

The terms used in this notice shall have the same meanings as those defined in the Prospectus dated November 2016.

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

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

13 February 2017

Dear Shareholder,

We are writing to you as a Shareholder of the Henderson Gartmore Fund – Japan Absolute Return Fund (the "Fund") to inform you of the closure of the Fund as part of a rationalisation of our product range.

Rationale for closure

Following a strategic review of Henderson's fund range, it was recommended that the Fund be closed as its net assets were reducing and, as a result the Fund was at a size where it becomes increasingly difficult to operate the Fund in an economically efficient manner.

Therefore, and after careful consideration, the Directors have concluded that the Fund is too small at its current size of EUR 9.2 million¹ to be managed cost effectively and is unlikely to grow in the near future. As a consequence, the Directors have resolved that the Fund be rationalised and liquidated in accordance with Article 25.1 of the Articles of Incorporation of the Company. The effective date for the liquidation is **20 February 2017** (the "Effective Date").

Impact on dealing and action to be taken

The Directors have determined, in accordance with Article 25.1 of the Articles of Incorporation of the Company, that subscriptions, conversions and redemptions for the Fund will no longer be accepted from the date of this letter in order to ensure an orderly liquidation and to maintain equality of treatment between all Shareholders. Consequently, in accordance with Article 13.2 of the Articles of Incorporation of the Company and with the prospectus of the Company, the issue, conversion and redemption of Shares of the Fund and the calculation of the Net Asset Value per Share of the Fund is suspended from the date of this letter and until the Effective Date.

You need to take no action. The Fund will be liquidated on the Effective Date and the proceeds returned to you within 3 Business Days of the Effective Date, to the settlement details we hold on record.

We may require documentation to verify your identity if we do not already hold it. We may delay payment until we receive such verification. We will normally make payment in accordance with the standing instructions we hold on file. If you have changed your bank account and not informed us, please confirm your up-to-date details in writing to RBC Investor Services Bank S.A. at:

¹ as at 31 December 2016

Henderson Gartmore Fund

Registered Office: 2 rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg
Société d'investissement à Capital Variable (SICAV) R.C.S. B077949

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

Please note that if there are any assets which we are unable to distribute to former shareholders after liquidation of the Fund, they shall be deposited with the Caisse de Consignation in Luxembourg within nine months of the Directors' decision to close the Fund, where they will be available to the relevant former shareholders of the closing Fund for the period of time established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

The liquidation of your Shares may affect your tax position. You should therefore seek guidance from your professional advisers on any taxes that apply in the country of your respective citizenship, domicile or residence.

Additional information

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

The cost of the expenses incurred in the liquidation of the Fund will be met by Henderson Global Investors Limited, while the market-related transaction costs associated with the disposal of the Fund's investments will be borne by the Fund.

The change will be reflected on our website www.henderson.com from the date of this letter.

How to contact us

If you have any questions, please contact the Registrar and Transfer Agent, RBC Investor Services Bank S.A., using the details above. Investors may obtain the Prospectus, the Key Investor Information Documents ("KIID"), the Articles as well as the annual and semi-annual reports of the Company free of charge from the registered office and at www.henderson.com.

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 KIID, 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.

Yours faithfully



Les Aitkenhead
Chairman of the Henderson Gartmore Fund Board