Henderson GLOBAL INVESTORS

PROSPECTUS

Henderson Gartmore Fund

August 2015

Contents

Important Information

The Directors have taken all reasonable care to ensure that the information contained in this Prospectus is, to the best of their knowledge and belief, in accordance with the facts and does not omit anything material to such information. The Directors accept responsibility accordingly.

Henderson Gartmore Fund is governed by Part I of the Luxembourg law of 17th December 2010 and qualifies as UCITS within the meaning of 1 (2) of EC Directive 2009/65 of 13 July 2009. Registration of the Company in any jurisdiction does not require any authority to approve or disapprove the adequacy or accuracy of this Prospectus or the securities and portfolios held by the Company.

Subscriptions for Shares of the Company are accepted on the basis of this Prospectus and the most recent audited annual report or semi-annual report of the Company (if more recent than such annual report) which are available from the Company's Registered Office in Luxembourg and from the Principal Distributors. Subscriptions for Shares are subject to acceptance by the Company.

No dealer, salesperson or any other person is authorised to give any information or make any representations other than those contained in this Prospectus and the other documents referred to herein in connection with the offer made hereby, and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or its representatives.

Prospective purchasers of Shares should inform themselves as to the legal requirements, exchange control regulations and applicable taxes in the countries of their citizenship, residence or domicile, and should consult with their own financial adviser, stockbroker, lawyer or accountant as to any questions concerning the contents of this Prospectus.

A Key Investor Information Document ("KIID") is available for each Henderson Gartmore Fund sub-fund. The KIID and Prospectus can be obtained from the website www.henderson.com or from the Company's Registered Office. Investors shall be deemed to have read the latest version of each relevant KIID prior to submitting every investment application.

This Prospectus and the KIID may be translated into other languages. In the event that there is any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail except to the extent (but only to the extent) required by the law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a Prospectus or KIID in a language other than English, the language of the Prospectus on which such action is based shall prevail and all disputes as to the terms thereof shall be governed by and construed in accordance with Luxembourg law.

The Company has not been registered under the United States Investment Company Act of 1940, as amended, or any similar or analogous regulatory scheme enacted by any other jurisdiction except as described herein. In addition, the Shares have not been registered under the United States Securities Act of 1933, as amended, or under any similar or analogous provision of law enacted by any other jurisdiction except as described herein. The Shares may not be and will not be offered for sale, sold, transferred or delivered in the United States of America, its territories or possessions or to any "US Person" (as defined hereafter), except in a transaction which does not violate the securities laws of the United States of America.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION BY ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT LAWFUL OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

Board of Directors

Chairman

Les Aitkenhead
United Kingdom

Les Aitkenhead is an independent director and formerly Advisory Director of Gartmore Investment Management Limited and Gartmore Investment Limited.

Members

Iain Clark
United Kingdom

Iain Clark is an independent director and formerly Director of International Investment Products of Henderson Global Investors Limited.

Tony Sugrue
Luxembourg

Tony Sugrue is an independent director.

Jeremy Vickerstaff
Henderson Management S.A.
2 Rue de Bitbourg
L-1273 Luxembourg

Jeremy Vickerstaff is General Manager of Henderson Management S.A..

Steven de Vries
Henderson Global Investors B.V.
Roemer Visscherstraat 43-45
Amsterdam 1054 EW
The Netherlands

Steven de Vries is Head of European Retail Sales of Henderson Global Investors Limited.

Jean-Claude Wolter
11B boulevard Joseph II
L-1840 Luxembourg
Grand Duchy of Luxembourg

Jean-Claude Wolter is an independent director and honorary lawyer in Luxembourg.

James Bowers
Henderson Global Investors Limited
201 Bishopsgate
London EC2M 3AE
United Kingdom

James Bowers is Global Head of Product and Distribution Services of Henderson Global Investors Limited.

Kevin Adams
Henderson Global Investors Limited
201 Bishopsgate
London EC2M 3AE
United Kingdom

Kevin Adams is Director of Fixed Income of Henderson Global Investors Limited.

