

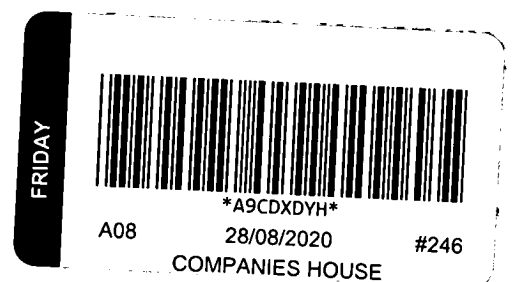
Registered number: 5387821

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

UNAUDITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019



HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

COMPANY INFORMATION

DIRECTORS	R W Chaudhuri I Bassford (appointed 25 August 2020)
COMPANY SECRETARY	Henderson Secretarial Services Limited
REGISTERED NUMBER	5387821
REGISTERED OFFICE	201 Bishopsgate London EC2M 3AE

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

CONTENTS

	Page
Director's Report	1 - 3
Director's Responsibilities Statement	4
Statement of Financial Position	5
Statement of Changes in Equity	6
Notes to the Financial Statements	7 - 10

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Director presents their report and the financial statements of Henderson Alternative Investment Advisor Limited ("the Company"), for the year ended 31 December 2019.

The Directors have taken advantage of the small companies' exemption (Companies Act 2006 (section 414B)) 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 ACTIVITY

The principal activity of the Company is to act as a holding company. The Company did not trade during the current or prior year and is dormant.

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 12. The Group provides investment management services 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 result for the financial year, after taxation, amounted to £nil (2018: £nil)

The Directors do not recommend the payment of a dividend in respect of the financial year (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:

R W Chaudhuri
A N Kurzon (resigned 23 August 2019)
I Bassford (appointed 25 August 2020)

GOING CONCERN

The Company has adequate resources to continue in 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.

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

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

EVENTS AFTER THE END OF THE REPORTING YEAR

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, 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 £120,895,000 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 97%.

On 16 March 2020, upon recommendation from the Board, the shareholder of the Company approved the reduction of the Company's share capital from £14,598,812 to £100 by cancelling and extinguishing 291,974,230 ordinary shares of £0.05 each and cancelling and extinguishing 1 ordinary 'C' share of £0.05 each. In addition, upon recommendation from the Board, the shareholder of the Company also approved the cancellation of the Company's entire share premium (together the "Reduction"). The amount by which the share capital and share premium were reduced was credited to the profit and loss reserve. The Reduction was registered with Companies House on 16 March 2020.

The Board of Directors has not received as at 25 August 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.

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

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

PRINCIPAL RISKS

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 12, 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 an adverse 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.

This report was approved by the Board on 25 August 2020 and signed on its behalf by:



R W Chaudhuri
Director

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

DIRECTOR'S RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

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

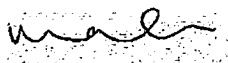
Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards comprising Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ("FRS 102") and applicable law.

Under company law the director 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 director is 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 director is 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 director is 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.



R W Chaudhuri
Director
25 August 2020

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED
REGISTERED NUMBER: 5387821

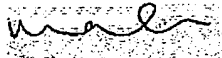
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

	Note	2019 £000	2018 £000
Non-current assets			
Investments	4	4,303	4,303
		<u>4,303</u>	<u>4,303</u>
Current assets			
Trade and other receivables	5	30,819	30,819
		<u>30,819</u>	<u>30,819</u>
Net assets		<u><u>35,122</u></u>	<u><u>35,122</u></u>
Capital and reserves			
Ordinary share capital	6	14,599	14,599
Share premium account	7	1,860	1,860
Capital redemption reserve	7	1,144	1,144
Profit and loss account	7	17,519	17,519
		<u><u>35,122</u></u>	<u><u>35,122</u></u>

The Directors consider that the Company is entitled to exemption from the requirement to have an audit under section 480 of the Companies Act 2006 ("the Act") and the members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Act.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and for preparing financial statements.

The financial statements were approved and authorised for issue by the Board and were signed on 25 August 2020 by:



R W Chaudhuri
 Director

The notes on pages 7 to 10 form part of these financial statements.

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Ordinary share capital	Share premium account	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 January 2019	14,599	1,860	1,144	17,519	35,122
At 31 December 2019	14,599	1,860	1,144	17,519	35,122

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

	Ordinary share capital	Share premium account	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 January 2018	14,599	1,860	1,144	17,519	35,122
At 31 December 2018	14,599	1,860	1,144	17,519	35,122

The notes on pages 7 to 10 form part of these financial statements.

