

THE ENCLOSED LETTERS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.  
EACH LETTER RELATES TO PROPOSED CHANGES TO HENDERSON FUND(S) YOU  
CURRENTLY OWN AND REQUIRES ACTION ON YOUR PART.

To be held at the offices of Henderson  
Investment Funds Limited at 201  
Bishopsgate, London EC2M 3AE on 24 May  
2010 at 12 noon.

6 May 2010

**PROPOSED CHANGES TO THE HENDERSON STERLING BOND UNIT TRUST**

**Proposed additional investment powers for Henderson Sterling Bond Unit Trust**

As an investor in the Henderson Sterling Bond Unit Trust this letter serves to explain the change that we propose making to the Fund. It should be read in conjunction with the accompanying circular, which provides full details of the proposal.

The proposal is:

- to change the Fund's investment policy, giving it the power to utilise derivatives for investment purposes as well as Efficient Portfolio Management (which will include expansion of the investment and borrowing powers of the Fund to permit investment in derivatives).

It is important that you read the enclosed proposal document carefully, if there is anything about which you are uncertain you should consult your financial adviser.

**Why is Henderson proposing to make changes to the Fund's investment policy?**

The fund managers believe that incorporating modern investment techniques such as broader use of derivatives allows for a more flexible and efficient way to manage the portfolio. Using derivatives for investment purposes is expected to enable the managers to potentially further enhance income and protect capital. The use of derivatives is therefore not likely to materially increase the risk profile or volatility of the Fund. Moreover, while the change to the Fund's investment policy would confer wider investment powers, the mainstay of investment activity will remain in ordinary fixed income securities. The use of derivatives would simply be an additional tool to complement the existing strategy.

**Understanding how we use derivatives**

Derivatives are an investment instrument with a value derived from the price of a physical asset, index or security. Instead of buying or selling the asset itself we would use a derivative to achieve a similar effect. Benefits associated with using a derivative instead of trading the underlying physical asset include:

- Liquidity and flexibility** - derivatives allow the fund managers to initiate or exit investment positions quickly and provides for the possibility of generating a positive return when a security falls in value.
- Low cost exposure** - derivatives trade at a fraction of the purchase price of the underlying asset or security.

As with most investment activities you should be aware that the use of derivatives can generate either a profit or a loss depending on whether or not the investment position is successful.

Account Number:

I/We, the undersigned, being a unitholder in Henderson Sterling Bond Unit Trust (the "Fund") hereby appoint the Chairman of the meeting or (see Note 1)

Name:

Address:

to act as my proxy to vote on my behalf at the Extraordinary General Meeting of the unitholders of the Fund to be held on 24 May 2010 and at any adjournment thereof in relation to the Extraordinary Resolution specified in the Notice thereof dated 6 May 2010 (the "Resolution").

**Please indicate how you wish your proxy to vote in respect of the Resolution set out below by placing a 'tick' in the appropriate box under either 'for' or 'against'.**

I direct my proxy to vote as follows in respect of the Resolution (see Note 2):

Resolution	For	Against
(a) the widening of the Fund's investment and borrowing powers to permit the use of derivatives and forward transactions for the purposes of meeting the investment objective of the Fund;	<input type="checkbox"/>	<input type="checkbox"/>
(b) to delete the present statement of investment policy of the Fund in the Prospectus of the Fund and replace it with the following statement:		

**"Policy:** The Fund will invest principally in sterling denominated fixed interest securities including preference shares. The Fund may also invest in securities acquired on the conversion of convertible securities held within the portfolio, derivatives and forward transactions, warrants originally acquired with fixed interest investments, or under a scheme of reconstruction affecting securities in the fund, money-market instruments and deposits. The fund concentrates on investment grade corporate bonds. **Derivatives may be used for meeting the investment objective of the Fund and for efficient portfolio management."**

**Please complete and return this Proxy to us by 12 noon on 21 May 2010. A reply-paid envelope is enclosed. Please read the Notes overleaf carefully.**

Signature  Date:

**Action to be taken**

Implementation of the proposed change to the investment policy depends on the passing of an extraordinary resolution at an Extraordinary General Meeting to be held on **24 May 2010 at 12 noon**, notice of which is given in Appendix 5 of the enclosed proposal circular. The procedure for the Extraordinary General Meeting is set out in Appendix 4. **If approved, changes become effective from 21 June 2010.**

**Your vote counts**

We urge you to vote in favour of the extraordinary resolution. To be passed, the resolution requires a majority in favour of no less than 75% of the votes cast, so it is important that you exercise your right to vote. Whether or not you intend to be present at the Extraordinary General Meeting, it is important that you complete and return the enclosed Form of Proxy in the reply-paid envelope provided to Henderson Investment Funds Limited, c/o Corporate Mailing Solutions Limited, Unit 4b, Chelmsford Road Industrial Estate, Great Dunmow, Essex CM6 1HD.

Alternatively, you can complete your Form of Proxy online at: [www.henderson.castavote.co.uk](http://www.henderson.castavote.co.uk) using the unique username and password provided below. You will be able to complete your form of proxy online until 12 noon on 21 May 2010. Completing and returning the Form of Proxy will not preclude you from attending and voting at the Extraordinary General Meeting - and any adjourned meeting - in person if you so wish.

Username:

Password:

**Your Form of Proxy must arrive by post or be completed online by no later than 12 noon on 21 May 2010.**

If you have any queries about the proposal, or require any further information, please contact your financial adviser or call us on 0800 832 832 between 9am and 5pm Monday to Friday.

Yours faithfully



Jim Harris  
Head of Investor Services  
For and on behalf of  
**Henderson Global Investors**

For your protection telephone calls are recorded and may be monitored.

Past performance is not a guide to future performance.

**NOTES:**

1. If you wish to appoint someone other than the Chairman of the meeting, please delete the words 'the Chairman of the meeting' above, and insert the name and address of your appointee in the box provided. This person need not be a unitholder, but must attend the meeting in person to represent you. Any such amendment must be initially by you. If you wish to appoint the Chairman as your proxy, as above, please leave the box blank.
2. Please indicate with a tick how you wish to vote in respect of the resolution. If the Form of Proxy is signed and returned without any specific direction as to voting, the proxy is therefore directed to vote or abstain from voting as he or she thinks fit. You have a vote for each unit you hold in the Henderson Sterling Bond Unit Trust. If you do not wish to vote the same way in respect of all your units, please contact us.
3. To be valid, each Form of Proxy together with the authority (if any) under which it is signed (or a notarially certified copy of that authority) must be returned together in the reply-paid envelope provided to be received not less than 72 hours before the time set for the meeting.
4. In the case of a body corporate this Form of Proxy must be executed under seal or signed on its behalf by an officer as attorney authorised in writing.
5. In the case of joint holders any such unitholder may sign, but in the event of more than one tendering votes, the vote of the senior who votes, whether in person or by proxy, must be accepted to the exclusion of the other joint unitholders. For this purpose, seniority must be determined by the order in which the names stand in the register of unitholders.
6. Please return in the enclosed pre-paid envelope or post to Henderson Global Investors, Unit 4b, Chelmsford Road Industrial Estate, Great Dunmow CM6 1HD.

The completion and return of a Form of Proxy will not preclude a unitholder from attending and voting at the meeting.