



**FIL Investment Management (Hong Kong) Limited**  
Level 21, Two Pacific Place, 88 Queensway  
Admiralty, Hong Kong

Tel: (852) 2629 2800  
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27 November 2017

### **Henderson Horizon Fund Shareholder Notice**

Dear Investor,

Please find attached the Shareholder Notice we received from Henderson Horizon Fund for your kind attention. This document is for your reference only.

For more information about the funds, related offering documents and other announcements, you can visit [www.fidelity.com.hk](http://www.fidelity.com.hk).

Thank you for your continued support of Fidelity. Should you have any enquiries, please contact the Fidelity Investor Hotline<sup>^</sup> on +852 2629 2629.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Syn Yee Ooi', written in a cursive style.

Syn Yee Ooi  
Head of Personal Investing, Hong Kong  
FIL Investment Management (Hong Kong) Limited

<sup>^</sup> International Toll-free Number +800 2323 1122, available to calls from Australia, Canada, Japan, South Korea, Malaysia, New Zealand, the Philippines, Singapore, Taiwan, Thailand and USA. Service may not be available for certain mobile carriers. The "+" sign represents the International Access Prefix. China Toll-free Number: 4001 200632. The Fidelity Investor Hotline is available from 9am to 6pm, Monday to Friday (except Hong Kong public holidays).

## 亨德森遠見基金股東通告

親愛的投資者：

本公司接獲亨德森遠見基金發出的股東通告，詳細內容請參閱附件，此函僅供參考。

歡迎您瀏覽富達網站 [www.fidelity.com.hk](http://www.fidelity.com.hk) 查閱更多基金資料、銷售及有關文件與其他通告。

感謝您對富達一直的支持。如有任何查詢，請致電富達投資熱線<sup>^</sup> +852 2629 2629。



富達基金（香港）有限公司  
零售投資業務總監  
黃心怡 謹啟

二零一七年十一月二十七日

<sup>^</sup> 國際免費服務熱線為+800 2323 1122, 適用於以下地區：澳洲、加拿大、日本、南韓、馬來西亞、新西蘭、菲律賓、新加坡、台灣、泰國及美國。此服務可能不適用於部份流動電話服務供應商。號碼前的「+」符號代表國際直撥號碼。中國免費服務熱線為 4001 200632。富達投資熱線的服務時間為逢星期一至星期五上午 9 時至下午 6 時（香港公眾假期除外）。

<sup>^</sup> 「富達」、Fidelity、Fidelity International、Fidelity International 標誌及 F 標誌均為 FIL Limited 的商標。

此乃要件，務須閣下即時垂注。閣下如對應採取的行動有任何疑問，請立即諮詢閣下的股票經紀、銀行經理、律師、會計師、客戶經理或其他專業顧問。

本公司的董事對本函件中及亨德森遠見基金（「本公司」）日期為2017年11月22日的召開股東特別大會通告（「召開大會通告」）中所載資料的準確性承擔全部責任。

本函件應與隨附的召開大會通告一併閱讀。除非本函件另有訂明，否則本函件所用詞語及字句的涵義與召開大會通告及/或本公司的相關銷售文件中所載者相同。

## 本公司組織章程（「章程」）的建議修訂

親愛的股東：

我們最近通知閣下建議對章程作出的修訂（「修訂」），需要股東於2017年11月21日召開的股東特別大會（「股東特別大會」）上同意。此股東特別大會的法定人數未能達致，因此將必需於2017年12月8日上午9時正（盧森堡時間）召開第二次股東特別大會（「重新召開的股東特別大會」）。

決議案將於重新召開的股東特別大會上在無法定人數規定下由所代表及投票的股份三分之二的過半數通過。已收到的2017年11月21日股東特別大會代表委任表格將對2017年12月8日的重新召開的股東特別大會仍然有效。

在重新召開的股東特別大會上獲得股東對此等修訂的所需同意後，修訂將於2017年12月15日（「生效日期」）或前後生效。

儘管有上文所述，股東或須注意以下各項：

- a) 本公司的證監會認可子基金將繼續以根據其現有的投資目標及政策的形式管理；
- b) 本公司的證監會認可子基金的現有投資目標、政策及風險概況將無任何變更；
- c) 本公司的各有關證監會認可子基金應付的現有費用及開支將無任何變更；及
- d) 此等修訂不會嚴重損害股東的權利及權益。

### 修訂的成本

實行上述修訂的成本將由駿利亨德森集團及本公司的子基金承擔。

### 需採取的行動

#### 亨德森遠見基金

註冊辦事處：2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

[janushenderson.com](http://janushenderson.com)

