

20200424-01

駿利亨德森證券投資顧問股份有限公司 函

聯絡電話:(02) 2171-1686

受文者：匯豐(台灣)商業銀行股份有限公司

發文日期：中華民國 109 年 04 月 23 日

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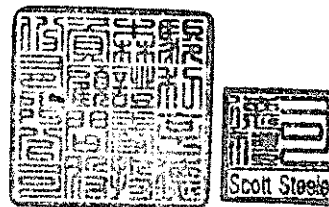
主旨：2020 年駿利亨德森資產管理基金系列特別股東大會通知，詳如說明，敬請查照。

說明：

- 一、本公司總代理之駿利亨德森資產管理基金（「基金公司」）將於 2020 年 05 月 18 日上午 10 時（愛爾蘭時間）舉行特別股東大會，隨函檢附基金公司之特別股東大會通知函及相關文件，請查照。
- 二、謹請 貴公司於收到該通知文件後，依台灣相關法令規定，將該訊息轉知 貴公司所屬之投資人並代表投資人投票。
- 三、如 貴公司未能親自出席股東臨時會，可利用附件英文版本之「特別股東大會委託書表格」代表投資人投票。填妥之英文版本「特別大會委託書表格」"EXTRAORDINARY GENERAL MEETING FORM OF PROXY" 須於股東大會召開前 48 小時前，以電子郵件寄至 JanuHenderson@paragon-cc.co.uk；或傳真至 +44 (207) 184 9294。
- 四、煩請 貴公司轉知相關單位協助處理。

附件：特別股東大會通知函、特別股東大會委託書表格(英文及其中譯文各一份)。

駿利亨德森證券投資顧問股份有限公司



駿利亨德森資產管理基金

10 Earlsfort Terrace
Dublin 2
Ireland

(中譯文)

此係重要文件，請盡速閱讀。如果台端對應採取之行動有疑問，請洽詢台端的證券經紀商、銀行經理、律師、會計師或其他獨立財經顧問。

若台端已出售或轉讓手中持有之駿利亨德森資產管理基金（下稱「本公司」）子基金之任何股份，請立即將本文件轉交買受人或受讓人，或轉交執行銷售或轉讓的證券商、銀行或其他代理人以儘速轉交買受人或受讓人。

本文中英文字首大寫詞彙，其意涵一概與本公司 2020 年 4 月 16 日刊發之公開說明書（可能不時修正或補充）（下稱「公開說明書」）內英文字首大寫詞彙相同。如欲索取公開說明書，請於一般營業時間洽詢本公司註冊辦公室或在本公司子基金註冊為公開發行處之各個司法管轄區之地方代表。

依據愛爾蘭中央銀行（下稱「央行」）現行政策，本文件內容未經央行審核。

西元 2020 年 4 月 23 日

主旨：本公司章程（下稱「章程」）之修正

親愛的股東您好：

本函旨在告知台端本公司擬修訂章程，提供本公司指派 UCITS 管理公司（下稱「管理公司」）之彈性，以協助管理本公司事務。

變更章程

章程將修訂為允許本公司指派管理機構以協助管理本公司事務，並允許本公司未來可由自行管理之投資公司轉換為外部管理之投資公司。同時擬將過戶代理人功能自行政管理人提供的行政管理服務中分離，並另行指派過戶代理人來處理基金的申購和贖回，並協助服務投資人。

本公司請台端同意修訂章程。修訂後之章程可向本公司索取，亦可於駿利資產管理國際有限公司 (Janus Capital International Limited) 網站 (www.janushenderson.com) 中「通知(Notices)」項下或基金專屬頁面去取得。該等修訂內容反映在本公司基金架構中加入指派管理公司與過戶代理人的提案。一旦決議通過，則公開說明書及本公司與服務供應商間之契約應一併修正，且將在該等變更發生前提前通知股東。

