otherwise to ordinary shareholders and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary shareholders and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or are otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or local or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever;
  - (b) to the allotment or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £105,927 (or such amount being equivalent to 10% of the Company's issued ordinary share capital, excluding treasury shares, at the date of the passing of this resolution); and
  - (c) to the allotment or sale of equity securities at a price not less than the net asset value per share;

and shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the next AGM of the Company in 2024, (unless previously renewed, varied or revoked, by the Company in general meeting), save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold from treasury after such expiry and the Directors may allot or sell equity securities and grant rights in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

*To consider and, if thought fit, pass the following resolutions as special resolutions:*

# Notice of Annual General Meeting

continued

**15** THAT in substitution of all existing authorities the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 0.5p each in issue in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 14.99% of the Company's issued ordinary share capital as at the date of the passing of this resolution (equivalent to 31,757,126 ordinary shares, excluding treasury shares, at the date of this Notice);
- (b) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed the higher of:
  - (i) 105% of the average of the middle market quotations for the shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
  - (ii) the last independent bid and the highest current independent bid on the London Stock Exchange.
- (c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 0.5p, being the nominal value per share;
- (d) the authority hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this

resolution or at the conclusion of the Annual General Meeting of the Company in 2024, unless such authority is renewed before expiry;

- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract; and
- (f) any ordinary shares so purchased shall be cancelled or, in accordance with the provisions of the Act, if the Directors so determine, be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

**16** THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting in 2024.

By order of the Board

Janus Henderson Secretarial Services UK Limited  
Corporate Secretary  
27 September 2023

Registered Office:  
201 Bishopsgate, London EC2M 3AE

## Notes to the Notice of AGM

### 1 Rights to attend and vote

Subject to note 2, all of the Company's Members are entitled to attend, speak and vote at the forthcoming AGM or at any adjournment(s) thereof. On a poll each Member has one vote for every one share held.

### 2 Voting record date

Only Members registered in the Register of Members of the Company at close of business on 13 November 2023 shall be entitled to attend, speak and vote at the AGM in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

If the AGM is adjourned for no more than 48 hours after the original time, the same voting record date will also apply for the purpose of determining the entitlement of Members to attend, speak and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the AGM is adjourned for more than 48 hours then the voting record date will be close of business

on the day which is two days (excluding non-working days) before the day of the adjourned meeting or, if the Company gives notice of the adjourned meeting, at any time specified in that notice.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

### 3 Right to appoint proxies

Pursuant to Section 324 of the Act, a Member entitled to attend and vote at the Meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by them. A proxy need not be a Member of the Company.

A Form of Proxy is enclosed. The completion of the Form of Proxy or any CREST proxy instruction (as described in Notes 6 and 7) will not preclude a shareholder from attending and voting in person at the Meeting.



# Notes to the Notice of AGM

continued

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and to the Financial Conduct Authority. Therefore, any Member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and to the Financial Conduct Authority. However, any Member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the Member and the proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

Section 324 of the Act does not apply to persons nominated to receive information rights pursuant to Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act have been sent this Notice of Meeting and are hereby informed, in accordance with Section 149(2) of the Act, that they may have the right under an agreement with the registered Member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this Meeting. If they have no such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the Member as to the exercise of voting rights.

Nominated persons should contact the registered Member by whom they were nominated in respect of these arrangements.

The statements of rights of shareholders in relation to the appointment of proxies in this paragraph does not apply to nominated persons.

## 4 Proxies' rights to vote at the Meeting

On a vote on a show of hands, each Member or proxy has one vote.

If a proxy is appointed by more than one Member and all such Members have instructed the proxy to vote in the same way, the proxy will only be entitled on a show of hands to vote 'for' or 'against' as applicable. If a proxy is appointed by more than one Member, but such Members have given different voting instructions, the proxy may on a show of hands vote both 'for' and 'against' in order to reflect the different voting instructions.

On a poll all or any of the voting rights of the Member may be exercised by one or more duly appointed proxies. However, where a Member appoints more than one proxy, Section 285(4) of the Act does not permit the exercise by the proxies taken together of more extensive voting rights than could be exercised by the Member in person.

## 5 Voting by corporate representatives

Corporate representatives are entitled to attend, speak and vote on behalf of the Corporate Member in accordance with Section 323 of the Act provided they do not do so in relation to the same shares.

## 6 Receipt and termination of proxies

To be valid the enclosed Form of Proxy must be received by the Company's Registrars (Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY) before 2.30pm on 13 November 2023 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting). A Member may terminate a proxy's authority at any time before the commencement of the Meeting. Termination must be provided in writing and submitted to the Company's Registrar at the above address.

In accordance with the Company's Articles of Association, in determining the deadline for receipt of proxies, no account shall be taken of any part of a day that is not a working day.

## 7 Electronic receipt of proxies

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number 3RA50) no later than the deadline specified in Note 6. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a CREST proxy appointment in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

Instructions on how to vote through CREST can be obtained from Euroclear ([www.euroclear.com](http://www.euroclear.com)).

## 8 Questions at the Meeting

Any member attending the Meeting has the right to ask questions. Section 319A of the Act requires the Directors to answer any question raised at the AGM which relates to the business of the Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the proceedings of the Meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

If shareholders would like to submit any questions in advance of the AGM, they are welcome to send these to the Corporate Secretary at [itsecretariat@janushenderson.com](mailto:itsecretariat@janushenderson.com).

# Notes to the Notice of AGM

continued

## 9 Members' statement of audit concerns

Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or
- (b) any circumstances connected with the auditor of the Company ceasing to hold office since the last AGM that the Members propose to raise at the Meeting.

The Company cannot require the Members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time at which the Company makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to make.

By attending the Meeting, Members and their proxies and representatives are understood by the Company to have agreed to receive any communications relating to the Company's shares made at the Meeting.

## 10 Website

A copy of this Notice of the Meeting, including these explanatory notes and other information required by Section 311A of the Act, is available on the Company's website, [www.hendersoneurotrust.com](http://www.hendersoneurotrust.com).

## 11 Documents available for inspection

Copies of the Directors' letters of appointment may be inspected at the registered office of the Company, 201 Bishopsgate, London EC2M 3AE during normal business hours on any day (Saturday, Sunday and public holidays excepted) and will be available at the Meeting from 15 minutes prior to the commencement of the Meeting until its conclusion. No Director has a contract of service with the Company. Any shareholders wishing to inspect the letters of appointment can do so by contacting the Corporate Secretary at [itsecretariat@janushenderson.com](mailto:itsecretariat@janushenderson.com).

## 12 Total voting rights

As at 27 September 2023 (being the date of this Notice) the Company's total voting rights comprised 211,855,410 shares with one vote each. There are 200,000 shares held in treasury.

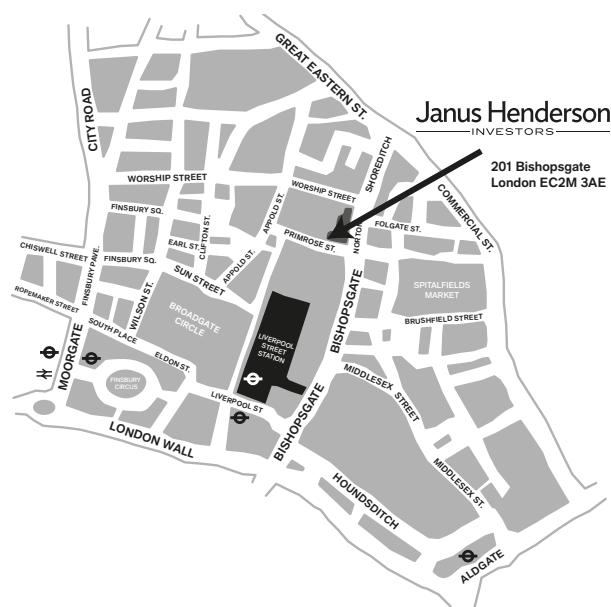
## 13 Communication with the Company

Members may not use any electronic address provided either in the Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated. Except as provided above, Members who have general queries about the Meeting should send such queries to the Corporate Secretary, Henderson EuroTrust plc, 201 Bishopsgate, London EC2M 3AE.

## 14 Filming

By attending the Annual General Meeting, you agree to be filmed and note that the event will be broadcast online.

## Venue



The 2023 Annual General Meeting will be held at Janus Henderson Investors' offices at 201 Bishopsgate, London EC2M 3AE. It is a few minutes walk from Liverpool Street Station.