

**Henderson Gartmore Fund**  
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Grand Duchy of Luxembourg  
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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken you should consult your stockbroker, bank manager, solicitor, accountant, relationship manager or other professional adviser immediately.**

**HENDERSON GARTMORE FUND (the "Company")  
SOCIÉTÉ D'INVESTISSEMENT À CAPITAL VARIABLE (SICAV)  
LUXEMBOURG  
RCS Luxembourg B 77.949**

28 October 2013

*To the Shareholders of the Henderson Gartmore Fund*

Dear Shareholder,

**Changes to the Company**

We are writing to you as a Shareholder in one or more of the sub-funds of the Company (the "Sub-Funds") to inform you of certain changes we propose to make to the Company. These changes include:

- I. Appointment of Henderson Management S.A. as management company
- II. Changes to the Henderson Gartmore Fund - Global Focus Fund

**I. Appointment of Henderson Management S.A. as management company**

The Company is currently a self-managed SICAV with dirigeants appointed to oversee its day to day functions.

The Commission de Surveillance du Secteur Financier (the "CSSF") has issued Circular 12/546 ("the Circular") concerning the authorisation and organisation of Luxembourg management companies and self-managed SICAVs. The Circular also reinforces substance requirements and enhances areas of organisation, rules of conduct, conflicts of interest and risk management.

Following a review of the Circular and the current self-managed SICAV structure, the Board of Directors decided to replace the current structure with a management company. Henderson Management S.A. will be appointed effective from 1 December 2013.

These changes will not impact you as a shareholder or how your fund is managed. There will be no fee increases as a result of the Company appointing Henderson Management S.A. as its management company.

**Action to be taken**

If you are happy with the appointment of the management company, you need take no action. If you are not happy with the proposed changes, you can, free of any charges, redeem your Shares, up to 29 November 2013 in accordance with the provisions of the Prospectus. Please see 'Redemption and Switching of Shares' section below for further details on how to redeem your holding.

## II. Changes to the Henderson Gartmore Fund - Global Focus Fund (the “Global Focus Fund”)

A new portfolio manager took over the management of the Global Focus Fund on 2 January 2013. The rationale for the changes to this fund is to replicate and enable shareholders to benefit from the successful investment strategy of that portfolio manager to date.

The Board of Directors of the Company (“the Directors”) has therefore resolved, in accordance with article 16.1 of the Company’s Articles of Incorporation to implement the following changes to the Global Focus Fund, effective from 1 December 2013:

- **The Global Focus Fund will be renamed the Henderson Gartmore Fund – Global Growth Fund** to reflect the change in the Fund’s investment policy.
- **The investment policy of the Global Focus Fund shall be amended from:**

*“The Fund aims to achieve a long-term return, in excess of the long-term return that is typically achieved from global equity markets, by investing at any given time at least two-thirds of its net assets in a concentrated portfolio of companies in global markets. The return will be a combination of capital and income returns.*

*The Fund will invest in companies of any market capitalisation. The Fund will invest in a portfolio of typically 30-40 holdings.”*

to

*“The Fund aims to achieve above average long-term capital growth, in excess of long-term capital growth that is typically achieved from global equity markets. The Fund will invest principally in a concentrated portfolio of global securities with a bias to those securities where innovation drives competitive advantage and where the fund manager considers them to be underappreciated and which offer sustainably high levels of growth.”*

- **The Global Focus Fund will be managed** as a concentrated portfolio, but will not be constrained to only 30-40 holdings as is currently the case.
- **The fee structure** for the retail classes (Class R Shares) will be simplified. The current fee is 2.0% when the Fund achieves top quartile performance against the Fund’s relevant peer group which is reduced to 1.25% when the Fund does not achieve this. The fee will be changed to a flat 1.5% annual management charge and the current performance related adjustments will be removed. This is in line with the rest of the equity Sub-Funds in this range.

### Action to be taken

If you are happy with changes to the sub-fund, you need take no action. If you are not happy with the proposed changes, you can, free of any charges, redeem or switch your Shares, up to 29 November 2013 in accordance with the provisions of the Prospectus. Please see ‘Redemption and Switching of Shares’ section below for further details on how to redeem or switch your holding.

### Redemption and Switching of Shares

You may apply to redeem your holding or switch it into shares of any other of the Company’s Sub-Funds<sup>1</sup> free of switching, redemption or other charges by sending written instructions before the Dealing Cut-Off at 15.00 CET on 29 November 2013 to our Registrar Agent. Written instructions should be posted or faxed to:

Henderson Gartmore Fund  
RBC Investor Services Bank S.A.  
14, Porte de France  
L- 4360 Esch-sur-Alzette

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<sup>1</sup> subject to the sub-fund being registered for public distribution in your country of residence

Grand Duchy of Luxembourg

Fax: 00352 2460 9500

Phone: 00352 2605 9601

Alternatively you can send instructions to your representative or paying agent, however, they in turn must be received by the Registrar Agent before the relevant Dealing Cut-Off.

If you choose to switch your Shares to a holding in a different Sub-Fund<sup>2</sup>, the proceeds will be utilised to purchase shares in the Sub-Fund(s) specified by you at the share price applicable to that sub-fund in accordance with the provisions of the Company's prospectus.

**Shareholders should note that the redemption or the switching of Shares into another of the Company's Sub-Funds may represent a disposal of Shares for tax purposes in certain jurisdictions. Shareholders may be subject to taxation in their tax domiciles or other jurisdictions in which they pay taxes. As tax laws differ widely from country to country, shareholders are urged to consult their personal tax advisers regarding the tax implications of the closure in their individual cases.**

Please be advised that if inadequate anti-money laundering documentation is held for you, your redemption proceeds will be delayed until such verification is received. Settlement of redemptions will normally be made in accordance with the standing instructions we hold on file. All redemption payments will be made in the currency of the share class, unless instructions are received to the contrary. If you have changed your bank account and not advised us, please confirm your up-to-date details in writing to the Registrar Agent at the address provided above.

#### **General Information**

The Directors of the Company accept responsibility for the accuracy of the contents of this letter.

The cost of these above mentioned changes to the Company will be met by the Fund.

All the changes to the Company and its Sub-Funds will be reflected on our website [www.henderson.com](http://www.henderson.com) from the date of this letter.

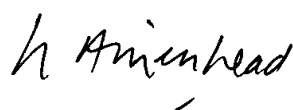
If you have any questions about the changes, these may be directed to the Registrar Agent at the address and contact numbers shown above, or your local representative.

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

For Belgian investors, CACEIS Belgium S.A. Avenue du Port 86 C b320, B-1000 Brussels, Belgium is the Belgian Financial Service Provider. The Prospectus, the Key Investor Information Documents, the Articles as well as the annual and semi annual reports of the Company may be obtained free of charge from the Belgian Financial Service Provider.

For Singapore investors Henderson Global Investors (Singapore) Limited, 6 Battery Road, # 12-01 Singapore 049909 is the Singapore Representative. The Prospectus, the Key Investor Information Documents, the Articles as well as the annual and semi annual reports of the Company may be obtained free of charge from the Singapore representative.

Yours faithfully



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<sup>2</sup> subject to the sub-fund being registered for public distribution in your country of residence.

**Les Aitkenhead**

Chairman of the Henderson Gartmore Fund Board