The Management Company

The Directors of the Management Company

Jeremy Vickerstaff
Henderson Management S.A.
2 Rue de Bitbourg
L-1273 Luxembourg

Jeremy Vickerstaff is General Manager of Henderson Management S.A..

Tony Sugrue
Luxembourg

Tony Sugrue is an independent director,

Graham Watts
Henderson Global Investors Limited
201 Bishopsgate
London EC2M 3AE
United Kingdom

Graham Watts is Derivatives Risk Manager of Henderson Global Investors Limited.

Greg Jones
Henderson Global Investors Limited
201 Bishopsgate
London EC2M 3AE
United Kingdom

Greg Jones is Head of EMEA Retail and Latin America of Henderson Global Investors Limited.

Management and Administration

Registered Office	**Henderson Gartmore Fund** 2 Rue de Bitbourg L-1273 Luxembourg
Investment Advisor	**Henderson Management S.A.** 2 Rue de Bitbourg L-1273 Luxembourg
Management Company	**Henderson Management S.A.** 2 Rue de Bitbourg L-1273 Luxembourg
Investment Manager	**Henderson Global Investors Limited** 201 Bishopsgate London EC2M 3AE United Kingdom
Sub-Investment Manager	**Henderson Global Investors (Singapore) Limited** (for the Henderson Gartmore Fund Japan Absolute Return Fund) One Marina Boulevard, #28-00, Singapore 018989
Domiciliary and Corporate Agent	**Henderson Management S.A.** 2 Rue de Bitbourg L-1273 Luxembourg
Central Administration Agent	**BNP Paribas Securities Services, Luxembourg Branch** 33 rue de Gasperich, L-5826 Hesperange Grand Duchy of Luxembourg
Custodian Bank	**BNP Paribas Securities Services, Luxembourg Branch** 33 rue de Gasperich, L-5826 Hesperange Grand Duchy of Luxembourg
Registrar and Transfer Agent	**RBC Investor Services Bank S.A.** 14, Porte de France L-4360 Esch-sur-Alzette Grand Duchy of Luxembourg
Principal Distributors	**Gartmore Investment Limited** 201 Bishopsgate London EC2M 3AE United Kingdom **Henderson Global Investors Limited** 201 Bishopsgate London EC2M 3AE United Kingdom
Auditors	**PricewaterhouseCoopers, Société cooperative** 2, rue Gerhard Mercator B.P. 1443 L-1014 Luxembourg

Grand Duchy of Luxembourg

Legal Advisors in Luxembourg

Linklaters LLP
35 avenue John F. Kennedy
PO Box 1107
L-1011 Luxembourg
Grand Duchy of Luxembourg

Glossary

"2010 Law"	the Luxembourg law of 17th December 2010 on undertakings for collective investment, as amended from time to time.
"Alternate Solutions Fund(s)"	a Fund(s) listed under "Alternate Solutions Funds" in Appendix 1
"Application Form"	any application form provided by the Registrar and Transfer Agent or the Distributors to be completed by subscribers for Shares.
"Annual Management Charge" or "AMC"	the annual management fee payable to the Management Company, calculated as described under "Charges and Expenses" in Appendix 1.
"Articles"	the articles of incorporation of the Company, as amended from time to time.
"Auditor"	PricewaterhouseCoopers, Société cooperative.
"Business Day"	a bank business day in Luxembourg unless otherwise stated.
"Central Administration Agent"	BNP Paribas Securities Services, Luxembourg Branch.
"CET"	Continental European Time.
"China A-Shares"	shares in mainland China based companies that trade on Chinese stock exchanges.
"Commitment Approach"	the commitment approach is a methodology used to determine global risk exposure of the Fund, whereby financial derivative instruments positions of the funds are converted into the market value of the equivalent position in the underlying asset(s) of the financial derivative instrument.
"Company"	"Henderson Gartmore Fund", an open-ended investment company with variable capital (société d'investissement à capital variable).
"Continental Europe"	all European countries, excluding the United Kingdom.
"Contract Note"	either a contract note or a trade confirmation.
"CSSF"	the Commission de Surveillance du Secteur Financier, the Luxembourg regulatory body for the financial sector.
"Custodian Bank"	BNP Paribas Securities Services, Luxembourg Branch.
"Dealing Cut-Off"	15.00 CET on any Business Day.
"Designated Currency"	the currency denomination of the relevant Fund or Share Class.
"Directive"	EEC Directive 2009/65 of 13th July 2009 on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in Transferable Securities, as amended from time to time.

