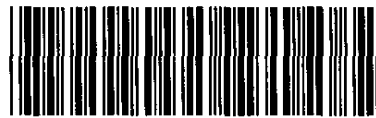


Registered number: 8231660

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019

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HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

COMPANY INFORMATION

| | |
|-----------------------------|--|
| DIRECTORS | A C Seymour-Jackson R M Thompson R Weil T N Gillbanks |
| COMPANY SECRETARY | Henderson Secretarial Services Limited |
| REGISTERED NUMBER | 8231660 |
| REGISTERED OFFICE | 201 Bishopsgate London EC2M 3AE |
| INDEPENDENT AUDITORS | PricewaterhouseCoopers LLP 7 More London Riverside London SE1 2RT |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

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HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors present their report and the audited financial statements for the year ended 31 December 2019.

The Directors have taken advantage of the small companies' exemption in accordance with Section 414B of the Companies Act 2006 in not preparing a Strategic Report. The Company would have otherwise qualified as a small company was it not a member of an ineligible group.

PRINCIPAL ACTIVITIES AND FUTURE OUTLOOK

The principal activity of Henderson Group Holdings Asset Management Limited ('the Company') is to act as an investment holding company. The Directors do not envisage a change of activities in the foreseeable future.

BUSINESS REVIEW

The Company is a wholly owned subsidiary of Janus Henderson Group plc ("JHG plc" or "the Group"). The Group is run on an integrated basis through business units, not by the legal construct of its subsidiaries. Therefore the Company's strategy and business model is governed by that of the Group which is set out in detail in the Annual Report and Accounts of the Group, which can be obtained from its registered office as set out in note 17. The Group provides investment management services to clients throughout Europe, the Americas and Asia. The Group manages a broad range of actively managed investment products for institutional and retail investors, across multiple asset classes, including equities, fixed income, multi asset and alternatives.

On 31 January 2020, the UK left the European Union ("EU"), commonly referred to as "Brexit". Under the terms of the Brexit withdrawal agreement between the UK and the EU, the UK has entered a transition period whereby it is no longer a member of the EU but will remain a member of the single market and customs union until 31 December 2020. Arrangements for trade with the EU will remain essentially unchanged until the end of the transition period. At the end of the transition period, the UK's relationship with the EU will be determined by the new agreements it will enter into on trade and other areas of co-operation. In the absence of the UK and the EU agreeing on a trade deal to begin when the transition period ends, or agreeing on an extension to the transition period, the UK will exit the transition period on 31 December 2020, trading on World Trade Organization terms with the EU. The Group's management continue to assess the risks associated with Brexit as well as the necessary contingency preparations as negotiations progress during the transition period. Brexit is not expected to have a material impact on the Company.

In March 2020, the World Health Organization declared the novel coronavirus ("COVID-19") to be a pandemic. COVID-19 is having a significant impact on the global economy, including the UK economy, both through the effects of the virus itself and the measures taken by governments to restrict its spread. Please refer to the Principal Risks and Uncertainties section for further information.

RESULTS AND DIVIDENDS

The profit for the financial year, after taxation, amounted to £129,971,000 (2018: £89,000).

Dividends paid in the year amount to £135,000,000 (2018: £Nil).

DIRECTORS

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

S F Arkle (resigned 26 February 2019)
A C Seymour - Jackson
R M Thompson
R Weil
T N Gillbanks (appointed 9 October 2019).

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's risk management framework helps the Group meet its business objectives within acceptable risk parameters and it is reviewed regularly to early identify new and emerging risks. The Group's culture embeds the management of risk at all levels within the organisation. Please refer to the Group Annual Report and Accounts, as set out in note 17, for the major risks affecting the Group.

COVID - 19

In March 2020, the World Health Organization declared the novel coronavirus ("COVID-19") to be a pandemic. COVID-19 is having a significant impact on the global economy, including the UK economy, both through the effects of the virus itself and the measures taken by governments to restrict its spread.

The extent of the impact of COVID-19 on the Company depends on future developments, including the duration of the pandemic and the volatility and market value of the global financial markets, all of which are highly uncertain. However, it is possible that COVID-19 may have a material impact on the valuation of the Company's investments in subsidiary undertakings, which could result in the Company having to recognise impairment charges on those investments. The Group has a robust and detailed business continuity plan in place to ensure that the Group's operations can continue effectively during the COVID-19 pandemic, including processes to limit the spread of the virus between employees. The Company's management continues to assess the risks associated with COVID-19 and to mitigate them where possible.

DIRECTORS' INDEMNITY

Janus Henderson Investors ("JHI") provides a deed of indemnity to the non-executive directors ("NED") to the extent permitted by England and Wales law whereby JHI is able to indemnify a NED against any liability incurred in proceedings in which the NED is successful, and against the cost of successfully applying to the court to be excused for breach of duty where the NED acted honestly and reasonably. The indemnity has been in force for the year to 31 December 2019 and up to the date of approval of the report and financial statements.

GOING CONCERN

The Company has adequate resources to continue in operational existence for the foreseeable future, which is a period of not less than twelve months following the signing of these financial statements. Thus, the Directors continue to adopt the going concern basis for the preparation of the annual financial statements.

DISCLOSURE OF INFORMATION TO AUDITORS

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information of which the auditors are unaware. Each Director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

EVENTS AFTER THE END OF THE REPORTING PERIOD

In March 2020, the World Health Organization declared COVID-19 to be a pandemic. COVID-19 is expected to have an adverse effect on the Company's business and financial results. However, the situation is fluid and continues to evolve. As a result of this uncertainty, it is difficult to predict the extent to which COVID-19 will impact the Company's business and financial results.

Given that the most significant effects of COVID-19 and the measures taken by governments to restrict its spread occurred after the balance sheet date, COVID-19 is considered to be a non-adjusting post balance sheet event and, therefore, the measurement of assets and liabilities in the accounts have not been adjusted for its potential impact.

