

The terms used but not otherwise defined in this notice shall have the same meanings as those defined in the Prospectus dated June 2017 (the “Prospectus”).

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”)
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE (SICAV)
LUXEMBOURG
RCS Luxembourg B 77.949**

30 October 2017

Dear Shareholder,

We're writing to you as a Shareholder in one or more of the Company's Funds to inform you of certain changes to the Company and the Funds. For more details about the changes to each Fund, please refer to the relevant appendix to this letter and to the Prospectus dated June 2017.

The term “Fund” means the relevant Fund referred to in each appendix.

1. Changes to the Articles

An extraordinary general meeting of Shareholders (the “EGM”) will be held so that you can vote on changes to the Company's Articles. A draft of the restated Articles showing all the changes is available for you to read at the Company's registered office from 30 October 2017. Subject to your approval at the EGM, with effect from **15 December 2017**, the following most notable change will occur:

- Change of the Company name (see Appendix 1).

As a consequence of the Company name changing, the Fund names will also change, as described in Appendix 1.

A number of other changes prompted by a review of the Luxembourg company law will also be proposed at the EGM. The EGM convening notice is included in this mailing.

Action to be taken

The EGM will be held on 21 November 2017. It is anticipated that the necessary presence quorum of at least 50% of the shares in issue will not be reached, so a second EGM will be convened to be held on 8 December 2017.

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

janushenderson.com

The Directors strongly encourage you to vote at the EGM. You can vote in person or by proxy. Proxies received for the EGM on 21 November 2017 will remain valid for the EGM on 8 December 2017.

2. Changes to the Sub-Funds

The following changes, detailed in this shareholder notice, will become effective on the below dates.

With effect from **15 December 2017**, these changes will occur:

- Change of name and investment objective for Henderson Gartmore Fund – Global Growth Fund (see Appendix 2).
- Change of investment objective for Henderson Gartmore Fund – Pan European Smaller Companies Fund (see Appendix 3).
- Changes to the subsequent investment minimums of H Share Classes (see Appendix 4).
- Removal of certain service providers to the Company (see Appendix 5).

Action to be taken

If you agree with the proposed changes, then you need take no action.

If you do not agree with the proposed changes, then you can sell or switch your Shares free of charge on any date up to **14 December 2017**, in accordance with the provisions of the Prospectus. Please note that the Directors have discretion to apply a dilution adjustment to reflect more fairly the value of the investments in circumstances where the Directors consider appropriate, with the view to protect the interests of remaining Shareholders. Any dilution adjustment will be applied in accordance with the provisions of the Prospectus and may lower the proceeds that you receive from the sale of your Shares.

Sale and switching of Shares

You may also apply to redeem your holding by instructing the Registrar and Transfer Agent to carry out the redemption by contacting:

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

If you choose to redeem your Shares, we will pay the redemption proceeds to you in accordance with the provisions of the Prospectus, except that we will not impose any fee (except as described above) if you redeem as a result of the changes described in this notice.

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 the address provided above.

If you choose to switch your Shares to a holding in a different sub-fund, then we will use the proceeds to purchase shares in the sub-fund(s) you specify at the share price applicable to that sub-fund in accordance with the provisions of the Prospectus.

If you are in any doubt about the action to be taken, please seek advice from your stockbroker, bank manager, solicitor, accountant, relationship manager or other professional adviser.

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

Additional information

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.janushenderson.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 KIIDs, 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.

Please note that subsidiaries and/or delegated third parties of the Janus Henderson group that you communicate with about your investment in the Company, may record telephone calls and other communications for training, quality and monitoring purposes and to meet regulatory record keeping obligations.

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

Yours faithfully



Kevin Adams
Chairman of the Henderson Gartmore Fund Board

Appendix 1

Change of the Company name and the Fund names

Following the merger of Henderson Group plc and Janus Capital Group Inc in May 2017, Henderson Global Investors rebranded its business as Janus Henderson Investors. As a result, subject to your approval at the EGM, the Company name will change from Henderson Gartmore Fund to Janus Henderson Fund on **15 December 2017**.