為了作出此等修訂，本公司將要求股東在重新召開的股東特別大會上作出批准，更具體詳情載於召開大會通告。股東應對隨附有關重新召開的股東特別大會的召開大會通告所載的資料予以參考、謹慎考慮及行事。注意，閣下應仔細閱覽本函件及隨附的召開大會通告的全部內容。

本公司的董事相信，此等修訂乃符合股東的最佳利益，並建議股東對此等修訂投以贊成票。

股東在重新召開的股東特別大會上批准修訂後，修訂將由生效日期起生效。本公司反映上述各項的最新版本銷售文件將由2017年12月15日起可供索閱。

我們將通知閣下重新召開的股東特別大會的結果及其任何延會。如重新召開的股東特別大會的決議案未獲通過，則不會作出此等修訂。

如閣下擬不再維持投資於本公司的證監會認可子基金，閣下亦可於直至2017年12月14日前藉以本公司的銷售文件所載的方式提交閣下的要求而贖回或轉換閣下的持股。然而，閣下應就該項贖回在閣下各自的公民權、居籍權或居住所在國家的可能（或未必）構成的任何稅務影響向專業顧問尋求獨立意見。

### 備查文件

除了召開大會通告所載的資料外，股東亦可於直至重新召開的股東特別大會日期前的正常營業時間內在香港代表的辦事處（地址載於下文）查閱載有建議修訂的經修訂章程。

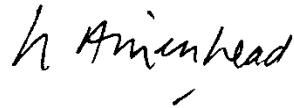
其後，本公司整套的最新銷售文件及組成文件於相同地址可供查閱。

### 查詢及其他資料

閣下如有任何疑問或需要進一步資料，請聯絡過戶登記處及過戶代理RBC Investor Services Bank S.A.，或香港股東可聯絡香港代表，詳情如下：

<u>過戶登記處及過戶代理</u>	<u>香港代表</u>
RBC Investor Services Bank S.A. 14, Porte de France L-4360 Esch-sur-Alzette Grand Duchy of Luxembourg 電話號碼: +352 2605 9601 傳真號碼: +352 2460 9937	加皇信託香港有限公司 香港灣仔 港灣道18號 中環廣場51樓 電話號碼: +852 2978 5656 傳真號碼: +852 2845 0360

請注意，召開大會通告或其他文件中的主要投資者資料文件（「KIID」）的任何提述並不適用於香港投資者。



**Les Aitkenhead**

主席

亨德森遠見基金

謹啟

2017年11月22日

已收到的**2017年11月21日**股東特別大會代表委任表格將對  
**2017年12月8日**的股東特別大會仍然有效

此乃要件，務須閣下即時垂注。閣下如對應採取的行動有任何疑問，請立即諮詢閣下的股票經紀、銀行經理、律師、會計師、客戶經理或其他專業顧問。

亨德森遠見基金  
Société d'investissement à capital variable  
L-1273 Luxembourg 2, rue de Bitbourg  
R.C.S. Luxembourg, section B numéro 22.847  
(「本公司」)

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召開股東特別大會通告

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盧森堡，2017年11月22日

親愛的股東：

茲通知閣下，於**2017年11月21日**召開的股東特別大會（「股東特別大會」）的法定人數未能達致，因此股東特別大會未能有效就其議程作出決定。故此，股東獲召集出席本公司將於**2017年12月8日上午9時正**（盧森堡時間）在**2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg**舉行的第二次股東特別大會，以考慮以下議程及投票。

於股東特別大會上建議的修訂乃為達致多項目的而設：

- 將本公司的名稱由亨德森遠見基金更改為駿利亨德森遠見基金，以反映Henderson Group plc與Janus Capital Group Inc於2017年5月30日的合併。相關的更改詳載於下文股東特別大會議程第1點。
- 執行2016年8月10日的法律的條文，2016年8月10日的法律使1915年8月10日有關商業公司的法律在諸如但不限於使股東會議現代化及董事會的運作等方面。相關的更改詳載於下文股東特別大會議程第2、7、8點、第9點縮排第一及第二項、第10點、第12點縮排第一、第五及第六項、第13點及第15點。

- 使本公司組織章程（「章程」）若干條文與本公司的招股章程符合一致。相關的更改詳載於下文股東特別大會議程第19點。
- 繼續對章程進行輕微整理的更改，例如但不限於刪除並非本公司發行的不記名股份之提述。相關的更改詳載於下文股東特別大會議程第3、4、5、6點、第9點縮排第三及第四項、第12點縮排第三項、第14、16、17、18、20、21、22及23點。
- 刪除有關英國居民董事的限制。相關的更改詳載於下文股東特別大會議程第11點及第12點縮排第二、第四及第七項。