The extent of the impact of COVID-19 on the Company depends on future developments, including the duration of the pandemic, and the volatility and market value of the global financial markets, all of which are highly uncertain. While it is too early to estimate its financial effect, COVID-19 is expected to adversely affect the Company's financial results, including, without limitation, the valuation of the Company's investment in subsidiary undertaking, which may result in the need to recognise future impairments. As at 31 December 2019, the Company determined that the recoverable amount of its investment in subsidiary was £445,000,000 in excess of its carrying value. An impairment charge would be recognised if the value of the Company's investment in subsidiary at 31 December 2019 fell by more than 24%.

The Board of Directors has not received as at 21 May 2020, being the date the financial statements were signed, any other information concerning significant conditions in existence at the reporting date, which have not been reflected in the financial statements as presented.

INDEPENDENT AUDITORS

It is the intention of the Directors to reappoint the Auditors under the deemed appointment rules of section 487 of the Companies Act 2006.

This report was approved by the Board and signed on 21 May 2020 by order of the Board by:

Roger Thompson

21 May 2020
R M Thompson
Director

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2019**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Roger Thompson

R M Thompson
Director
21 May 2020

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

Independent auditors' report to the members of Henderson Group Holdings Asset Management Limited

Report on the audit of the financial statements

Opinion

In our opinion, Henderson Group Holdings Asset Management Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2019; the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

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

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

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

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

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

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

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

Other required reporting

Companies Act 2006 exception reporting

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Saira Choudhry (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
21 May 2020

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2019**

| | Notes | 2019 £000 | 2018 £000 |
|---|-------|----------------|--------------|
| Dividends received from subsidiary undertakings | 3 | 130,000 | - |
| Operating expenses | 4 | (78) | - |
| Operating profit | | 129,922 | - |
| Finance income | 8 | 49 | 89 |
| Profit before tax | | 129,971 | 89 |
| Taxation | 9 | - | - |
| Profit for the financial year | | 129,971 | 89 |

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

| | 2019 £000 | 2018 £000 |
|--|----------------|--------------|
| <i>Profit for the financial year</i> | 129,971 | 89 |
| Total comprehensive income for the financial year | 129,971 | 89 |

The notes on pages 11 to 24 form part of these financial statements.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED
REGISTERED NUMBER: 8231660

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

| | Notes | 2019 £000 | 2018 £000 |
|-----------------------------|-------|------------------|------------------|
| Non-current assets | | | |
| Investments | 10 | 1,398,370 | 1,398,370 |
| Current assets | | | |
| Trade and other receivables | 11 | 575 | 5,604 |
| Net assets | | <u>1,398,945</u> | <u>1,403,974</u> |
| Capital and reserves | | | |
| Ordinary share capital | 13 | 125 | 125 |
| Share premium | 12 | 847,063 | 847,063 |
| Profit and loss account | 12 | 551,757 | 556,786 |
| Total Equity | | <u>1,398,945</u> | <u>1,403,974</u> |

The financial statements on pages 8 to 24 were approved for issue by the Board and were signed on 21 May 2020 by:

Roger Thompson

R M Thompson
Director

The notes on pages 11 to 24 form part of these financial statements.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

| | Ordinary share capital | Share premium | Profit and loss account | Total equity |
|---|---------------------------|------------------|----------------------------|------------------|
| | £000 | £000 | £000 | £000 |
| At 1 January 2019 | 125 | 847,063 | 556,786 | 1,403,974 |
| Comprehensive income for the financial year | | | | |
| Profit for the financial year | - | - | 129,971 | 129,971 |
| Contributions by and distributions to owners | | | | |
| Dividends paid | - | - | (135,000) | (135,000) |
| At 31 December 2019 | <u>125</u> | <u>847,063</u> | <u>551,757</u> | <u>1,398,945</u> |

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

| | Ordinary share capital | Share premium | Profit and loss account | Total equity |
|--|---------------------------|------------------|----------------------------|------------------|
| | £000 | £000 | £000 | £000 |
| At 1 January 2018 | 125 | 847,063 | 556,697 | 1,403,885 |
| Comprehensive income for the financial year | | | | |
| Profit for the financial year | - | - | 89 | 89 |
| At 31 December 2018 | <u>125</u> | <u>847,063</u> | <u>556,786</u> | <u>1,403,974</u> |

The notes on pages 11 to 24 form part of these financial statements.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

1. ACCOUNTING POLICIES**1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101') and the Companies Act 2006.

The Company financial statements are presented in Pounds Sterling (GBP) and all values are rounded to the nearest thousand pounds, except when otherwise indicated. The Company is a private limited company incorporated and domiciled in the UK.

Accounting policies have been consistently applied to all the years presented unless otherwise stated.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. In the process of applying the Company's accounting policies, management has made significant judgements involving estimations and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

The Company is a wholly owned subsidiary of its immediate and ultimate parent, Janus Henderson Group plc. The Company's results form part of the consolidated financial statements of Janus Henderson Group plc which are publicly available, see note 17. Therefore the Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

1.2 FINANCIAL REPORTING STANDARD 101 REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

1. ACCOUNTING POLICIES (CONTINUED)

1.3 ADOPTION OF NEW AND REVISED STANDARDS

There are no amendments to accounting standards that are effective for the year ended 31 December 2019 that are expected to impact amounts recognised in the current or future periods of the Company.

1.4 OPERATING EXPENSES

Operating expenses are accrued and recognised as incurred.

1.5 GOING CONCERN

The Company has adequate resources to continue in operational existence for the foreseeable future, which is a period of not less than twelve months following the signing of these financial statements. Thus, the Directors continue to adopt the going concern basis for the preparation of the annual financial statements.

1.6 FINANCE INCOME

Interest income is recognised as it accrues using the effective interest rate method.