"Directors"	the board of directors of the Company referred to in the section "Board of Directors".
"Distributor(s)"	the Principal Distributors or a Sub-Distributor.
"Equity Fund(s)"	a Fund(s) listed under "Equity Funds" in Appendix 1.
"Eligible Investor(s)"	an Institutional Investor who also meets the qualification requirements established by the Principal Distributors from time to time.
"EU"	the European Union.
"Fair Value"	an estimate of the market value of an asset (or liability) for which a market price cannot be determined because there is no open trading market on any given day for such asset (or liability).
"Forward Pricing"	the price calculated at the Valuation Point following the Dealing Cut-Off.
"Fund"	a Henderson Gartmore Fund sub-fund(s), each being a specific portfolio of assets, which is invested in accordance with a particular investment objective.
"Group of Companies"	companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13th June 1983 on consolidated accounts and according to recognized international accounting rules.
"Hedged Share Classes"	those Share Classes where a currency hedging strategy is applied. A Hedged Share Class is one where a substantial portion of the assets of the Fund attributable to that Share Class will be hedged into the currency of that Share Class.
"Ineligible Investor(s)"	(a) in respect of G, I and Z Share Classes, investors or Shareholders who are not Institutional Investors and (b) in respect of all Shares, US Persons.
"Institutional Investor"	an investor or Shareholder who qualifies as an institutional investor within the meaning of the 2010 Law for investment in G, I and Z Share Classes.
"Investment Grade"	bonds or other fixed interest securities which are rated, as at the time of purchase, BBB- by Standard and Poors (or equivalent rating) or better by at least one recognised rating agency, or which are, in the opinion of the Company, of comparable quality.
"Investment Manager"	Henderson Global Investors Limited.
"KIID"	Key Investor Information Document
"Management Company"	Henderson Management S.A.
"Member State"	a member state of the European Union.
"Money Market Instruments"	instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.

"Net Asset Value per Share"	in relation to each Share Class of any Fund, the value per Share determined in accordance with the provisions set out in Appendix 4, Section A headed "Net Asset Value Calculation" .
"Other Regulated Market"	a market which is regulated and amongst other criteria operates regularly, is recognised and open to the public.
"Other State"	any State of Europe which is not a Member State or an Organisation for the Economic Co-operation and Development ("OECD") and all other countries of Europe (excluding the Russian Federation), North America, South America, Africa, Asia and Australia and Oceania.
"Performance Fee"	a fee payable by a Fund in addition to the Annual Management Charge as described in Appendix 6 of this Prospectus (if applicable).
"Personal Data"	personal information relevant to investments in the Company and related information given by a Shareholder to the Company.
"Principal Distributors"	Gartmore Investment Limited and Henderson Global Investors Limited.
"Registrar and Transfer Agent"	RBC Investor Services Bank S.A.
"Regulated Market"	a regulated market as defined in the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, as amended.
"RMB" or "Renminbi"	The official currency of the People's Republic of China, used to denote the Chinese currency traded in the onshore and offshore markets. All references to Chinese currency (including each of the terms "Renminbi", "RMB", "CNY" or "CNH") used in this Prospectus, or in any documentation relating to investments in the Funds should be interpreted only as references to the offshore Renminbi market currency (CNH).
"Settlement Day"	up to the third (3rd) Business Day, (with the exception of local bank or legal holidays occurring in a jurisdiction where the denomination of the relevant share class is in the official currency of that country) after the applicable Dealing Cut-Off in relation to the purchase or redemption of Shares.
'Shanghai-Hong Kong Stock Connect' or 'SHKSC'	The Shanghai-Hong Kong Stock Connect ("SHKSC") is a securities trading and clearing links programme developed by The Stock Exchange of Hong Kong Limited ("SEHK"), the Shanghai Stock Exchange ("SSE") and China Securities Depositary and Clearing Corporation Limited ("ChinaClear") with an aim to achieve mutual stock market access between the PRC and Hong Kong. SHKSC comprises the Northbound link, through which a Fund may purchase and hold SSE Securities, and the Southbound link, through which investors in Mainland China may purchase and hold shares listed on the SEHK. The Company will trade through the Northbound link.
"Share Class"	a class of Shares of a Fund.