修正章程之理由

指派管理公司的理由係為因應各種對本公司生影響之法規變更(尤其隨本公司持續成長對提供予本公司之各項服務之監督)。Henderson Management, S.A. (下稱「HMSA」)擬自西元 2020 年 6 月 1 日(或其他另行通知股東之較晚之日)起受指派為本公司(目前係自行管理)之管理公司。本董事會相信以 HMSA 擔任兩檔亦於歐洲、亞洲及拉丁美洲各地銷售之駿利亨德森 UCITS SICAV 基金系列相當職務多年之經驗,足以適任本公司管理公司之職務。HMSA 將負責投資本公司之投資管理、行政管理與銷售,惟目前管理本基金的投資管理團隊不因其受指派而有任何變更。

若經指派,本公司將每年支付 HMSA 最高不超過本公司資產淨值 0.025% 的服務費。應支付予 HMSA 之費用雖導致本公司管理相關之費用增加,支付予 HMSA 之費用將與本公司實行的各種成本擷節措施相互抵銷,此部分詳細內容將載於後續對股東之通知中。除支付予 HMSA 之費用外,指派 HMSA 擔任本公司管理公司對股東無其他影響。

本函中所擬進行之變更所生費用將由駿利亨德森集團負擔。

為審議並表決本公司章程變更事宜之特別股東大會通知

為了取得股東對此變更之同意,董事會決定召開本公司之特別股東大會,提出通過變更章程之特別決議。謹檢附特別股東大會通知,該特別股東大會將於此通知所載之時間即 2020 年 5 月 18 日,假 Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland 舉行。倘因新型冠狀病毒相關因素無法召開實體會議,將在西元 2020 年 5 月 11 日於駿利資產管理國際有限公司之網站(www.janushenderson.com)中「通知(Notices)」項下或基金專屬頁面提供電話會議參與號碼,且於此情形將視為在特別股東大會主席所在地於特別股東大會通知所載時間召開特別股東大會。

章程修正應經股東會特別決議通過,意即應有超過 75% 之股東出席,且親自或以委託書投票贊成此決議。此股東大會的最低出席人數係二位股東(親自出席或以委託書)。如在股東大會表定開會時間半個小時內無法達到最低出席人數,此股東大會應順延,一星期後在同樣時間、地點再行召開,或另日再行召開,時間地點由董事會決定。

於經股東同意後,章程變更將於 2020 年 5 月 18 日(或經另行事先通知股東之較晚之日)起(下稱「生效日」)生效。

特別股東大會之投票結果可在特別股東大會召開後 48 小時於駿利資產管理國際有限公司的網站 www.janushenderson.com 取得。

董事: Ian Dyble 先生(英國); Carl O'Sullivan 先生;
Peter Sandys 先生; Alistair Sayer 先生(英國)
子基金責任分離之傘型基金
登記編號: 296610; 登記地址: 如上

特別股東大會中之新型冠狀病毒防疫措施

本董事會高度重視股東、特別股東大會出席人員與本公司服務供應商員工之健康。因親自出席特別股東大會可能對出席者本身與他人帶來風險，故高度鼓勵各股東透過指派代理人於特別股東大會代表進行表決之方式，完整且安全地行使其權利。目前特別股東大會將依健康服務管理署(Health Service Executive)(愛爾蘭公衛主管機關)頒布之準則召集，即：

- (a) 特別股東大會將盡快結束；
- (b) 不建議親自出席，且鼓勵股東委託代表投票；
- (c) 不提供點心；及
- (d) 倘需變更場地，將於駿利資產管理國際有限公司之網站 (www.janushenderson.com) 中「通知(Notices)」項下或基金專屬頁面盡可能提早通知所有股東。

投票/委託書

附在特別股東大會通知信件中的委託書應依指示填寫並擲回，並盡快以電子郵件寄至 JanusHenderson@paragon-cc.co.uk 或傳真至+44 (207) 184 9294，至遲應於特別股東大會召開前 48 小時送達。委託書之填寫與擲回，並不影響股東親自參加特別股東大會並參與表決之權利。