股東亦將被要求批准章程的重訂版本。重訂章程的草擬稿副本在本公司的註冊辦事處可供查閱。

最後，股東將被要求決定各項更改的生效日期為2017年12月15日。

股東特別大會的議程如下：

### **議程**

1. 修訂章程第1條，以將本公司的名稱更改為駿利亨德森遠見基金。
2. 修訂章程第4條，以訂明透過本公司董事會的決議案，本公司的註冊辦事處亦可轉移至現有註冊辦事處所在城市以外另一城市。
3. 修訂章程第5條，以包括子基金可以有限或無限存續期的形式成立。
4. 修訂章程第5條，以刪除不記名股份的提述。
5. 修訂章程第6條，以指明本公司的股份僅以記名形式發行，並刪除不記名股份的段落及提述。
6. 修訂章程第8條，以：
  - 刪除不記名股份的提述；
  - 刪除股份證明書的提述；
  - 刪除適用於強制贖回股份的最高收費百分率的提述；

- 刪除適用於從股份贖回價扣減的銷售費用的最高百分率的提述；
  - 刪除退回股份證明書的義務。
7. 修訂章程第8條，以澄清任何已獲送達贖回通知書的股東於本公司任何股東會議上的投票權被暫停。
8. 修訂章程第10條，以刪除股東週年大會日期的確切提述及訂明股東週年大會必須於本公司會計年度終結後六個月內舉行。
9. 修訂章程第11條，以：
- 包括董事會可能暫停因違反任何法律、規例，或規定或任何司法管轄權或以其他形式不利影響或損害本公司的稅務狀況、居留權、良好聲譽或普遍信譽，或由董事會判斷，以其他形式致使本公司或任何基金蒙受重大或法律不利影響的股東所持有的全部股份所附的投票權；
  - 澄清股東可個別承擔不行使其全部或部分投票權及該豁免由其通知本公司起約束有關股東及本公司；
  - 包括某些有關通訊方法的澄清，讓股東可遙距參與股東會議；
  - 刪除以選票投票的提述（「表格」）。
10. 修訂章程第12條，以：
- 包含寄發股東召開大會通告將「根據1915年8月10日有關商業公司的法律（經修訂）（「1915年法律」）」而作出的澄清；
  - 刪除不記名股份的提述；
  - 「Mémorial Recueil des Sociétés et Associations」將由「Recueil Electronique des Sociétés et Associations」代替；
  - 包含某些有關公佈及郵寄召開大會通告的程序的澄清。
11. 修訂章程第13條，以刪除董事會過半數須時刻由就稅務而言並非居於英國的人士組成之義務。
12. 修訂章程第14條，以：
- 使選舉出董事會的常任主席並非必須，並訂明在常任主席缺席時，任何董事可被選舉為董事會主席；
  - 刪除可能並無任何會議在英國舉行的事實；



- 新增董事透過電郵投票的可能性，並刪除以電報或發出電報的方式；
  - 澄清需最少有兩名董事出席董事會會議，並刪除確保過半數出席或曾出席董事會會議的董事須為居於英國的人士之規定；
  - 澄清委任本公司高級人員的條款；
  - 新增設立諮詢董事委員會的可能性，並在作出此項修訂後刪除先前一段；
  - 刪除董事會任何成員不得透過來自英國的視像會議或電話會議參與董事會會議的禁制。
13. 修訂章程第15條，以刪除在「主席」一詞之後的「臨時」一詞。
14. 修訂章程第16條，以：
- 在「指令2009/65/EC」一詞後包含「可不時修訂或取代」及以「UCITS指令」定義該指令，然後以已定義詞語「UCITS指令」取代「指令2009/65/EC（經修訂）」；
  - 在「2010年12月17日法律（可予修訂）」後新增「或不時取代」及以「2010年法律」定義該法律，然後以已定義詞語「2010年法律」取代「2010年12月17日法律（可予修訂）」；
  - 刪除英文版本中「Portfolio」的大寫字母，並以小寫字母的「portfolio」代替；
  - 在有關可將某子基金100%的資產投資於一個國家的一段中，以「經盧森堡監管機關接受並在本公司的招股章程中披露的非歐洲聯盟成員國（包括但不限於經合組織（OECD）成員國、G20成員國、香港或新加坡）」取代「由另一OECD成員國」等字眼。
15. 修訂章程第17條，以反映1915年法律的利益衝突條款。
16. 修訂章程第20條，以特定刪除在「2010年法律」之前的「第154條」。
17. 修訂章程第21條，以：
- 刪除股份證明書的提述；
  - 刪除適用於贖回的最高收費百分率的提述；
  - 修訂有關董事會在贖回及轉換要求總額超過某水平時採納的措施之一段；
  - 以「減低」一詞取代「暫停」一詞；