“Shares”	the shares of the Company issued and outstanding from time to time.
“Shareholder”	any person registered in the Company’s share register as the holder of Shares in the Company or any prospective holder of Shares.
“Sub-Distributor(s)”	other Henderson companies, other intermediaries and other appropriate institutions with whom the Principal Distributors have entered into an arrangement to distribute the Shares.
“Sub-Investment Manager”	Henderson Global Investors (Singapore) Limited for the Henderson Gartmore Fund Japan Absolute Return Fund.
“Transferable Securities”	- shares and other securities equivalent to shares; - bonds and other debt instruments; - any other negotiable securities which carry the right to acquire any such Transferable Securities by subscription or exchanges, with the exclusion of techniques and instruments referred to in the section “Special Investment and Hedging Techniques and Instruments” in Appendix 2.
“UCI”	undertaking for collective investment.
“UCITS”	an undertaking for collective investment in Transferable Securities within the meaning of the Directive.
“US Person”	any US resident or other person specified in rule 902 of Regulations under the US Securities Act of 1933, as amended, or excluded from the definition of a ‘Non-United States person’ as used in Rule 4.7 of the Commodity Futures Trading Commission.
“Valuation Point”	the applicable time on a Business Day at which the Net Asset Value per Share of each Fund is calculated.
“Value at Risk (VaR)”	VaR is a measure of the potential loss to the Fund due to market risk. More particularly, VaR measures the potential loss at a given confidence level (probability) over a specific time period under normal market conditions.
“€”	Euro. “€” also denotes the Euro or EUR share class.
“¥”	Japanese Yen. “Y” also denotes the Yen share class.
“£”	Sterling. “£” also denotes the Sterling or GBP share class.
“$”	US Dollars. “$” also denotes the USD share class.
“S$”	Singapore Dollars. “S$” also denotes the S$ share class.
“CHF”	Swiss Franc, “CHF” also denotes the CHF share class.

Introduction

Structure
Henderson Gartmore Fund is an investment company incorporated under the laws of the Grand Duchy of Luxembourg in the form of a société anonyme, organised as a société d'investissement à capital variable ("SICAV") with different Funds (that is, an "umbrella fund") and qualifying as a UCITS. The Company has appointed Henderson Management S.A. as its Management Company. As an umbrella fund, the Company provides Shareholders with access to a range of separate Funds. The Company aims to establish a number of Funds that invest in a diversified range of securities, derivatives, bonds and Money Market Instruments throughout the major markets of the world in accordance with their specific investment objectives. Subject to the provisions set out in the Short-Term Trading Prevention section, Shareholders are able to switch between Funds to re-align their investment portfolio to take into account changing market conditions.

Share Classes
In order to meet the specific needs of Shareholders, the Directors may create within each Fund different Share Classes (including Hedged Share Classes) whose assets will be commonly invested pursuant to the investment objective of the applicable Fund. Each Share Class may have specific features, including, but not limited to, investor eligibility, fee structures, currency of denomination and hedging policy. The particular features of each Share Class are described in the "Share Classes" section and Appendix 1.