股份贖回

於股東在特別股東大會中決議通過章程修正案之前提下，不願繼續投資本公司之股東得於特別股東大會前之任一交易日，及於特別股東大會後至生效日前之任何時間，依公開說明書內所載贖回程序贖回部分或全部所持股份。

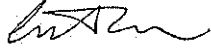
建議

董事會認為所提章程修訂內容係為整體股東之最佳利益。董事會建議台端投票贊成章程修正。

若台端就本事項有任何疑問，應至上述地址洽詢本公司，或於適當時應洽詢台端之投資顧問、稅務顧問及/或法律顧問。

董事: Ian Dyble 先生 (英國); Carl O'Sullivan 先生;
Peter Sandys 先生; Alistair Sayer 先生 (英國)
子基金責任分離之傘型基金
登記編號: 296610; 登記地址: 如上

敬祝 商祺



董事

駿利亨德森資產管理基金

附件：- 特別股東大會召集通知；及
- 委託書

董事: Ian Dyble 先生 (英國); Carl O'Sullivan 先生;
Peter Sandys 先生; Alistair Sayer 先生 (英國)
子基金責任分離之傘型基金
登記編號: 296610; 登記地址: 如上

駿利亨德森資產管理基金
子基金間責任隔離之傘型基金
(下稱「本公司」)

特別股東大會通知

謹通知本公司將為下列目的，於2020年5月18日愛爾蘭時間上午10點，假Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland 召開特別股東大會以審議並(於經認定適當時)通過以下議案以做成特別決議。此外，附件係特別股東大會之委託書，俾使台端就特別股東大會之議案進行表決。僅有在本通知之日期前登記為本基金股東者，始有參加特別股東大會並參與表決之權利。

特別決議事項

“本公司章程將以新修訂之章程替代，且現有公司章程不再援用。”

承董事會命

簽名：
代表
Bradwell Limited

日期：2020年4月23日
註冊地址：10 Earlsfort Terrace
Dublin 2
D02 T380
Ireland

(請勿將台端之委託書寄至本地址。委託書應於委託書所規定之時間內依委託書所載以電子郵件或傳真擲回)

備註

有權參加前述特別股東大會及表決之各股東，有權委託代理人代表參加、發言及表決。公司得委任經授權之代表人代表參加、發言及表決。代理人或經授權之代表人毋須為本公司之股東。股東得將簽名後之委託書以電子郵件寄至 JanusHenderson@paragon-cc.co.uk 或傳真至 +44 (207) 184 9294，至遲應於特別股東大會召開前48小時送達。委託書之填寫與擲回，並不影響股東親自參加特別股東大會並參與表決之權利。

駿利亨德森資產管理基金
子基金間責任隔離之傘型基金
(下稱「本公司」)

特別大會委託書表格

請於本處列載
台端之股東名
稱與地址



本人/我們 _____
址設 _____ 為本公司

_____ 股之股份持有人且有表決權，茲委託 Kevin Murphy, Sarah O'Sullivan, Ronan Donohoe 或 _____，或會議主席 (視需要刪除) 為本人/我們之代理人/代表，代本人/我們於愛爾蘭時間 2020 年 5 月 18 日上午 10 點舉行之本公司特別股東大會中及任何相關延期會議中行使表決權 (包含於本公司任何董事未出席時選任一位出席之股東 (包含其本人) 擔任會議主席)。

請於此處簽
名並填入日
期



簽名 _____

名稱大寫 _____

日期：2020 年 _____ 月 _____ 日

決議事項	贊成	不行使	反對
本公司之章程將以新修訂之章程替代，且現有公司章程不再援用。			

倘台端以本委託書贊成任何決議，請於上方「贊成」欄位下打「X」。倘台端以本委託書不行使任何表決權，請於上方「不行使」欄位下打「X」。倘台端以本委託書反對任何決議，請於上方「反對」欄位下打「X」。未選取者將由代理人以其認為適當之方式表決。