- 刪除確切的最低贖回及持有額。
18. 修訂章程第22條，以：
    - 刪除公佈本公司暫停釐定股份資產淨值的義務；
    - 在「合併」一詞之後加上「或清盤」；
    - 在「贖回」一詞之後加上「或轉換」。
  19. 修訂章程第23條，以新增有關若干資產類別的估值原則及澄清適用於擺動定價機制的條款。
  20. 修訂章程第25條，以：
    - 以「存管人」一詞取代「保管人」一詞；
    - 刪除本公司將由保管人持有或以記入保管人帳下的方式持有的所有證券及現金之提述。
  21. 修訂章程第27條，以刪除「及子類別」的提述。
  22. 修訂章程第28條，以簡化子基金合併的說明及澄清子基金合併於通知期屆滿後五個營業日內生效。
  23. 修訂章程第30條，以已定義詞語「1915年法律」取代「1915年8月10日有關商業公司的法律及其修訂」等字眼。
  24. 反映在章程的重訂版本的上述所有修訂及章程的重訂版本的輕微整理更改，並批准有關重訂。
  25. 決定新章程將於2017年12月15日生效。

決議案將在無法定人數的規限下由所代表及投票的股份的三分之二過半數通過。

股東可由其選擇的獲正式委任代理及受委託代理人代表。

誠邀未能親身出席股東特別大會的股東於2017年12月6日上午9時正（盧森堡時間）前將已填妥及簽立的代表委任表格透過郵寄、傳真或電郵發送並送達以下地址：

2, rue de Bitbourg,  
L-1273 Luxembourg,

Grand Duchy of Luxembourg

傳真：(352) 2689 3535

電郵：[SICAVgeneralmeetings@janushenderson.com](mailto:SICAVgeneralmeetings@janushenderson.com)

代表委任表格將連同本通告寄送至登記股東，亦可在本公司註冊辦事處索取。

### 其他資料

閣下如有任何疑問，請聯絡過戶登記處及過戶代理RBC Investor Services Bank S.A.，聯絡詳情如下：

RBC Investor Services Bank S.A,  
Registrar and Transfer Agent,  
14, Porte de France,  
L-4360 Esch-sur-Alzette,  
Grand Duchy of Luxembourg

電話：(352) 2605 9601

傳真：(352) 2460 9937

投資者可在註冊辦事處及於網站[www.janushenderson.com](http://www.janushenderson.com)免費取得招股章程、主要投資者資料文件（「KIID」）、章程，以及本公司的年度及半年度報告。

就新加坡投資者而言，Henderson Global Investors (Singapore) Limited, Level 34 – Unit 03-04, 138 Market Street, CapitaGreen Singapore 048946為新加坡代表。招股章程、產品要項說明（「PHS」）、章程，以及本公司的年度及半年度報告可向新加坡代表免費索取。

就瑞士投資者而言，BNP Paribas Securities Services, Paris, succursale de Zurich, Selnaustrasse 16, 8002 Zurich為本公司的瑞士代表及支付代理。招股章程、KIID、章程，以及本公司的年度及半年度報告可向本公司的瑞士代表及支付代理免費索取。

已收到的2017年11月21日股東特別大會代表委任表格將對  
2017年12月8日的股東特別大會仍然有效

亨德森遠見基金  
可變資本投資公司  
**SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE (SICAV)**  
2, rue de Bitbourg,  
L-1273 Luxembourg  
Grand-Duché de Luxembourg  
RCS Luxembourg B 22.847

請於2017年12月6日上午9時正（盧森堡時間）前將此已填妥的代表委任表格交回2 rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg，或傳真至+352 26 89 35 35，或電郵至SICAVgeneralmeetings@janushenderson.com。

本公司股東的股東特別大會（「股東特別大會」）  
代表委任表格

下述簽署人， \_\_\_\_\_ 居住地址 / 註冊辦事處位於 \_\_\_\_\_ 為亨德森遠見基金（「本公司」）  
\_\_\_\_\_（請加插閣下持有股份所屬子基金的名稱）  
\_\_\_\_\_ 股股份 的持有人，茲委任 \_\_\_\_\_（請加插受委代表的姓名）或如其未克出席，則股東特別大會主席為代替受委代表，以在將於2017年12月8日上午9時正在2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg舉行的股東特別大會或任何議程相同的延會上就下述簽署人上述的股份投票，以就下列事宜作出考慮並投票：

1. 修訂章程第1條，以將本公司的名稱更改為駿利亨德森遠見基金。
2. 修訂章程第4條，以訂明透過本公司董事會的決議案，本公司的註冊辦事處亦可轉移至現有註冊辦事處所在城市以外另一城市。
3. 修訂章程第5條，以包括子基金可以有限或無限存續期的形式成立。
4. 修訂章程第5條，以刪除不記名股份的提述。
5. 修訂章程第6條，以指明本公司的股份僅以記名形式發行，並刪除對不記名股份的的段落及提述。
6. 修訂章程第8條，以：
  - 刪除不記名股份的提述;
  - 刪除股份證明書的提述;
  - 刪除適用於強制贖回股份的最高收費百分率的提述;
  - 刪除適用於從股份贖回價扣減的銷售費用的最高百分率的提述;