1.7 INCOME TAX

The Company provides for current tax expense according to the tax laws in each jurisdiction in which it operates, using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised only to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Income tax relating to items recognised in the Statement of Comprehensive Income and Statement of Changes in Equity is also recognised in the respective statement and not in the Income Statement.

1.8 INVESTMENTS

Investments consist of investments in subsidiary undertakings and are held at cost less any impairment in value where circumstances indicate that the carrying value may not be recoverable.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

1. ACCOUNTING POLICIES (CONTINUED)

1.9 FINANCIAL ASSETS

Trade and other receivables are initially recognised at fair value, normally equivalent to the invoice amount. When the time value of money is material, the fair value is discounted. The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

1.10 SHARE CAPITAL

The Company's ordinary shares of 12.5 pence each are classified as equity instruments. Shares issued by the Company are recorded at the fair value of the proceeds received or the market price on the day of issue. Direct issue costs, net of tax, are deducted from equity through share premium.

1.11 DIVIDEND RECOGNITION

Dividend distributions to the Company's shareholders are recognised in the accounting period in which the dividends are declared as a deduction from equity.

1.12 DIVIDENDS RECEIVED FROM SUBSIDIARY UNDERTAKINGS

Dividends received from subsidiary undertakings are recognised on the date that the right to receive payment has been established.

2. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Company's accounting policies, management has made the below significant judgement involving estimations and assumptions.

Impairment of investments

Investments are reviewed for impairment at each reporting date or more frequently if there are indicators that the carrying value is impaired. Management also exercises judgement in determining whether a decrease in the value of an asset meets the prolonged and significant test.

3. DIVIDENDS RECEIVED FROM SUBSIDIARY UNDERTAKINGS

Dividends received from the Company's direct subsidiary, HGI Asset Management Group Limited, were as follows:

| | 2019 £000 | 2018 £000 |
|---|----------------|--------------|
| Dividends received from subsidiary undertakings | <u>130,000</u> | - |
| | <u>130,000</u> | - |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

4. OPERATING EXPENSES

The operating expenses comprises:

| | 2019 | 2018 |
|----------------|-------------|------|
| | £000 | £000 |
| Directors fees | 78 | - |
| | 78 | - |

From August 2019 and the date of appointment respectively, A C Seymour - Jackson's and T N Gillbanks's fees as Directors were charged to the Company. Prior to this date, all Directors' fees were met by another Group company. See Note 7 - Directors Remuneration for information on the total remuneration of Directors of the Company, which is inclusive of the Directors' fees expense charged to the Company.

5. AUDITORS' REMUNERATION

Auditors remuneration of £7,500 (2018: £4,146) and £32,000 (2018: £20,000) in respect of the audit of the Company's financial statements and audit related assurance services respectively is borne by a fellow Group undertaking.

In relation to the Company's direct and indirect subsidiaries, auditors remuneration of £638,381 (2018: £746,510), in respect of statutory audit fees was also borne by a fellow Group undertaking.

6. EMPLOYEES

The Company did not have employees during the current and prior year. The UK group employees' contracts of employment are with Henderson Administration Limited, a Group undertaking, and staff costs are disclosed in that company's financial statements.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

7. DIRECTORS' REMUNERATION

The Directors of the Company were employed and remunerated as Directors and executives of the Group in respect of their services to the Group as a whole, with the exception of two non-executive Directors who were engaged by the Company. The Directors believe that it is not practicable to apportion part of their remuneration to their services as Directors of the Company, except as set out in Note 4.

Total emoluments for the Directors of the Company are presented as follows:

| | 2019 | 2018 |
|--|---------------|--------|
| | £000 | £000 |
| Total emoluments to Company Directors | 10,031 | 13,975 |
| Emoluments paid to highest paid Director | 7,902 | 6,781 |
| Pension Contributions made in respect of the highest paid Director | 11 | 12 |
| <i>Money Purchase Pension Scheme contributions</i> | 11 | 12 |

Emoluments comprise salaries, bonuses and other employee benefits.

The number of Directors accruing benefits under pension schemes during the year was:

| | 2019 | 2018 |
|-------------------------------|-----------------|----------|
| Money Purchase Pension Scheme | <u>1</u> | <u>1</u> |

During the year one of the Directors of the Company exercised share options (2018: five). Two Directors of the Company received shares under the Group's long term incentive schemes (2018: five received shares under the Group's long term incentive schemes).

The highest paid Director of the Company was awarded shares under the Group's long term incentive schemes and did not exercise options during 2019.

8. FINANCE INCOME

| | 2019 | 2018 |
|---|------------------|-----------|
| | £000 | £000 |
| Interest receivable on balances due from Group undertakings | <u>49</u> | <u>89</u> |
| | <u>49</u> | <u>89</u> |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

9. TAXATION

| | 2019 | 2018 |
|--|-------------|-------------|
| | £000 | £000 |
| Charge for the year | - | - |
| TOTAL TAX CHARGED TO THE INCOME STATEMENT | <u>-</u> | <u>-</u> |

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The UK corporation tax rate applicable for the year is 19.00% (2018 - 19.00%). The tax assessed to the Company for the year is lower (2018: lower) than the standard rate of corporation tax in the UK. The differences are explained below:

| | 2019 | 2018 |
|---|-----------------------|-------------|
| | £000 | £000 |
| Profit before tax | <u>129,971</u> | <u>89</u> |
| Tax charge at the UK corporation tax rate of 19.00% (2018 : 19.00%) | 24,694 | 17 |
| EFFECTS OF: | | |
| Income not taxable | (24,700) | - |
| Group relief surrendered / (claimed) for nil consideration | <u>6</u> | <u>(17)</u> |
| TOTAL TAX CHARGED TO THE INCOME STATEMENT | <u>-</u> | <u>-</u> |

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

A reduction in the UK corporation tax rate from 19% to 17% from 1 April 2020 was substantively enacted at the balance sheet date. In March 2020, the UK government announced that the corporation tax rate will remain at 19%. This tax rate change was not substantively enacted at the balance sheet date, but will affect the Company's current tax charge or credit in future years.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. INVESTMENTS

| | Investments in subsidiary companies £000 |
|--------------------------|---|
| COST OR VALUATION | |
| At 1 January 2019 | 1,398,370 |
| At 31 December 2019 | 1,398,370 |
| NET BOOK VALUE | |
| At 31 December 2019 | 1,398,370 |
| At 31 December 2018 | 1,398,370 |

In the opinion of the Directors, the aggregate value of the shares in subsidiaries is not less than the amount at which they are stated in the Statement of Financial Position. Where events or changes in circumstances indicate that the carrying amount of investments may not have been recoverable an impairment review is carried out by the Directors of the Company.