備註：

1. 除另有明示外，代理人將以其認為適當之方式表決。
2. 本委託書應於開會時間前 48 小時前送達始生效力。
3. 若為法人股東，本文件可蓋上該公司之機關印信或由授權之公司主管或代理人簽署。
4. 就須透過所代表之投資人始得表決之綜合帳戶/代名股東，請在“贊成”及/或“反對”欄位註明其代表之投資人總票數以說明台端希望代理人/代表如何表決。
5. 倘台端擬指定會議主席以外之人選為代理人，請填入其姓名和地址，並刪除“會議主

席”。

6. 若本委託書經簽名擲回但未註明代理人應如何投票，代理人將自行判斷如何投票以及是否棄權。
7. 若為共同持有，則以先順位者親自或委託代理人所投之票為主，其他共同持有人的投票則不予考量，順位之考量以共同持有成員登記簿上登記之姓名先後順序為準。
8. 請於表格塗改變更處簽上姓名縮寫。
9. 股東得將簽名後之委託書以電子郵寄至 JanusHenderson@paragon-cc.co.uk 或傳真至 +44 (207) 184 9294，至遲應於特別股東大會召開前 48 小時送達。委託書之填寫與擲回，並不影響股東親自參加特別股東大會並參與表決之權利。

JANUS HENDERSON CAPITAL FUNDS PLC

10 Earlsfort Terrace
Dublin 2
Ireland

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

If you have sold or transferred all of your shares in any of the sub-funds of Janus Henderson Capital Funds plc (the “Company”), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 16 April 2020, as may be amended or supplemented from time to time (the “Prospectus”). Copies of the Prospectus are available upon request during normal business hours from the registered office of the Company or from the local representative of the Company in each jurisdiction in which the sub-funds of the Company are registered for public distribution.

In accordance with the current policy of the Central Bank, this document has not been reviewed by the Central Bank.

23 April 2020.

Re: Amendment to the Constitution of the Company (the “Constitution”)

Dear Shareholder,

The purpose of this circular is to inform you of the proposed changes to the Constitution to provide the Company with the flexibility to appoint a UCITS management company (a “ManCo”) to assist with the management of the Company’s affairs.

Changes to the Constitution

It is proposed to amend the Constitution to allow the Company to appoint a ManCo to assist the Company with the management of its affairs and to allow the Company to convert from a self-managed investment company to an externally managed investment company in the future. In addition it is proposed to separate the transfer agency function from the administration services provided by the Administrator and appoint a transfer agent to process subscriptions and redemptions and to assist with investor servicing.

We are seeking your approval of the adoption of the amended Constitution. A copy of the amended Constitution shall be available on demand from the Company and may be found on the “Notices” section and/or the dedicated Fund page of Janus Capital International Limited’s website, www.janushenderson.com. The changes made reflect the proposal to appoint a ManCo and transfer agent into the fund structure of the Company. Once this resolution is approved, it will be necessary to amend the Prospectus and the Company’s agreements with its service providers and Shareholders will be notified in advance of the relevant changes.

*Directors: Mr Ian Dyble (UK); Mr. Carl O’Sullivan;
Mr. Peter Sandys; Mr Alistair Sayer (UK)
An umbrella fund with segregated liability between sub-funds
Registered No. 296610; Registered Address: as above*

Rationale for amending the Constitution

The rationale for appointing a ManCo is in response to various regulatory changes that will impact the Company particularly in relation to the oversight of various services being provided to the Company as the Company continues to grow. It is proposed to appoint Henderson Management, S.A. (“HMSA”) as the ManCo to the Company which is currently self-managed with effect from 1 June 2020 or such later date as may be notified in advance to Shareholders. We believe HMSA is ideally suited to undertake the role of ManCo to the Company due to its experience acting in a similar role for many years to the two Janus Henderson UCITS SICAV funds which are similarly distributed across Europe, Asia and Latin America. While HMSA will be responsible for the investment management, administration and distribution of the Company, there will be no change in the investment management teams currently managing the Funds as a result of its appointment