- 刪除退回股份證明書的義務。
- 7. 修訂章程第8條，以澄清任何已獲送達贖回通知書的股東於本公司任何股東會議上的投票權被暫停。
- 8. 修訂章程第10條，以刪除股東週年大會日期的確切提述及訂明股東週年大會必須於本公司會計年度終結後六個月內舉行。
- 9. 修訂章程第11條，以：
  - 包括董事會可能暫停因違反任何法律、規例，或規定或任何司法管轄權或以其他形式不利影響或損害本公司的稅務狀況、居留權、良好聲譽或普遍信譽，或由董事會判斷，以其他形式致使本公司或任何基金蒙受重大或法律不利影響的股東所持有的全部股份所附的投票權；
  - 澄清股東可個別承擔不行使其全部或部分投票權及該豁免由其通知本公司起約束有關股東及本公司；
  - 包括某些有關通訊方法的澄清，讓股東可遙距參與股東會議；
  - 刪除以選票投票的提述（「表格」）。
- 10. 修訂章程第12條，以：
  - 包含寄發股東召開大會通告將「根據1915年8月10日有關商業公司的法律（經修訂）（「1915年法律」）」而作出的澄清；
  - 刪除不記名股份的提述；
  - 「Mémorial Recueil des Sociétés et Associations」將由「Recueil Electronique des Sociétés et Associations」代替；
  - 包含某些有關公佈及郵寄召開大會通告的程序的澄清。
- 11. 修訂章程第13條，以刪除董事會過半數須時刻由就稅務而言並非居於英國的人士組成之義務。
- 12. 修訂章程第14條，以：
  - 使選舉出董事會的常任主席並非必須，並訂明在常任主席缺席時，任何董事可被選舉為董事會主席；
  - 刪除可能並無任何會議在英國舉行的事實；
  - 新增董事透過電郵投票的可能性，並刪除以電報或發出電報的方式；
  - 澄清需最少有兩名董事出席董事會會議，並刪除確保過半數出席或曾出席董事會會議的董事須為居於英國的人士之規定；
  - 澄清委任本公司高級人員的條款；
  - 新增設立諮詢董事委員會的可能性，並在作出此項修訂後刪除先前一段；
  - 刪除董事會任何成員不得透過來自英國的視像會議或電話會議參與董事會會議的禁制。
- 13. 修訂章程第15條，以刪除在「主席」一詞之後的「臨時」一詞。

14. 修訂章程第16條，以：
  - 在「指令2009/65/EC」一詞後包含「可不時修訂或取代」及以「UCITS指令」定義該指令，然後以已定義詞語「UCITS指令」取代「指令 2009/65/EC（經修訂）」；
  - 在「2010年12月17日法律（可予修訂）」後新增「或不時取代」及以「2010年法律」定義該法律，然後以已定義詞語「2010年法律」取代「2010年12月17日法律（可予修訂）」；
  - 刪除英文版本中「Portfolio」的大寫字母，並以小寫字母的「portfolio」代替；
  - 在有關可將某子基金100%的資產投資於一個國家的一段中，以「經盧森堡監管機關接受並在本公司的招股章程中披露的非歐洲聯盟成員國（包括但不限於經合組織（OECD）成員國、G20成員國、香港或新加坡）」取代「由另一OECD成員國」等字眼。
15. 修訂章程第17條，以反映1915年法律的利益衝突條款。
16. 修訂章程第20條，以特定刪除在「2010年法律」之前的「第154條」。
17. 修訂章程第21條，以：
  - 刪除股份證明書的提述；
  - 刪除適用於贖回的最高收費百分率的提述；
  - 修訂有關董事會在贖回及轉換要求總額超過某水平時採納的措施之一段；
  - 以「減低」一詞取代「暫停」一詞；
  - 刪除確切的最低贖回及持有額。
18. 修訂章程第22條，以：
  - 刪除公佈本公司暫停釐定股份資產淨值的義務；
  - 在「合併」一詞之後加上「或清盤」；
  - 在「贖回」一詞之後加上「或轉換」。
19. 修訂章程第23條，以新增有關若干資產類別的估值原則及澄清適用於擺動定價機制的條款。
20. 修訂章程第25條，以：
  - 以「存管人」一詞取代「保管人」一詞；
  - 刪除本公司將由保管人持有或以記入保管人帳下的方式持有的所有證券及現金之提述。
21. 修訂章程第27條，以刪除「及子類別」的提述。
22. 修訂章程第28條，以簡化子基金合併的說明及澄清子基金合併於通知期屆滿後五個營業日內生效。
23. 修訂章程第30條，以已定義詞語「1915年法律」取代「1915年8月10日有關商業公司的法律及其修訂」等字眼。
24. 反映在章程的重訂版本的上述所有修訂及章程的重訂版本的輕微整理更改，並批准有關重訂。