HENDERSON ALTERNATIVE INVESTMENT ADVISOR 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006. The financial statements have been prepared on a going concern basis.

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 Company is a wholly owned subsidiary of New Star Asset Management Group Limited and of its ultimate parent, Janus Henderson Group plc. It is included in the consolidated financial statements of Janus Henderson Group plc which are publicly available, see note 12. 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 STATEMENT OF COMPREHENSIVE INCOME

The Company had no recognised gains or losses during the current or prior year. A Statement of Comprehensive Income has therefore not been prepared.

1.3 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 Director continues to adopt the going concern basis for the preparation of the annual financial statements.

1.4 INVESTMENTS

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

1.5 TRADE AND OTHER RECEIVABLES

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. Provision for specific doubtful debts is made when there is evidence that the Company may not be able to recover balances in full. Balances are written off when the receivable amount is deemed irrecoverable.

2. 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 ALTERNATIVE INVESTMENT ADVISOR LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019****3. DIRECTORS' REMUNERATION**

The Director's remuneration is paid by a fellow Group company which makes no recharge to the Company. The Director of the Company was employed and remunerated as director and executive of the Group in respect of their services to the Group as a whole. The Director believes their services to this Company are de minimis and their emoluments are deemed to be substantially attributable to other Group companies.

4. INVESTMENTS

	Investments in subsidiary companies £000
COST OR VALUATION	
At 1 January 2019	4,303
At 31 December 2019	<u>4,303</u>
NET BOOK VALUE	
At 31 December 2019	<u>4,303</u>
At 31 December 2018	<u>4,303</u>

In the opinion of the Director, 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 Director of the Company.

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

The Company's wholly owned subsidiary undertaking as at 31 December 2019 is Henderson Asset Management Limited, which is incorporated in the UK with a functional currency of GBP. The principal activity of the company is that of a property management company and its registered office is 201 Bishopsgate, London, EC2M 3AE, UK.

5. TRADE AND OTHER RECEIVABLES

	2019 £000	2018 £000
Amounts owed by Group undertakings	30,819	30,819
	<u>30,819</u>	<u>30,819</u>

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

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

6. SHARE CAPITAL

	2019 £000	2018 £000
Authorised		
1 (2018 - 1) "C" Ordinary share of £0.05	-	-
420,000,000 (2018 - 420,000,000) Ordinary shares of £0.05 each	21,000	21,000
	<u>21,000</u>	<u>21,000</u>
Allotted, called up and fully paid		
1 (2018: 1) "C" Ordinary share of £0.05	-	-
291,976,230 (2018: 291,976,230) Ordinary shares of £0.05 each	14,599	14,599
	<u>14,599</u>	<u>14,599</u>

7. 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.

Capital redemption reserve

The capital redemption reserve was created when the company's own shares were repurchased other than from the proceeds of a fresh share issue.

Profit and loss account

The profit and loss account comprises of results recognised through the Income Statement, net of any dividends paid.

8. 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.

9. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption provided by paragraph 33.1A of FRS 102 and will not disclose transactions entered into between wholly owned members of the same group as a related party transaction.

10. CASH FLOW STATEMENT

The Company has taken advantage of the exemption from the requirement to prepare a cash flow statement provided by paragraph 1.12 of FRS 102 on the basis that it is a qualifying entity, being a member of a group where the parent of that group prepares publicly available consolidated financial statements which include the Company.

HENDERSON ALTERNATIVE INVESTMENT ADVISOR LIMITED

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

11. EVENTS AFTER THE END OF THE REPORTING YEAR

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, 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 £120,895,000 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 97%.

On 16 March 2020, upon recommendation from the Board, the shareholder of the Company approved the reduction of the Company's share capital from £14,598,812 to £100 by cancelling and extinguishing 291,974,230 ordinary shares of £0.05 each and cancelling and extinguishing 1 ordinary 'C' share of £0.05 each. In addition, upon recommendation from the Board, the shareholder of the Company also approved the cancellation of the Company's entire share premium (together the "Reduction"). The amount by which the share capital and share premium were reduced was credited to the profit and loss reserve. The Reduction was registered with Companies House on 16 March 2020.

The Board of Directors has not received as at 25 August 2020, being the date the financial statements were approved, any information concerning significant conditions in existence at the reporting date, which have not been reflected in the financial statements as presented.

12. CONTROLLING PARTY

The Company's immediate parent undertaking is New Star Asset Management Group Limited, a company incorporated in the United Kingdom 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.