No events have been identified which indicated that the carrying value of the investments held were below the recoverable amounts.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. INVESTMENTS (CONTINUED)**SUBSIDIARY UNDERTAKINGS**

The following were subsidiary undertakings (direct* and indirect) of the Company as at 31 December 2019:

| Name | Registered office | Principal activity | Functional currency | Holding |
|---|---|--|----------------------------|----------------|
| Alphagen Capital Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |
| Henderson Asia Pacific Equity Partner II L.P (HAPEP II) | 5th floor, 37 Esplanade, St Helier, Jersey, JE1 2TR | Partnership for making, monitoring and realising investments | USD | 45% |
| HEP Mauritius Limited | Les Cascades Building, 33 Edith Cavell Street, Port Louis, Republic of Mauritius. | Investment holding company | USD | 45% |
| G.I.L. Nominees Limited | KPMG LLP, 15 Canada Square, London, E14 5GL | Company in liquidation | GBP | 100% |
| Gartmore Group Limited | Maples Corporate Services Ltd, PO Box 309, Ugland House, Grand Cayman, Cayman Islands | Holding company | GBP | 100% |
| Gartmore Investment Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |
| Gartmore Investment Management Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Gartmore Investment Services Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Gartmore Services Limited | 5th floor, 37 Esplanade, St Helier, Jersey, JE1 2TR | Professional services | GBP | 100% |
| Geneva Capital Management LLC | 151 Detroit Street, Denver CO 80206, United States | Investment management services | USD | 100% |
| Henderson Administration Limited | 201 Bishopsgate, London, EC2M 3AE | Administrative services | GBP | 100% |
| Henderson Alternative Investment Advisor Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Henderson Asset Management Limited | 201 Bishopsgate, London, EC2M 3AE | Property management company | GBP | 100% |
| Henderson Equity Holdings LLC | 151 Detroit Street, Denver CO 80206, United States | Holding company | USD | 100% |
| Henderson Equity Partners (GP) Limited | 50 Lothian Road, Fesitval Square, Edinburgh, EH3 9WJ | General Partner | GBP | 100% |
| Henderson Equity Partners Funds Limited | 5th floor, 37 Esplanade, St Helier, Jersey, JE1 2TR | Investment holding company | GBP | 100% |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. INVESTMENTS (CONTINUED)**SUBSIDIARY UNDERTAKINGS (CONTINUED)**

| Name | Registered office | Principal activity | Functional currency | Holding |
|---|---|--------------------------------|----------------------------|----------------|
| Henderson Equity Partners India Private Limited | c/o Budraja Adlakha & Co, 5/31 W.E.A Karol Bagh, New Delhi, 110 005 India | Company in liquidation | INR | 100% |
| Henderson Equity Partners Jersey (GP) Limited | 5th floor, 37 Esplanade, St Helier, Jersey, JE1 2TR | General Partner | GBP | 100% |
| Henderson Equity Partners Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |
| Henderson Fund Management (Luxembourg) SA | 2 Rue de Bitbourg, Luxembourg, L-1273 | Company in liquidation | EUR | 100% |
| Henderson Fund Management Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |
| Henderson Global Group Limited | 70 Sir John Rogerson's Quay, Dublin 2, D02R296, Ireland | Holding company | GBP | 100% |
| Henderson Global Investors (Brand Management) Sarl | 2 Rue de Bitbourg, Luxembourg, L-1273 | Intellectual property | GBP | 100% |
| Henderson Global Investors (Holdings) Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Henderson Global Investors (International Holdings) BV | Gustav Mahlerlaan 1212, 1081LA, Amsterdam, Netherlands | Holding company | EUR | 100% |
| Henderson Global Investors (North America) Inc | 151 Detroit Street, Denver CO 80206, United States | Investment management services | USD | 100% |
| Henderson Global Investors Asset Management Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Henderson Global Investors BV | Gustav Mahlerlaan 1212, 1081LA, Amsterdam, Netherlands | Marketing services | EUR | 100% |
| Henderson Global Investors Equity Planning Inc | 151 Detroit Street, Denver CO 80206, United States | Investment management services | USD | 100% |
| Henderson Global Investors Geneva (Luxembourg) Finance SA | 2 Rue de Bitbourg, Luxembourg, L-1273 | Group financing | USD | 100% |
| Henderson Global Investors Geneva Finance Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | USD | 100% |
| Henderson Global Investors (Hong Kong) Limited | Suites 1911-1915, One International Finance Centre, 1 Harbour View St Central, Central, Hong Kong | Investment management services | HKD | 100% |
| Henderson Global Investors Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. INVESTMENTS (CONTINUED)**SUBSIDIARY UNDERTAKINGS (CONTINUED)**