25. 決定新章程將於2017年12月15日生效。

請在每一欄別選一個空格以表示閣下的投票意願：

贊成	反對	棄權	項目
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			以上議程第1 至25項所有項目
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或

贊成	反對	棄權	項目
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			第1項，有關章程第1條的修訂
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			第2項，有關章程第4條的修訂
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			第3項，有關章程第5條的修訂
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			第4項，有關章程第5條的修訂
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			第5項，有關章程第6條的修訂
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			第6項，有關章程第8條的修訂
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			第7項，有關章程第8條的修訂
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			第8項，有關章程第10條的修訂
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			第9項，有關章程第11條的修訂
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第10項，有關章程第12條的修訂

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第11項，有關章程第13條的修訂

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第12項，有關章程第14條的修訂

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第13項，有關章程第15條的修訂

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第14項，有關章程第16條的修訂

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第15項，有關章程第17條的修訂

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第16項，有關章程第20條的修訂

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第17項，有關章程第21條的修訂

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第18項，有關章程第22條的修訂

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第19項，有關章程第23條的修訂

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第20項，有關章程第25條的修訂

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第21項，有關章程第27條的修訂

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第22項，有關章程第28條的修訂



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第23項，有關章程第30條的修訂

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第24項，有關章程的重訂版本的批准

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第25項，有關章程的更改的生效日期之決定

股東的簽署（所有聯名持有人均須簽署）

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_____
2017年

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_____
2017年

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

The Directors of the Company accept full responsibility for the accuracy of the information contained in this letter and in the accompanying Convening Notice to an Extraordinary General Meeting of Shareholders (the “**Convening Notice**”) of Henderson Horizon Fund (the “**Company**”) dated 22 November 2017

**This letter should be read in conjunction with the enclosed Convening Notice. Unless otherwise stated herein, words and phrases used herein bear the same meaning as in the Convening Notice and/or the relevant offering document of the Company.**

22 November 2017

### **Proposed amendments to the Company’s Articles of Incorporation (the “Articles”)**

Dear Shareholder,

We recently advised you of proposed amendments (“**Amendments**”) to the Articles that required shareholder consent at an extraordinary general meeting (the “**EGM**”) convened on 21 November 2017. The quorum for this EGM was not met, and therefore it will be necessary to convene a second EGM on the 8 December 2017 at 9.00 a.m. Luxembourg time (the “**Reconvened EGM**”).

The resolutions shall be passed at the Reconvened EGM without a quorum, by a majority of two-thirds of the shares represented and voted. Proxies received for the EGM on 21 November 2017 will remain valid for the Reconvened EGM on 8 December 2017.

Subject to requisite Shareholders’ consent to these Amendments being obtained at the Reconvened EGM, the Amendments will come into effect on or around 15 December 2017 (“**Effective Date**”).

Notwithstanding the above, Shareholders may note the following:

- a) the SFC authorised sub-funds of the Company will continue to be managed in a manner which is in accordance with their existing investment objectives and policies;
- b) there will be no change to the existing investment objectives, policies and risk profile of the SFC authorised sub-funds of the Company;
- c) there will be no change to the existing fees and charges payable by the respective SFC authorised sub-fund(s) of the Company; and
- d) these Amendments will not materially prejudice Shareholders’ rights and interests.

#### **Henderson Horizon Fund**

Registered Office: 2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg  
[janushenderson.com](http://janushenderson.com)

## Costs of Amendments

The costs of implementing the aforesaid Amendments will be borne by the Janus Henderson Group and the sub-funds of the Company.

## Action required

In order to make these Amendments, the Company will require the approval of Shareholders at the Reconvened EGM, as more particularly set out in the Convening Notice. Shareholders should refer to, carefully consider and act on the information contained in the enclosed Convening Notice in respect of the Reconvened EGM. It is important that you read carefully the entire contents of this letter and the enclosed Convening Notice.

The Directors of the Company believe that these Amendments are in the best interests of Shareholders and recommend Shareholders vote in favour of them.

Upon Shareholder approval of the Amendments at Reconvened EGM, the Amendments will take effect from the Effective Date. An updated version of the Company's offering document reflecting the same will be available from 15 December 2017.

We will notify you of the result and any adjournment of the Reconvened EGM. If the resolutions in the Reconvened EGM are not passed, these Amendments will not be made.

Should you no longer wish to remain invested in the SFC authorised sub-funds of the Company, you may also apply to redeem or switch your holding by submitting your request in the manner set out in the offering document of the Company up to 14 December 2017. You should however seek independent advice from a professional adviser on any tax implications that such redemption may (or may not) have under the country of your respective citizenship, domicile or residence.

## Documents available for inspection

In addition to the information set out in the Convening Notice, Shareholders may also inspect the revised Articles (incorporating the proposed Amendments) free of charge at the office of the Hong Kong Representative at the address noted below during normal business hours up to the date of the Reconvened EGM.

Thereafter, the full set of the Company's latest offering and constitutive documents shall be available at the same address.

## Enquiries and further information

If you have any questions or require further information, please contact the Registrar and Transfer Agent, RBC Investor Services Bank S.A., or Hong Kong Shareholders can contact the Hong Kong Representative, at the details below:

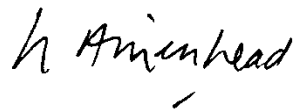
<u>Registrar and Transfer Agent</u>	<u>Hong Kong Representative</u>
RBC Investor Services Bank S.A. 14, Porte de France L-4360 Esch-sur-Alzette Grand Duchy of Luxembourg	RBC Investor Services Trust Hong Kong Limited, 51/F Central Plaza, 18 Harbour Road,

Telephone number : +352 2605 9601  
Fax number: +352 2460 9937

Wanchai, Hong Kong  
Telephone number: +852 2978 5656  
Fax number: +852 2845 0360

Please note that any reference to “Key Investor Information Documents (“KIID”)” in the Convening Notice or otherwise is not applicable to Hong Kong investors.

Yours faithfully



**Les Aitkenhead**  
Chairman  
Henderson Horizon Fund

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

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

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

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**CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

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Luxembourg, 22 November 2017

Dear Shareholder

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

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

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

- To harmonise certain provisions of the articles of incorporation of the Company (the “Articles”) with the prospectus of the Company. The corresponding changes appear in point 19 of the EGM agenda as detailed below.
  
- To proceed to minor tidy-up changes in the Articles, such as, but not limited to, the deletion of references to bearer shares which are not issued by the Company. The corresponding changes appear in points 3, 4, 5, 6, 9 third and fourth indents, 12 third indent, 14, 16, 17, 18, 20, 21, 22 and 23 of the EGM agenda as detailed below.
  
- To delete the restrictions regarding UK resident directors. The corresponding changes appear in points 11 and 12 second, fourth and seventh indents of the EGM agenda as detailed below.

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

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

The agenda of the EGM is as follows:

#### **AGENDA**

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

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

- include some clarifications on the procedure in relation to the publication and mailing of the convening notice.
11. To amend article 13 of the Articles to remove the obligation that a majority of the board of directors shall at all time comprise persons not resident for tax purposes in the United Kingdom.
  12. To amend article 14 of the Articles to:
    - make the election of a permanent chairman of the board of directors optional and provide that any director can be elected as chairman of a board meeting in the absence of a permanent chairman;
    - remove the fact that no meeting may take place in the United Kingdom;
    - add the possibility for the directors to cast their votes by e-mail and remove the cable and telegram means;
    - clarify that at least two directors need to be present at a board meeting and to remove the requirement to ensure that a majority of directors present or represented at a board meeting are persons not resident in the United Kingdom;
    - clarify provisions on the appointment of officers of the Company
    - add the possibility to create consultative board committees and remove the former paragraph following this amendment
    - remove the prohibition that no member of board of directors shall participate at a board meeting by video conference or conference call from the United Kingdom
  13. To amend article 15 of the Articles to remove the term “pro tempore” after the term “chairman”.
  14. To amend article 16 of the Articles to:
    - include “as may be amended or replaced from time to time” after the word “Directive 2009/65/EC” and define such directive by “UCITS Directive” and then replace “Directive 2009/65/EC, as amended” by the defined term “UCITS Directive”;
    - add “or replaced from time to time” after “the law of 17 December 2010, as may be amended” and define such law by the “2010 Law” and then replace “the law of 17 December 2010, as may be amended” by the defined term “2010 Law”;
    - remove the capital letter to “Portfolio” and replace by minuscule as such “portfolio”;



- replace the words “by another member State of the OECD” with “a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore)” in the paragraph regarding the possibility to invest 100% of a sub-fund’s assets into one country.
15. To amend article 17 of the Articles to reflect the conflict of interest provisions of the 1915 Law.
  16. To amend article 20 of the Articles to remove specifically “article 154 of” before the “2010 Law”.
  17. To amend article 21 of the Articles to:
    - remove the references to share certificates;
    - remove the reference to the maximum percentage of charges applied to redemptions;
    - amend the paragraph related to the measures adopted by the board of directors in case total requests for redemptions and conversions exceed a certain level;
    - replace the word “suspension” by the word “reduction”;
    - remove the exact minimum redemption and holding amounts.
  18. To amend article 22 of the Articles to:
    - remove the obligation to publish a suspension of the determination of the net asset value of shares by the Company;
    - to add “or liquidate” after the word “merge”;
    - add “or conversion” after the word “redemption”.
  19. To amend article 23 of the Articles to add valuation principles regarding certain asset classes and to clarify provisions applicable to the mechanism of swing pricing.
  20. To amend article 25 of the Articles to:
    - replace the term “custodian” by the term “depository”;
    - remove the reference that all securities and cash of the Company are to be held by or to the order of the custodian.
  21. To amend article 27 of the Articles to remove references to “and sub-class”.
  22. To amend article 28 of the Articles to simplify the description of sub-fund mergers and to clarify that a merger of sub-funds takes effect within five business days after expiry of the notice period.

23. To amend article 30 of the Articles to replace the words “law of 10th August, 1915 on commercial companies and amendments thereto” by the defined term “1915 Law”.
24. To reflect all of the above amendments in a restated version of the Articles as well as minor tidy up changes in a restated version of the Articles and to approve such restatement.
25. To determine that the new Articles shall come into effect on 15 December 2017.

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

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

Shareholders who cannot attend the EGM in person are invited to send a form of proxy duly filled in and executed to the via post, fax or email to the below address, to arrive no later than 9.00 a.m Luxembourg time on 6 December 2017.

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

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

#### **Additional information**

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

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

Investors may obtain the Prospectus, the Key Investor Information Documents (“KIID”), the Articles, as well as the annual and semi-annual reports of the Company, free of charge from the registered office and at [www.janushenderson.com](http://www.janushenderson.com).

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

The Prospectus, the Product Highlights Sheet (“PHS”), the Articles, as well as the annual and semi-annual reports of the Company, may be obtained free of charge from the Singapore representative.

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

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

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

*Please return this completed proxy form to 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, or by fax to +352 26 89 35 35, or by email to [SICAVgeneralmeetings@janushenderson.com](mailto:SICAVgeneralmeetings@janushenderson.com), to arrive no later than 9.00 a.m Luxembourg time on 6 December 2017*

### PROXY FORM

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

The undersigned, \_\_\_\_\_ residing in / with registered office at \_\_\_\_\_ holder(s) of \_\_\_\_\_ shares of the Henderson Horizon Fund (the "Company") \_\_\_\_\_ (please insert the name of the sub-fund you are holding shares of) hereby appoint(s) as proxy with power of substitution: \_\_\_\_\_ (please insert name of proxyholder) or, failing him/her, the Chairman of the EGM to vote the said shares of the undersigned at the EGM, which will be held at 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg at 9.00 a.m. Luxembourg time on 8 December 2017 or at any reconvened meeting having the same agenda, for the purpose of considering and voting upon the following matters:

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

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

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

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

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

For	Against	Abstention	Items
			All items 1 to 25 of the agenda above

**OR**

For	Against	Abstention	Items
			Item 1 regarding the amendment of Article 1 of the Articles
			Item 2 regarding the amendment of Article 4 of the Articles
			Item 3 regarding the amendment of Article 5 of the Articles

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**Item 4 regarding the amendment of Article 5 of the Articles**

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**Item 5 regarding the amendment of Article 6 of the Articles**

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**Item 6 regarding the amendment of Article 8 of the Articles**

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**Item 7 regarding the amendment of Article 8 of the Articles**

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**Item 8 regarding the amendment of Article 10 of the Articles**

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**Item 9 regarding the amendment of Article 11 of the Articles**

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**Item 10 regarding the amendment of Article 12 of the Articles**

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**Item 11 regarding the amendment of Article 13 of the Articles**

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**Item 12 regarding the amendment of Article 14 of the Articles**

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**Item 13 regarding the amendment of Article 15 of the Articles**

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**Item 14 regarding the amendment of Article 16 of the Articles**

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**Item 15 regarding the amendment of Article 17 of the Articles**

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**Item 16 regarding the amendment of Article 20 of the Articles**

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**Item 17 regarding the amendment of Article 21 of the Articles**

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**Item 18 regarding the amendment of Article 22 of the Articles**



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**Item 19 regarding the amendment of Article 23 of the Articles**

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**Item 20 regarding the amendment of Article 25 of the Articles**

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**Item 21 regarding the amendment of Article 27 of the Articles**

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**Item 22 regarding the amendment of Article 28 of the Articles**

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**Item 23 regarding the amendment of Article 30 of the Articles**

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

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

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

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