HENDERSON GARTMORE FUND (the "Company")

NOTICE OF MEETING OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given to the shareholders of Henderson Gartmore Fund that the ANNUAL GENERAL MEETING of Henderson Gartmore Fund will be held at its registered office at 16, Boulevard d'Avranches, L-1160 Luxembourg at 11 am (Luxembourg time) on 8 March 2012 for the purpose of considering and voting upon the following matters:

AGENDA

1. Review and approval of the Audited Annual Report and Accounts for the year ended 30 September 2011.
2. Allocation of net results.
3. Discharge of liabilities to the Directors for the exercise of their mandate.
4. Re-election of Leslie Aitkenhead to the Board of Directors.
5. Re-election of Stewart Cazier to the Board of Directors.
6. Re-election of Iain Clark to the Board of Directors.
7. Re-election of Tony Sugrue to the Board of Directors.
8. Re-election of Jeremy Vickerstaff to the Board of Directors.
9. Re-election of Steven de Vries to the Board of Directors.
10. Re-election of Jean-Claude Wolter to the Board of Directors.
11. Approval of the remuneration of £20,000 net, per Director, per annum for Les Aitkenhead with effect from 30 April 2011 and Nigel Parker, pro rated for the period from 30 April 2011 to 15 June 2011 (both Directors became independent from the Investment Manager on 30 April 2011).
12. Approval of the remuneration of €25,000 gross per annum for Jean-Claude Wolter commencing 3 June 2011.
13. Re-election of PricewaterhouseCoopers S.à r.l. as the Statutory Auditor of the Company.
14. Any other business.

The Board of Directors **16 January 2012**

Notes :

All shareholders are entitled to attend or be represented at the above Meeting. A shareholder is entitled to appoint one or more proxies to attend and vote in his place. A proxy holder is not required to be a shareholder. To be valid, Forms of Proxy must be lodged at Victor Buck Services S.A. – Client Services (Ref. JD10/00001), IVY Building, Parc d'Activités, L- 8308 Capellen, Grand Duchy of Luxembourg, not less than 48 hours before the time appointed for the Meeting.

The Audited Annual Report and Accounts of the Company may be obtained from the registered office of Henderson Gartmore Fund at the offices of the representatives and distributors and electronically at www.henderson.com.