Upon activation of a new Share Class in a Fund, the price per share in the new Share Class will correspond to the price per share of an existing Share Class of the relevant Fund, subject to the discretion of the Directors.

New Funds or Share Classes
The Directors may create new Funds or issue further Share Classes. This Prospectus will be supplemented in due course to refer to these new Funds or Share Classes.

Form of Shares
All Share Classes are issued in registered form only and ownership of Shares will be reflected on the share register of the Company.

Purchase Price and Redemption Proceeds
The net subscription price or net redemption price for all Share Classes in each Fund shall be equal to the Net Asset Value per Share at the applicable Valuation Point, adjusted for the initial sales charges ("Initial Sales Charge") specified in Appendix 1, and the dilution adjustment or dilution levy, if applicable. Prices are calculated at each applicable Valuation Point. Details of the applicable sales or redemption charges are set out in Appendix 1.

Forward Pricing
The Company adopts a Forward Pricing policy, which means that the price at which Shares are bought or sold is that which is calculated at the Valuation Point following the Dealing Cut-Off.

Purchase of Shares
The Company has appointed Gartmore Investment Limited and Henderson Global Investors Limited to act as Principal Distributors. The Principal Distributors may undertake to negotiate various distribution contracts with Sub-Distributors.

Applications for Shares in any Fund which are made through a Distributor must be sent by the Distributor to the Registrar and Transfer Agent. The application procedure is set out in the section "How to Subscribe for, Convert, Transfer and Redeem Shares" below.

Dealing Cut-Off
The Dealing Cut-Off for subscriptions, redemptions and conversions is 15.00 CET on any Business Day. Any deals placed before the Dealing Cut-Off will be effected on the basis of the Net Asset Value per Share prevailing at the applicable Valuation Point.

Dilution Adjustment
Also known as swing pricing. To the extent that the Directors consider that it is in the best interests of the Company, given the prevailing market conditions and the level of certain subscriptions or redemptions requested by Shareholders in relation to the size of any Fund on any Business Day the threshold which is determined by the Directors, an adjustment, as determined by the Directors at their discretion, may be reflected in the Net Asset Value per Share of the Fund for such sum as may represent the percentage estimate of costs and expenses which may be incurred by the relevant Fund under such conditions. As the dilution adjustment will depend on aggregate net transactions on any given day, it is not possible to accurately predict whether it will occur at any future point in time and consequently how frequently it will need to be made.

The Directors may also make a discretionary dilution adjustment if the threshold is not met if, in their opinion, it is in the interest of existing Shareholders to do so. For the purposes of clarification, the dilution adjustment will not be taken into account in the Share price when calculating a Performance Fee for those Funds that have a Performance Fee.

The dilution adjustment, based on normal dealing and other costs (including dealing spreads) for the particular assets in which a Fund invests, can vary with market conditions and will normally not exceed 2% of the relevant Net Asset Value. However, the Board may decide to increase this adjustment limit in exceptional circumstances to protect Shareholders' interests.

Dilution Levy
To the extent that the Directors consider that it is in the best interests of the Company, given the prevailing market conditions and the level of certain subscriptions or redemptions requested by Shareholders in relation to the size of any Fund on any Business Day(s), a levy may also be applied to the value at which subscriptions or redemptions shall be settled in order to cover the percentage estimate of costs and expenses to be incurred by the relevant Fund in relation to such subscriptions or redemptions respectively.

The dilution levy, based on normal dealing and other costs (including dealing spreads) for the particular assets in which a Fund invests, can vary with market conditions and will normally not exceed 2% of the relevant Net Asset Value. However, the Board may decide to increase this levy limit in exceptional circumstances to protect Shareholders' interests.

On any day where a dilution adjustment is triggered as described above, a dilution levy will not be applied.

Settlement
Settlement for any application must be made as set out in the section headed "How to Subscribe for, Convert, Transfer and Redeem Shares" below.