If appointed, the Company will pay a fee to HMSA for its services of up to 0.025% per annum of the NAV of the Company. While there will be an increase in the fees associated with the management of the Company as a result of the introduction of the fee payable to HMSA, the fee payable to HMSA will be offset against various cost savings that are being implemented for the Company, details of which will be outlined in further communications to Shareholders. Other than the introduction of the fee payable to HMSA, there are no other effects on Shareholders as a result of the appointment of HMSA to the Company.

The costs associated with the proposed changes set out in this document shall be borne by the Janus Henderson Group.

Notice of Extraordinary General Meeting (“EGM”) to consider and vote on the change to the Constitution of the Company

In order to obtain Shareholder approval for this change, the Directors have decided to convene an EGM of the Company at which a special resolution to approve the change of the Constitution will be proposed. You will find enclosed a notice of EGM which will be held at the offices of Arthur Cox, 10 Earlsfort Terrace, Dublin 2, D02 T380, Ireland on 18 May 2020 at the time indicated on the notice of EGM. In the event that it is not possible to convene a physical meeting due to Covid-19 related issues, a dial-in telephone conference facility will be provided on the “Notices” section and/or the dedicated Fund page of Janus Capital International Limited’s website, www.janushenderson.com on 11 May 2020 in which event the EGM shall be deemed to be held at the address of the chair of the EGM at the time indicated on the notice of EGM.

The amendment to the Constitution requires the approval of Shareholders by way of a special resolution. This means that over 75% of the Shareholders present and voting in person or by proxy must vote in favour of the resolution. The quorum for the meeting is two Shareholders present (in person or by proxy). If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for one week at the same time and place or to such other day, time and place as the Directors may determine.

Subject to Shareholder approval being obtained, the change to the Constitution will be effective on 18 May 2020 or such later date as shall be notified in advance to Shareholders (the “**Effective Date**”).

The results of the EGM vote will be available on or around 48 hours following the EGM on Janus Capital International Limited’s website at www.janushenderson.com.

Measures to reduce Covid-19 transmission at the EGM

We consider the health of Shareholders, attendees at the EGM and the staff of the Company’s service providers a top priority. **Shareholders are strongly encouraged to appoint a proxy to vote at the**

*Directors: Mr Ian Dyble (UK); Mr. Carl O’Sullivan;
Mr. Peter Sandys; Mr Alistair Sayer (UK)
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EGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the EGM may present a risk to themselves and others. Insofar as practicable, the EGM will be held in accordance with the guidance of the Health Service Executive (the Irish public health authority), meaning:

- (a) the EGM will be as brief as possible;
- (b) personal attendance is not recommended and Shareholders are encouraged to appoint proxies to vote on their behalf;
- (c) refreshments will not be provided; and
- (d) in the event that a change of venue is necessitated, this will be communicated the "Notices" section and/or the dedicated Fund page of Janus Capital International Limited's website, www.janushenderson.com to all Shareholders as far in advance of the EGM as practicable.

Casting your Vote/Proxy Form

The form of proxy accompanying the notice of the EGM enclosed with this letter should be completed and returned in accordance with the instructions thereon, so as to be received by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 as soon as possible and in any event, not later than 48 hours before the time fixed for the holding of the EGM. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM.

Redemption of Shares

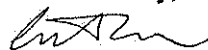
Subject to the Shareholders passing the resolution approving the proposed amended Constitution at the EGM, Shareholders who do not wish to remain invested in the Company will have the opportunity to redeem some or all of their Shares on any Dealing Day prior to the EGM and at any time after the EGM and before the Effective Date in accordance with the terms of the Prospectus.