| Name | Registered office | Principal activity | Functional currency | Holding |
|---|---|--------------------------------|----------------------------|----------------|
| Henderson Holdings Group BV | Gustav Mahlerlaan 1212, 1081LA, Amsterdam, Netherlands | Holding company | GBP | 100% |
| Henderson Holdings Group Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Henderson Holdings Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Janus Henderson Absolute Return Fixed Income Fund | 201 Bishopsgate, London, EC2M 3AE | Investment entity | GBP | 31% |
| Henderson International GP LLC | 151 Detroit Street, Denver CO 80206, United States | General Partner | USD | 100% |
| Henderson International Inc | 151 Detroit Street, Denver CO 80206, United States | Holding company | USD | 100% |
| Henderson Investment Funds Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |
| Henderson Investment Management Limited | KPMG LLP, 15 Canada Square, London, E14 5GL | Company in liquidation | GBP | 100% |
| Henderson Management SA | 2 Rue de Bitbourg, Luxembourg, L-1273 | Investment management services | USD | 100% |
| Henderson Nominees Limited | 201 Bishopsgate, London, EC2M 3AE | Dormant company | GBP | 100% |
| Henderson Secretarial Services Limited | 201 Bishopsgate, London, EC2M 3AE | Company secretarial services | GBP | 100% |
| Henderson Unit Trusts Limited | 201 Bishopsgate, London, EC2M 3AE | Dormant company | GBP | 100% |
| HEP (GP) Limited | 201 Bishopsgate, London, EC2M 3AE | General Partner | GBP | 100% |
| HGI (Investments) Limited | 201 Bishopsgate, London, EC2M 3AE | Dormant Company | GBP | 100% |
| HGI Asset Management Group Limited* | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| HGI Group Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| HGP2 Limited | 50 Lothian Road, Fesitval Square, Edinburgh, EH3 9WJ | General Partner | GBP | 100% |
| Janus Henderson Horizon Global Smaller Companies Fund | 2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg | Investment entity | GBP | 100% |
| HPC Nominees Limited | 201 Bishopsgate, London, EC2M 3AE | Dormant company | GBP | 100% |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. INVESTMENTS (CONTINUED)**SUBSIDIARY UNDERTAKINGS (CONTINUED)**

| Name | Registered office | Principal activity | Functional currency | Holding |
|--|--|--------------------------------|----------------------------|----------------|
| Janus Henderson Global Equity Income Fund | Level 36, Grosvenor Place, 225 George Street, Sydney NSW 2000 | Investment entity | AUD | 85% |
| Janus Henderson Global Fixed Interest Total Return Fund | Level 36, Grosvenor Place, 225 George Street, Sydney NSW 2000 | Investment entity | AUD | 64% |
| Janus Henderson Global Investors (Schweiz) AG | Dreikonigstrasse 12, 8002, Zurich, Switzerland | Marketing services | CHF | 100% |
| Janus Henderson Horizon Biotechnology Fund | 2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg | Investment entity | USD | 65% |
| Janus Henderson Horizon Global Equity Income Fund (Europe & US) | 2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg | Investment entity | USD | 82% |
| Janus Henderson Horizon Global Natural Resources | 2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg | Investment entity | USD | 82% |
| Janus Henderson Horizon Pan European Dividend Income | 2 Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg | Investment entity | EUR | 100% |
| Janus Henderson International Small Cap Fund | 151 Detroit Street, Denver CO 80206, United States | Investment entity | USD | 59% |
| Janus Henderson Investment Consulting (Beijing) Limited | Unit 2401-15, 24F China World Tower 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, 100004, China | Investment management services | CNY | 100% |
| Janus Henderson Investors (Australia) Funds Management Limited | Level 36, Grosvenor Place, 225 George Street, Sydney NSW 2000 | Investment management services | AUD | 100% |
| Janus Henderson Investors (Australia) Institutional Funds Management Limited | Level 36, Grosvenor Place, 225 George Street, Sydney NSW 2000 | Investment management services | AUD | 100% |

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. INVESTMENTS (CONTINUED)**SUBSIDIARY UNDERTAKINGS (CONTINUED)**

| Name | Registered office | Principal activity | Functional currency | Holding |
|---|--|--------------------------------|----------------------------|----------------|
| Janus Henderson Investors (Australia) Limited | Level 36, Grosvenor Place, 225 George Street, Sydney NSW 2000 | Administrative services | AUD | 100% |
| Janus Henderson Investors (Japan) Limited | 27F Marunouchi Kitaguchi Building, 1-6-5, Marunouchi, Chiyoda-ku, Tokyo, 100-0005, Japan | Investment management services | JPY | 100% |
| Janus Henderson Investors (Singapore) Limited | One Marina Boulevard, #28-00, Singapore, 018989 | Investment management services | SGD | 100% |
| New Star Asset Management (Bermuda) Limited | 2 Church Street, Hamilton, HM 11, Bermuda | Investment management services | GBP | 100% |
| New Star Asset Management Group Limited | 201 Bishopsgate, London, EC2M 3AE | Holding company | GBP | 100% |
| Optimum Investment Management Limited | 201 Bishopsgate, London, EC2M 3AE | Investment management services | GBP | 100% |
| UKFP (Asia) Nominees Limited | PO Box 438 Beaufort House, Road Town, Tortola, British Virgin Islands | Dormant company | HKD | 100% |

11. TRADE AND OTHER RECEIVABLES

| | 2019 | 2018 |
|------------------------------------|-------------|-------|
| | £000 | £000 |
| Amounts owed by group undertakings | 575 | 5,604 |
| | 575 | 5,604 |

Amounts owed by Group undertakings accrued interest at the Bank of England base rate plus 1%, until 30 June 2019. After this date, interest was charged only where the two parties were in different tax jurisdiction, otherwise no interest was charged.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

12. RESERVES

Share premium account

Share premium records the difference between the nominal value of shares issued and the full value of the consideration received or the market price on the day of issue.

Profit and loss account

The profit and loss account comprises:

- results recognised through the Income Statement; and
- dividends paid to equity shareholders.