Currency of Purchase
If stated in the Application Form, payment for Shares may be accepted in currencies other than the Designated Currency of the relevant Fund or Share Class, as determined by the Principal Distributors at their discretion.

Annual General Meeting
The Annual General Meeting of Shareholders will be held at the Company's Registered Office in Luxembourg or in such other place in Luxembourg-city as the Directors may decide and publish in the convening notice on the second Thursday of March in each year, or if such day is not a day on which banks are open for business in Luxembourg, on the following day on which banks are open for business in Luxembourg. Notice to Shareholders will be given in accordance with Luxembourg law. The notice will specify the place and time of the meeting, the conditions of admission, the agenda, the quorum and the voting requirements in accordance with the Company's articles.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority at this general meeting shall be determined according to shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to attend a general meeting of Shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Report and Accounts

The accounting year of the Company will end on the last day of September. The consolidated financial accounts of the Company will be expressed in Euro. Financial accounts of each Fund will be expressed in the Designated Currency of the relevant Fund. The annual report containing the audited financial accounts of the Company and of each of the Funds in respect of the preceding financial period will be prepared within four months of the end of the accounting year of the Company. The annual report will be made available at the Company's Registered Office, at the offices of the representatives and distributors and at www.henderson.com. An unaudited half-yearly report will be made available to Shareholders within two months of the end of the relevant half-year at the Company's Registered Office, at the offices of the representatives and distributors and at www.henderson.com.

Shareholder Rights

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, (notably the right to participate in general Shareholders' meetings) if the investor is registered himself and in his own name in the Shareholders' register. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

Objectives and Investment Policies

Specific Objectives and Investment Policies

The Company aims to provide a choice of Funds investing in a range of securities, derivatives, bonds and Money Market Instruments. The objective and investment policy of each Fund is set out in Appendix 1.

The Directors may, at their discretion, alter investment objectives provided that any material change in the investment objectives is notified to Shareholders at least one month prior to effecting such a change in order to enable Shareholders to request redemption or conversion of their Shares, free of initial charge, during such period. In addition, this Prospectus shall be updated accordingly.

General Investment Considerations

The pursuit of the objective and investment policy of any Fund must be in accordance with the limits and restrictions set out under "Investment Guidelines and Restrictions" in Appendix 2. Each Fund may engage in various portfolio strategies. These strategies may include the use of options on securities, contracts for differences, credit default swaps, indices and financial instruments and the utilisation of financial futures contracts. The asset value of a Fund may also seek to be protected and enhanced through hedging strategies consistent with the Fund's objective by utilising currency options, forward contracts and futures contracts, as described in the section "Special Investment and Hedging Techniques and Instruments" in Appendix 2. In addition, each Equity Fund may hold on an ancillary basis liquid assets in the form of cash deposits or short term Money Market Instruments (maturity of which is less than 12 months).

Shareholders' attention is drawn to the following facts: all investments involve risk and there can be no guarantee against loss resulting from an investment in any Fund, nor can there be any assurance that a Fund's investment objectives will be attained. The Investment Manager does not guarantee the performance or any future return of the Company or any of its Funds.

Legal Independence of the Funds - Segregation of Assets and Liabilities

Each Fund is treated as an independent entity. Shareholders of each Fund are entitled only to the wealth and yield of the Fund to which they have subscribed. Each Fund bears the appropriate amount of liabilities attributable to it and the commitments entered into in the name of one Fund are covered solely by the assets of that Fund. The Company will not be liable as a whole to third parties. Separate accounts and records will be maintained for each Fund.

Share Classes

Shares in the Company have no par value, are freely transferable and, within each Share Class, are entitled to participate equally in the profits arising in respect of, and in the proceeds of a liquidation of, the Fund to which they are attributable. All Shares are issued in registered form.

All Funds may offer B, G, H, I, R, S and Z Share Classes. The differences between Share Classes relate notably to the minimum investment, currency of denomination, dividend policy, the type of investor who is eligible to invest, the hedging strategy and the charging structure applicable to each of them.