Janus Henderson Investors brings together two complementary businesses, Janus and Henderson, which share client-centric and collaborative cultures, well-matched investment capabilities and a focus on active management. Janus Henderson Investors combines the talent pools of both organisations to build a strong global team that is better able to deliver innovative solutions for clients. The merger creates a company with increased scale, broader diversity of products and investment strategies, and greater depth in its investment professionals and distribution. This provides superior reach and range, allowing Janus Henderson Investors to offer actively managed investments and the high level of support and service that clients expect.

Should you approve the change of Company name at the EGM, the Funds will be renamed as follows:

Current name of Funds	New name of Funds
Henderson Gartmore Fund – Continental European Fund	Janus Henderson Fund – Continental European Fund
Henderson Gartmore Fund – Emerging Markets Fund	Janus Henderson Fund – Emerging Markets Fund
Henderson Gartmore Fund – Global Growth Fund	Janus Henderson Fund – Global Equity Fund*
Henderson Gartmore Fund – Latin American Fund	Janus Henderson Fund – Latin American Fund
Henderson Gartmore Fund – Pan European Fund	Janus Henderson Fund – Pan European Fund
Henderson Gartmore Fund – Pan European Smaller Companies Fund	Janus Henderson Fund – Pan European Smaller Companies Fund
Henderson Gartmore Fund – United Kingdom Absolute Return Fund	Janus Henderson Fund – United Kingdom Absolute Return Fund
Henderson Gartmore Fund – Global Equity Market Neutral Fund	Janus Henderson Fund – Global Equity Market Neutral Fund
*Please refer to Appendix 2	

Appendix 2

Change of name and investment objective for Henderson Gartmore Fund – Global Growth Fund (the “Fund”)

The Directors of the Company have resolved to change the name of the Fund to the **Janus Henderson Fund – Global Equity Fund**, to better reflect the strategy of the Fund. This name change will take place on **15 December 2017** (subject to your approval of the Company name change to Janus Henderson Fund, referred to in Appendix 1 of this letter).

The Directors of Company consider that the use of the term “growth” in the Fund name may imply that the Investment Manager seeks to invest in a wide spectrum of growth opportunities, including companies that only offer rapid short term but unsustainable growth. By contrast, the Investment Manager’s investment process is to identify high quality companies with strong competitive advantages and a focus on sustainable long-term growth rates. The name change from “Growth” to “Equity” therefore clarifies the Investment Manager’s strategy.

In addition, to better reflect how the Investment Manager manages the Fund, the investment objective of the Fund will be clarified as follows:

From: *“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 under appreciated and which offer sustainably high levels of growth.”*

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 companies that have developed strong franchises and competitive advantages. These companies will typically operate in markets that the Investment Manager believes will offer sustainably high levels of growth.”*

There will be no change to the strategy of the Fund as a result of this change.

Appendix 3

Change of investment objective for Henderson Gartmore Fund – Pan European
Smaller Companies Fund (the “Fund”)

With effect from **15 December 2017**, the definition of “European Smaller Companies” for the Fund will be amended as follows:

From: *“In this context the term “European smaller companies” means companies whose market capitalisation, at the time of purchase by the Investment Manager, does not exceed Euro 3.5 billion. This capitalisation figure may be adjusted from time to time, depending on market conditions.”*

To: *“In this context the term “European smaller companies” means companies whose market capitalisation, at the time of purchase by the Investment Manager, does not exceed **Euro 5 billion**. This capitalisation figure may be adjusted from time to time, depending on market conditions.”*

The increase of maximum market capitalisation from €3.5bn to €5bn results from the increase of the average market capitalisation of European smaller companies over time as the market continues to grow. The Investment Manager therefore believes that the proposed definition more accurately reflects the definition of a European smaller company.

There will be no change to the strategy of the Fund as a result of this change.

Appendix 4

Changes to the subsequent investment minimums of H Share Classes

After a review of the features of the H Share Classes, the Directors have resolved to reduce the subsequent investment minimums for the H Share Classes from US\$50,000 to US\$2,500 (or equivalent in other currency), which will become effective on **15 December 2017**. Investment minimums will remain unchanged at US\$750,000 (or equivalent in other currency).

The change to subsequent minimum investments applies to any H Share Class launched between the date of this notice and 15 December 2017.