Recommendation

The Directors consider the proposed changes to Constitution to be in the best interests of the Shareholders as a whole. The Directors recommend that you vote in favour of the proposed amendments.

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant, tax adviser and/or legal adviser as appropriate.

Yours sincerely,



23/04/2020

Director

Janus Henderson Capital Funds plc

Enclosures: - Notice of Meeting; and
- Form of Proxy

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JANUS HENDERSON CAPITAL FUNDS PLC
an umbrella fund with segregated liability between sub-funds
(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting ("EGM") of the Company will be held at 10am (Irish time) on 18 May 2020 at Arthur Cox, 10 Earlsfort Terrace, Dublin 2 D02 T380, Ireland to consider and, if thought fit, pass the resolution set out below as a special resolution. Also enclosed is a proxy appointment form in order for you to cast your vote on the matters to be voted on at the EGM. Only those Shareholders registered as shareholders of the Fund as of the date of this notice shall have the right to participate and vote in the EGM.

SPECIAL RESOLUTION

"THAT the Constitution of the Company be and are hereby adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company".

BY ORDER OF THE BOARD

Signed: 

For and on behalf of
Bradwell Limited

Dated: 23/04/2020

Registered Office: 10 Earlsfort Terrace
Dublin 2
D02 T380
Ireland

(Do not return your Form of Proxy to this address. You should return your Form of Proxy by email or fax as specified in the Form of Proxy within the time frames specified therein.)

NOTE:

Every Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a shareholder of the Company. Shareholders may return a signed copy of the proxy form, either by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 to arrive no later than 48 hours before the time of the meeting. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM.

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EXTRAORDINARY GENERAL MEETING FORM OF PROXY

Please list
your
shareholder
name and
address here



I/We _____
of _____

being a holder of _____ share(s) in the Company and entitled to vote, hereby appoint any one of Kevin Murphy, Sarah O'Sullivan, Ronan Donohoe, or failing them _____ or failing him/her _____ or failing him/her the Chairman of the meeting (delete as applicable) as our proxy to vote for us on our behalf, including, in the absence of any directors of the Company choosing a shareholder present, including himself or herself, to be Chairman of the EGM, at the EGM to be held at 10am (Irish time) on 18 May 2020 and at any adjournment thereof.

Please sign
and date
here



Signed _____
Name in block capitals _____

Dated this _____ day of _____ 2020

	RESOLUTIONS	FOR	ABSTAIN	AGAINST
1.	THAT the Constitution of the Company be and are hereby adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company			

If you wish this form to be used *in favour of any Resolution*, please mark "X" in the box above under the heading "For". If you wish this form to be used *to abstain from any Resolution*, please mark "X" in the box above under the heading "Abstain". If you wish this form to be used *against any Resolution*, please mark "X" in the box above under the heading "Against". Otherwise, the Proxy will vote as he or she thinks fit.

NOTES:

1. Unless otherwise instructed, the proxy will vote as he or she thinks fit.
2. This instrument of proxy, to be valid, must be sent to arrive, not later than 48 hours before the time fixed for the meeting.
3. In the case of a corporate shareholder, this instrument may be either under its common seal or under the hand of an officer or attorney authorised in that behalf.
4. For omnibus/nominee shareholders, who without going to underlying investors do not have the authority to vote, please indicate how you wish your proxy/representative to vote by inserting the aggregate number of underlying investor votes "for" and/or "against" in the relevant box.
5. If you wish to appoint a proxy other than the Chairman of the meeting, please insert his/her name and address and delete "the Chairman of the meeting".
6. If this instrument is signed and returned without any indication of how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes and whether or not he/she abstains from voting.
7. In the case of joint holders, 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 should be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
8. Any alterations made to this form must be initialled.
9. Shareholders may return a signed copy of the proxy form, by email to JanusHenderson@paragon-cc.co.uk or by fax to +44 (207) 184 9294 to arrive no later than 48 hours before the time of the meeting. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM.