

**Proxies received for the EGM on 21 November 2017 will remain valid for the EGM on 8 December 2017**

**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.**

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, 22 November 2017

Dear Shareholder

We wish to hereby inform you that the quorum for the extraordinary general meeting (the "EGM") convened on 21 November 2017 was not met, and therefore the EGM was not able to validly decide on its agenda. Thus, the shareholders are convened to attend a second extraordinary general meeting of shareholders of the Company to be held at 2, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg on 8 December 2017 at 9.30 a.m. Luxembourg time for the purpose of considering and voting upon the agenda below.

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 8and 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.

The resolutions shall be passed without a quorum by a majority of two-thirds of the shares represented and voted.

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 6 December 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 was sent to registered shareholders on 30 October 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](http://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