For investors holding H Share Classes before 18 March 2016, the minimum holding amount of US\$2,500 and the subsequent subscription amount of US\$500 will continue to apply (or equivalent in other currency).

Please note that the availability of H Share Classes has also been amended, as follows:

H Share Classes are available in certain countries, through specific distributors (including those which have separate fee arrangements with their clients) selected by the Principal Distributor. Other jurisdictions may be available at the discretion of the Directors. With regards to MiFID distributors, H Share Classes will be available to those providing portfolio management or investment advice as defined by MiFID and which have separate fee arrangements with their clients. The full list of jurisdictions is available at the Company's Registered Office.

Appendix 5

Removal of certain service providers to the Company

The Directors have resolved to terminate the following agreements as they are no longer needed in the Company's day-to-day management:

- The Fund Advisory Agreement with Henderson Management S.A. as Investment Advisor;
- The Principal Distribution Agreement with Gartmore Investment Limited as Principal Distributor.

The terminations will not result in any change to the operation of the Funds, and will be effective on **15 December 2017**.

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Unless otherwise stated herein, words and phrases used herein bear the same meaning as in the relevant offering document of the Company.

**HENDERSON GARTMORE FUND
Société d'investissement à capital variable
L-1273 Luxembourg 2, rue de Bitbourg
R.C.S. Luxembourg, section B numéro 77.949
(the « Company »)**

CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Luxembourg, 30 October 2017

Dear Shareholder

We wish to hereby inform you that an extraordinary general meeting of the shareholders of the Company (the "EGM") will be held at 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg on 21 November 2017 at 9.30 a.m. Luxembourg time.

The amendments proposed at the EGM are designed to achieve multiple objectives:

- To change the name of the Company from Henderson Gartmore Fund to Janus Henderson Fund in order to reflect the merger of Henderson Group plc and Janus Capital Group Inc on 30 May 2017. The corresponding change appears in points 1 and 3, third indent of the EGM agenda as detailed below
- To implement the provisions of the law of 10 August 2016, which modernises the law of 10 August 1915 on commercial companies, in respect of matters, such as, but not limited to modernising shareholders meetings and the functioning of the board of directors. The corresponding changes appear in points 2, 6, 8 third and fifth indents, 11, 12 and 13, first and second indents of the EGM agenda as detailed below.
- To proceed to minor tidy up changes in the Articles. The corresponding changes appear in points 3, 4, 5, 7, 8 first, second, fourth and sixth indents, 9, 10, 13 third indent, 14, 15, 16 and 17 of the EGM agenda as detailed below.

The shareholders will also be asked to approve a restated version of the Articles. A copy of the draft restated Articles is available for inspection at the registered office of the Company.

Finally, the shareholders will be asked to determine that the effective date of the changes is 15 December 2017.

The agenda of the EGM is as follows:

AGENDA

1. To amend article 1 of the Articles to change the name of the Company to JANUS HENDERSON FUND.

2. To amend article 2 paragraph 1 of the Articles to provide that the registered office of the Company may be transferred within the Grand-Duchy of Luxembourg by way of a resolution of the board of directors of the Company.
3. To amend article 5 of the Articles to:
 - include the definition of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time and defined by “1915 Law”;
 - include “as amended from time to time” in the definition of the 2010 Law.
 - amend the definition “Company” to include the new name of the Company.
4. To amend article 6 paragraph 1 of the Articles to remove the sentence regarding the initial issued share capital of the Company.
5. To amend article 6 paragraph 3 of the Articles to include that the sub-funds may be set-up with limited or unlimited duration.
6. To amend article 11 paragraph 2, C. of the Articles to clarify the suspension of voting rights at any meeting of shareholders of the Company for any shareholders who are precluded from holding shares in the Company.
7. To amend article 13 paragraph 3 of the Articles to remove the obligation to publish a suspension of the determination of the net asset value of shares by the Company.
8. To amend article 14.1 in order to clarify that board members are re-eligible
9. To amend article 15 of the Articles to:
 - replace the word “emergency” by “urgency”;
 - remove the following means of communication “telegram” and “telex” and add the mean of communication “by e-mail” in respect of the notice and the proxy for the board of directors’ meetings as well as for circular resolutions;
 - confirm that the election of a permanent chairman of the board of directors is optional and to provide that any director can be elected as chairman of a board meeting in the absence of a permanent chairman;
 - provide that any person who does not necessarily need to be a director can be elected as chairman of a shareholder meeting;
 - add the possibility to create consultative board committees;
 - add the possibility to participate to the meetings of the board of directors and meetings of any committee by means of “conference call, video conference or any other similar means of telecommunication enabling several persons participating therein to simultaneously communicate with each other on a continuous basis” and remove the former general sentence in this respect.
10. To amend article 18 of the Articles to delete article 18 paragraph 2 and 18 paragraph 3 to simplify the Articles and to renumber article 18 paragraph 4 accordingly.
11. To amend article 19 of the Articles to:
 - clarify that investments may also be made in shares or units of UCITS and in shares of other sub-funds of the Company;

- add “a non-Member State, as acceptable by the Luxembourg supervisory authority and disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore) ” in the paragraph regarding the possibility to invest 100% of a sub-fund’s assets into one country.
12. To amend article 20 of the Articles to reflect the conflict of interest provisions of the 1915 Law.
 13. To amend article 23 of the Articles to:
 - provide that the annual general meeting shall be held “within six months of the Company’s accounting year end;
 - include some clarifications on the procedure in relation to the publication and mailing of the convening notice of shareholder meetings;
 - confirm that each share is entitled to one vote and replace “cable, telegram, telex or facsimile transmission” by “telefax or by e-mail” in relation to shareholders appointing a proxy at general shareholder meetings;
 - delete articles 23 paragraph 5 and 23 paragraph 8
 and renumber the article accordingly.
 14. To amend article 24 of the Articles to:
 - renumber the references to the paragraphs of article 23 to reflect the amendments made to article 23;
 - confirm that each share is entitled to one vote and replace “cable, telegram, telex or facsimile transmission” by “telefax or by e-mail” in relation to shareholders appointing a proxy at share class meetings;
 - replace “Article 68 of the law of August 10, 1915 on commercial companies, as amended” by a general reference to “the 1915 Law”.
 15. To amend article 25 of the Articles to:
 - replace “5 million Euro” by “25 million Euro” as minimum threshold for a sub-fund to be run in an economically viable manner;
 - clarify that the assets which may not be distributed to the relevant beneficiaries upon a termination of a sub-fund will be immediately deposited with the *Caisse de Consignation*;
 - simplify the description of sub-fund mergers and to clarify that a merger of sub-funds takes effect within five business days after expiry of the notice period;
 - clarify that the merger procedures apply to share class mergers between sub-funds.
 16. To amend article 28 of the Articles to replace the term “custodian” or “custody” by the term “depository”.
 17. To amend article 31 of the Articles to replace the words “law of 10 August 1915 on commercial companies, as amended from time to time” by the defined term “1915 Law”.
 18. To amend article 33 of the Articles to replace the words “law of 10 August 1915 on commercial companies” by the defined term “1915 Law” and remove “as such laws have been or may be amended from time to time”.
 19. To reflect all of the above amendments in a restated version of the Articles as well as minor tidy up changes in a restated version of the Articles and to approve such restatement.

20. To determine that the new Articles shall come into effect on 15 December 2017.

This EGM will only deliberate validly if at least one half of the shares in issue are represented.

Resolutions, in order to be adopted, must be carried by shares representing two-thirds of the votes cast.

Shareholders may be represented by a duly appointed agent and attorney-in-fact of their choice. Shareholders who cannot attend the meeting in person are thus invited to send a form of proxy duly filled in and executed via post, fax or email to the below address by 9.30 a.m. Luxembourg time on 17 November 2017 at the latest:

2, rue de Bitbourg,
L-1273 Luxembourg,
Grand Duchy of Luxembourg
Fax: (352) 2689 3535
Email: SICAVgeneralmeetings@janushenderson.com

A form of proxy will be sent to registered shareholders with this notice and can also be obtained from the registered office of the Company.

Additional information

How to contact us

If you have any questions, please contact the Registrar and Transfer Agent, RBC Investor Services Bank S.A., by contacting:

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

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.janushenderson.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 KIIDs, 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.

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

The board of directors