13. ORDINARY SHARE CAPITAL

| | 2019 | 2018 |
|--|-------------|------------|
| | £000 | £000 |
| Allotted, called up and fully paid | | |
| 1,000,100 (2018: 1,000,100) Ordinary shares of £0.125 each | 125 | 125 |
| | <u>125</u> | <u>125</u> |

14. DIVIDENDS

The following dividends were paid to the Company's immediate parent, Janus Henderson Group plc, during the period:

| | 2019 | 2018 |
|--|-----------------------|----------|
| | £000 | £000 |
| Interim Dividend (£34.00 per share approved on 25 October 2019) | 34,000 | - |
| Interim Dividend (£46.00 per share approved on 30 July 2019) | 46,000 | - |
| Interim Dividend (£55.00 per share approved on 20 February 2019) | 55,000 | - |
| | <u>135,000</u> | <u>-</u> |

15. CONTINGENT LIABILITIES

In the normal course of business, the Group is exposed to certain legal or tax matters, which could involve litigation and arbitration, and may result in contingent liabilities. The Directors are not aware of any contingent liabilities requiring disclosure in these financial statements as at 31 December 2019 or 2018.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

16. POST BALANCE SHEET EVENTS

In March 2020, the World Health Organization declared COVID-19 to be a pandemic. COVID-19 is expected to have an adverse effect on the Company's business and financial results. However, the situation is fluid and continues to evolve. As a result of this uncertainty, it is difficult to predict the extent to which COVID-19 will impact the Company's business and financial results.

Given that the most significant effects of COVID-19 and the measures taken by governments to restrict its spread occurred after the balance sheet date, COVID-19 is considered to be a non-adjusting post balance sheet event and, therefore, the measurement of assets and liabilities in the accounts have not been adjusted for its potential impact.

The extent of the impact of COVID-19 on the Company depends on future developments, including the duration of the pandemic, and the volatility and market value of the global financial markets, all of which are highly uncertain. While it is too early to estimate its financial effect, COVID-19 is expected to adversely affect the Company's financial results, including, without limitation, the valuation of the Company's investment in subsidiary undertaking, which may result in the need to recognise future impairments. As at 31 December 2019, the Company determined that the recoverable amount of its investment in subsidiary was £445,000,000 in excess of its carrying value. An impairment charge would be recognised if the value of the Company's investment in subsidiary at 31 December 2019 fell by more than 24%.

The Board of Directors has not received as at 21 May 2020, being the date the financial statements were signed, any other information concerning significant conditions in existence at the reporting date, which have not been reflected in the financial statements as presented.

17. CONTROLLING PARTY

The Company's immediate parent undertaking and the ultimate parent undertaking and controlling party is Janus Henderson Group plc, a company incorporated in Jersey which is the parent undertaking of the smallest and largest group to consolidate these financial statements. A copy of the Group's Annual Report and Accounts for the year ended 31 December 2019 can be obtained from its registered office at 47 Esplanade, St Helier, Jersey, JE1 0BD or its website, www.janushenderson.com.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

STRATEGIC REPORT

AND REVISED DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors present their report and the audited financial statements of Henderson Group Holdings Asset Management Limited ("the Company") for the year ended 31 December 2019.

A strategic report was not included within the Annual Report and Financial Statements of the Company for the year ended 31 December 2019 which were signed on 21 May 2020, however a strategic report was required to be presented under Section 414A of the Companies Act 2006 ("the Act"). The Strategic Report has been prepared as at the date of the original Annual Report and Financial Statements of the Company, being 21 May 2020, and not the date of the revision and accordingly does not deal with any events between those dates.

PRINCIPAL ACTIVITIES AND FUTURE OUTLOOK

The principal activity of Henderson Group Holdings Asset Management Limited ('the Company') is to act as an investment holding company. The Directors do not envisage a change of activities in the foreseeable future.

BUSINESS REVIEW

The Company is a wholly owned subsidiary of Janus Henderson Group plc ("JHG plc" or "the Group"). The Group is run on an integrated basis through business units, not by the legal construct of its subsidiaries. Therefore the Company's strategy and business model is governed by that of the Group which is set out in detail in the Annual Report and Accounts of the Group, which can be obtained from its registered office as set out in note 17. The Group provides investment management services to clients throughout Europe, the Americas and Asia. The Group manages a broad range of actively managed investment products for institutional and retail investors, across multiple asset classes, including equities, fixed income, multi asset and alternatives.

On 31 January 2020, the UK left the European Union ("EU"), commonly referred to as "Brexit". Under the terms of the Brexit withdrawal agreement between the UK and the EU, the UK has entered a transition period whereby it is no longer a member of the EU but will remain a member of the single market and customs union until 31 December 2020. Arrangements for trade with the EU will remain essentially unchanged until the end of the transition period. At the end of the transition period, the UK's relationship with the EU will be determined by the new agreements it will enter into on trade and other areas of co-operation. In the absence of the UK and the EU agreeing on a trade deal to begin when the transition period ends, or agreeing on an extension to the transition period, the UK will exit the transition period on 31 December 2020, trading on World Trade Organization terms with the EU. The Group's management continue to assess the risks associated with Brexit as well as the necessary contingency preparations as negotiations progress during the transition period. Brexit is not expected to have a material impact on the Company.

In March 2020, the World Health Organization declared the novel coronavirus ("COVID-19") to be a pandemic. COVID-19 is having a significant impact on the global economy, including the UK economy, both through the effects of the virus itself and the measures taken by governments to restrict its spread. Please refer to the Principal Risks and Uncertainties section for further information.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's risk management framework helps the Group meet its business objectives within acceptable risk parameters and it is reviewed regularly to early identify new and emerging risks. The Group's culture embeds the management of risk at all levels within the organisation. Please refer to the Group Annual Report and Accounts, as set out in note 17, for the major risks affecting the Group.

COVID -19

In March 2020, the World Health Organization declared the novel coronavirus ("COVID-19") to be a pandemic. COVID-19 is having a significant impact on the global economy, including the UK economy, both through the effects of the virus itself and the measures taken by governments to restrict its spread.



HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

COVID -19 (continued)

The extent of the impact of COVID-19 on the Company depends on future developments, including the duration of the pandemic and the volatility and market value of the global financial markets, all of which are highly uncertain. However, it is possible that COVID-19 may have a material impact on the valuation of the Company's investments in subsidiary undertakings, which could result in the Company having to recognise impairment charges on those investments. The Group has a robust and detailed business continuity plan in place to ensure that the Group's operations can continue effectively during the COVID-19 pandemic, including processes to limit the spread of the virus between employees. The Company's management continues to assess the risks associated with COVID-19 and to mitigate them where possible.

KEY PERFORMANCE INDICATORS ('KPIs')

The Board of JHG plc, the Company's ultimate parent undertaking, monitors the performance of the Group against plan using a number of financial and non-financial performance measures. Please refer to the Janus Henderson Group plc Annual Report for a review of the Group's KPIs. As a Group holding Company, this Company does not have KPIs relevant to its performance during the year and does not contribute significantly to the Group's KPIs.

STATEMENT BY THE DIRECTORS IN PERFORMANCE OF THEIR STATUTORY DUTIES IN ACCORDANCE WITH S172(1) COMPANIES ACT 2006

The Directors consider, both individually and together, that they have acted in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 December 2019.

Section 172 requires a director to have regard, amongst other matters to the:

- likely consequences of any decisions in the long term;
- interests of the Company's employees;
- need to foster the Company's business relationships with suppliers, customers and others;
- impact of the Company's operations on the community and environment;
- desirability of the Company maintaining a reputation for high standards of business conduct; and
- need to act fairly between members of the Company.

In discharging its section 172 duties, the Board has had regard to the factors set out above insofar as they are relevant to the Company's activities; the relative importance of each factor will vary depending on the decision being taken. In addition, the Board recognises that certain decisions will require the Board to consider additional factors, as appropriate.

The Board meets quarterly throughout the year, at a minimum. At each quarterly Board meeting, the Board considers updates on matters such as risk, remuneration, and capital adequacy for the European Economic Area ("EEA") Group. The Company is the parent financial holding company that heads the EEA sub-Group and is supervised by the FCA for prudential purposes.

The Company's key stakeholders are its ultimate beneficial owner and the community; the interest of these stakeholders are considered as part of the Board's decision making, as appropriate. While there are cases where the Board might engage directly with certain stakeholders, being part of a Group means that other stakeholder engagement may take place at Group level, where it is appropriate to do so. This is a more effective and efficient means to help the Company and wider Group to achieve a greater impact.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2019**

STATEMENT BY THE DIRECTORS IN PERFORMANCE OF THEIR STATUTORY DUTIES IN ACCORDANCE WITH S172(1) COMPANIES ACT 2006 (CONTINUED)

The following items are material developments, activities or transactions for the Company during the financial year.

Financial performance:

During the year, the Board reviewed and discussed the financial position of the Company and its subsidiaries with the aim of long-term value creation for the Company and ultimately the Group. Dividend payments were considered and approved by the Board after taking distributable profits and minimum capital requirements into account.

The capital position of the Company and its subsidiaries was also considered to ensure that it holds sufficient capital to meet the requirements of certain regulations under the Banking Consolidation Directive. The Board also reviewed the Internal Capital Adequacy Assessment Process ("ICAAP") during the year. This is the means by which the level of capital that adequately supports all of the relevant current and future risks of the EEA Group's business is assessed.

This report was approved by the Board on 26 October 2020 and signed on its behalf by:



R M Thompson
Director
27 October 2020

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

REVISED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Revised Directors' Report (the "report") replaces the original Directors' Report for the year ended 31 December 2019. The Revised Directors Report has been prepared as at the date of the original Directors' Report, being 21 May 2020, and not the date of the revision and accordingly does not deal with any events between those dates. The original Directors' report has been revised as a result of a Strategic Report, required under Section 414A of the Act, not originally being included within the Annual Report and Financial Statements, and because it did not include Employee Engagement disclosures required under Part 4 of the Companies (Miscellaneous Reporting) Regulations 2018. The Directors' Report has been amended by transferring the 'principal activities and future outlook', 'business review' and 'principal risks and uncertainties' disclosures out of the original Directors' report and into the Strategic Report and through the addition of 'Engagement with Employees' disclosures.

The Directors present their report and the audited financial statements for the year ended 31 December 2019.

RESULTS AND DIVIDENDS

The profit for the financial year, after taxation, amounted to £129,971,000 (2018: £89,000).

Dividends paid in the year amount to £135,000,000 (2018: £Nil).

DIRECTORS

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

SF Arkle (resigned 26 February 2019)
AC Seymour - Jackson
RM Thompson
R Weil
T N Gillbanks (appointed 9 October 2019)

FUTURE DEVELOPMENTS

The future outlook and the principal risks and uncertainties for the Company are set out in the Strategic Report.

DIRECTORS' INDEMNITY

Janus Henderson Investors ("JHI") provides a deed of indemnity to the non-executive directors ("NED") to the extent permitted by England and Wales law whereby JHI is able to indemnify a NED against any liability incurred in proceedings in which the NED is successful, and against the cost of successfully applying to the court to be excused for breach of duty where the NED acted honestly and reasonably. The indemnity has been in force for the year to 31 December 2019 and up to the date of approval of the report and financial statements.

GOING CONCERN

The Company has adequate resources to continue in operational existence for the foreseeable future, which is a period of not less than twelve months following the signing of these financial statements. Thus, the Directors continue to adopt the going concern basis for the preparation of the annual financial statements.

DISCLOSURE OF INFORMATION TO AUDITORS

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information of which the auditors are unaware. Each Director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

REVISED DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

ENGAGEMENT WITH EMPLOYEES

The Companies (Miscellaneous Reporting) Regulations 2018 require the Directors report to include a statement that describes the action that has been undertaken with regards to employee engagement and how Directors have considered employee interests in the principal decisions taken in the year.

Although the Company has no employees, an indirect subsidiary of the Company, Henderson Administration Limited ('HAL'), employs the Group's UK employees.

These employees provide administrative and other services to other Group companies. HAL's employees are essential to meeting the Group's purpose to deliver investment services to clients. It is HAL's priority to attract, develop, manage and maintain employees to deliver the above-mentioned services.

The Group has multiple measures in place to ensure employee stakeholders have opportunities to offer input, influence strategy, decision-making, and share in the Group's success. Examples include:

- **UK Communications Forum:** Comprised of employee representatives from each business area, this Forum meets quarterly and is represented by the Co-Head of HR. The Co-Head of HR provides updates regarding significant business issues to the Forum and gathers employee feedback to address topics of importance to the populace.
- **Annual Engagement Survey:** Employees participate in an annual Employee Engagement Survey to inform decision-making and strategic initiatives. The collective results are reported, followed by action plans to address any opportunities that best serve employees.
- **Share Plans:** Offered as a key component of HAL's employee benefits package, Share Plans are granted during the annual bonus cycle. Employees can also elect to participate HMRC approved schemes such as Employee Sharesave and Employee Sharepurchase.
- **Results Briefings:** Held every six months, employees are invited to attend results briefings where information is shared about the Group's performance and strategic direction, along with context on the overall economic landscape in which the Group operates.

The Board recognises the impact employees have on the Group's success and is committed to understanding their needs and requirements to ensure a positive working environment. The following describe how employees have been engaged during the year:

Employee Resources Groups within the Group offer insight to build an inclusive workplace for employees. The Group, has made strategic advancements in its policies, recruitment efforts and employee professional development. It continues to focus on opportunities to improve amongst other areas and are working diligently to close the gender pay gap and achieve gender balance within the organisation. Some accomplishments during the year include providing educational sessions regarding work flexibility and the Group's Flexible/Agile Work Policy, delivering Unconscious Bias training to employees and participating in a variety of community events tied to the objectives of our Employee Resource Groups.

Disabled employees

It is Group policy to treat employees in the same way regardless of disability and this policy applies to all terms of employment including training, transfers and career development and progression. All vacancies are filled based on merit and disabled applicants are encouraged to apply with HAL making any necessary arrangements to encourage such applicants.

HAL aims to retain employees who become disabled during their employment, either in the same position or an equal alternative position. Appropriate training is provided to ensure continuing employment where practicable. Progression is based on merit and, wherever practicable, appropriate training is provided to employees, who are all encouraged to manage their own careers.

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

REVISED DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

EVENTS AFTER THE END OF THE REPORTING PERIOD

In March 2020, the World Health Organization declared COVID-19 to be a pandemic. COVID-19 is expected to have an adverse effect on the Company's business and financial results. However, the situation is fluid and continues to evolve. As a result of this uncertainty, it is difficult to predict the extent to which COVID-19 will impact the Company's business and financial results.

Given that the most significant effects of COVID-19 and the measures taken by governments to restrict its spread occurred after the balance sheet date, COVID-19 is considered to be a non-adjusting post balance sheet event and, therefore, the measurement of assets and liabilities in the accounts have not been adjusted for its potential impact.

The extent of the impact of COVID-19 on the Company depends on future developments, including the duration of the pandemic, and the volatility and market value of the global financial markets, all of which are highly uncertain. While it is too early to estimate its financial effect, COVID-19 is expected to adversely affect the Company's financial results, including, without limitation, the valuation of the Company's investment in subsidiary undertaking, which may result in the need to recognise future impairments. As at 31 December 2019, the Company determined that the recoverable amount of its investment in subsidiary was £445,000,000 in excess of its carrying value. An impairment charge would be recognised if the value of the Company's investment in subsidiary at 31 December 2019 fell by more than 24%.

The Board of Directors has not received as at 21 May 2020, being the date the financial statements were signed, any other information concerning significant conditions in existence at the reporting date, which have not been reflected in the financial statements as presented.

INDEPENDENT AUDITORS

It is the intention of the Directors to reappoint the Auditors under the deemed appointment rules of section 487 of the Companies Act 2006.

This revised report was approved by the Board on 26 October 2020 and signed by order of the Board by:



RM Thompson
Director
27 October 2020

HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED

Independent auditors' report to the members of Henderson Group Holdings Asset Management Limited

Report on the strategic report and revised directors' report

Opinion

In our opinion, based on the work undertaken in the course of the audit, the information given in the strategic report and revised directors' report (the "revised reports") for the year ended 31 December 2019 is consistent with the financial statements for that year and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the revised reports.

We have considered the information given in the revised reports for the year ended 31 December 2019. The revised directors' report replaces the original directors' report approved on 21 May 2020. The original directors' report explained that the directors had taken an exemption from preparing a strategic report, and having subsequently established that they were not entitled to this exemption, the directors have now prepared a strategic report for the year ended 31 December 2019. Accordingly the strategic report is considered to be the revised strategic report. The financial statements of the company for the year ended 31 December 2019 have not been revised. The revised reports have been prepared under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and accordingly do not take account of events which have taken place after the date on which the original directors' report was approved.

Basis for opinion

Our opinion is directed solely towards consistency of the revised reports with the financial statements, and consideration of potential misstatements and applicable legal requirements, based on work undertaken in the course of the audit. We have not considered events which may have occurred since the issue of our previous auditors' report on 21 May 2020 to the date of this report.

Responsibilities for the revised reports and the audit

Responsibilities of directors for the revised reports

The directors are responsible for the preparation of the revised reports in accordance with the Companies Act 2006 as it has effect under the Companies (Revision of Defective Accounts and Reports) Regulations 2008.

Auditors' responsibilities in respect of the revised reports

Our responsibility arising from the Companies (Revision of Defective Accounts and Reports) Regulations 2008 is to report to you those matters required by section 496 of Companies Act 2006 in relation to the revised reports.



Saira Choudhry (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
27 October 2020