

HENDERSON GARTMORE FUND **(the “Company”)**

Société d'investissement à Capital Variable (SICAV)
Registered Office: 2 Rue de Bitbourg
L-1273 Luxembourg

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given to the shareholders of Henderson Gartmore Fund that the ANNUAL GENERAL MEETING of Henderson Gartmore Fund will be held at its registered office at 2 Rue de Bitbourg, L-1273 Luxembourg at 11 am (Luxembourg time) on 9th March 2017 for the purpose of considering and voting upon the following matters:

AGENDA

1. Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the period ended 30 September 2016.
2. Approval of the audited annual accounts for the year ended 30 September 2016.
3. Allocation of net results.
4. Distribution of dividends (if any) as recommended by the Directors.
5. Discharge of liabilities to the Directors for the exercise of their mandate.
6. Re-election of Les Aitkenhead, Iain Clark, Jean-Claude Wolter, Tony Sugrue, Jeremy Vickerstaff, Steven de Vries, James Bowers and Kevin Adams to the Board of Directors.
7. Approval of the election of Joanna Dentskevich to the Board of Directors.
8. Approval of the remuneration of the Independent Directors Les Aitkenhead (as Chairman of the Board), Jean-Claude Wolter, Iain Clark, Tony Sugrue and Joanna Dentskevich (as Directors).
9. Re-election of PricewaterhouseCoopers Société Cooperative as the Statutory Auditor of the Company.
10. Any other business.

The Board of Directors

Notes :

All shareholders are entitled to attend or be represented at the above Meeting. A shareholder is entitled to appoint one or more proxies to attend and vote in his place. A proxy holder is not required to be a shareholder. To be valid, Forms of Proxy must be lodged at Henderson Gartmore Fund, Company Secretary, 2 Rue de Bitbourg, L-1273 Grand Duchy of Luxembourg, not less than 48 hours before the time appointed for the Meeting.

The Audited Annual Report and Accounts of the Company may be obtained from the registered office of Henderson Gartmore Fund at the offices of the representatives and distributors and electronically at www.henderson.com.

Henderson Gartmore Fund
2 Rue de Bitbourg, L1273, Luxembourg
T +352 26 15 06 1 **F** +352 26 89 35 35

henderson.com

Henderson Gartmore Fund (the "Company")

Form of Proxy

Please return to Henderson Gartmore Fund, Company Secretary, 2 Rue de Bitbourg, L-1273, Grand Duchy of Luxembourg (or alternatively use the pre-paid envelope) not less than 48 hours before the time appointed for the Meeting.

I/We _____ of _____
 _____ (Name) (Address)

OR

_____ of _____
 _____ (Name of proxy) (Address of proxy)

as my/our proxy (or failing him/her the Chairman of the Meeting) to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held **on Thursday 9th March 2017** and at any adjournment thereof which shall consider the Agenda as shown in the Notice of Annual General Meeting, there to consider and, in the name and on behalf of the undersigned, to vote on any and all matters relative to the Agenda hereunder mentioned.

Annual General Meeting

Agenda

		FOR	AGAINST
1.	Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the period ended 30 September 2016.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the audited annual accounts for the year ended 30 September 2016.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Allocation of net results.	<input type="checkbox"/>	<input type="checkbox"/>
4.	Distribution of dividends (if any) as recommended by the directors.	<input type="checkbox"/>	<input type="checkbox"/>
5.	Discharge of liabilities to the Directors for the exercise of their mandate.	<input type="checkbox"/>	<input type="checkbox"/>
6.	a) Re-election of Les Aitkenhead to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	b) Re-election of Iain Clark to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	c) Re-election of Tony Sugrue to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
	d) Re-election of Jeremy Vickerstaff to the Board of	<input type="checkbox"/>	<input type="checkbox"/>

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Directors.

- | | | |
|---|--------------------------|--------------------------|
| e) Re-election of Steven de Vries to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| f) Re-election of Jean-Claude Wolter to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| g) Re-election of James Bowers to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| h) Re-election of Kevin Adams to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of the election of Joanna Dentskevich to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. a) Approval of the remuneration of €38,500 gross per annum for Les Aitkenhead. | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Approval of the remuneration of €33,500 gross per annum for Jean-Claude Wolter. | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Approval of the remuneration of €33.500 gross per annum for Iain Clark | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Approval of the remuneration of €33.500 gross per annum for Tony Sugrue | <input type="checkbox"/> | <input type="checkbox"/> |
| e) Approval of the remuneration of €33.500 gross per annum for Joanna Dentskevich | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Re-election of PricewaterhouseCoopers Société Cooperative as the Statutory Auditor of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Any other business. | <input type="checkbox"/> | <input type="checkbox"/> |

Notes:

The undersigned is aware that no quorum is needed for the Meeting to pass a valid resolution. Resolutions will be passed by a simple majority of the shareholders present or represented.

As witness my/our hand (s) this ____ day of _____ 2017.

Signature_____

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Société d'investissement à Capital Variable (SICAV), R.C.S Luxembourg: B77949