Currency denominated and Hedged Share Classes may be made available in any Fund and any currencies at the Directors' discretion.

An up-to-date list of the Funds and currencies in which the Share Classes are available (including their hedging policy and dividend policy) can be obtained from the Company's Registered Office or from the relevant local sales office.

Even where the Company is registered for public distribution, certain Share Classes may not be offered for subscription by the Sub-Distributors appointed by the Principal Distributors. In such cases investors may apply to the Registrar and Transfer Agent in Luxembourg in order to subscribe for the relevant Share Class.

Due to the high cost of opening and maintaining Share Classes, Share Classes that fall below a minimum asset level may be closed or merged into other Share Classes of the same Fund or of another Fund. For further details, please refer to Appendix 5, section "The Company", sub-section "Closure and Merger of Share Classes" of this Prospectus.

R, B, S and H Share Class

R, B, S and H Share Classes are subject to an Initial Sales Charge. Please see Appendix 1 for details. The Initial Sales Charge will be paid by the investors to the Principal Distributors.

In respect of B Share Classes, in addition to the Initial Sales Charge payable to the Principal Distributors, the Sub-Distributors appointed by the Principal Distributors shall be entitled to receive a service fee ("Service Fee") paid out of the assets of the relevant Share Class by the Company as compensation for services provided and expenses incurred by the Sub-Distributors in promoting the sale of B Share Classes for the Company, including assistance to the investors in handling orders for subscriptions, redemptions and conversions of Shares, providing and interpreting current information about the Company, its investment portfolios and performance, providing general information about economic and financial developments and trends that may affect a Shareholder's investment, and other information or assistance as may be requested. The Service Fee which the Sub-Distributors are entitled to will be 0.5% per annum of the Net Asset Value per Share of Class B Shares.

In respect of R, S and H Share Classes, no Service Fee will be applicable.

At the time of this Prospectus, no redemption charge will be applicable to subscribers in R, B, S and H Share Classes.

Other fees and expenses detailed in the section "Charges and Expenses" may also apply.

The initial minimum amount for which a Shareholder has to subscribe, the minimum amount of subsequent investments and the minimum holding in respect of R, B, S and H Share Classes in a Fund are detailed in the table below, subject to the powers of the Company, at its discretion, to accept lesser amounts:

Share Class	Currency of Denomination	Minimum initial subscription and minimum holding amount	Minimum subsequent investment
B€, H€, R€ and S€	€	€ 2,500	€ 500
B$, H$, R$ and S$	$	$ 2,500	$ 500
B£, H£, R£ and S£	£	£ 2,000	£ 500
BS$, HS$, RS$ and SS$	S$	S$ 2,500	S$ 500
B¥, H¥, R¥ and S¥	¥	¥ 350,000	¥ 70,000
BCHF, HCHF, RCHF and SCHF	CHF	CHF2,500	CHF 500

If R, B, S or H Share Classes are issued in currencies other than those specifically mentioned in the above table, the minimum initial subscription, minimum holding amount and minimum subsequent investment is the equivalent in the relevant currency of €2,500, €2,500 and €500 respectively.

H Share Classes are restricted to individual investors that are resident in the Netherlands or the United Kingdom. H Share Classes are also available to certain distributors who have separate fee arrangements with their clients. Other jurisdictions may be available at the discretion of the Directors. The full list of jurisdictions is available at the Company's Registered Office.

G, I and Z Share Class

G, I and Z Share Classes are offered to Institutional Investors in certain limited circumstances at the discretion of the Principal Distributors and with the consent of the Directors. G Share Classes are offered to investors with a minimum total investment in Funds of the Company of €500,000,000 (or equivalent in another currency) at the time of the initial investment and have specific distribution arrangements with the Directors. This minimum may be reduced at the discretion of the Directors.

G, I and Z Share Classes will be offered at the Net Asset Value per Share of the Fund concerned. No Initial Sales Charge will be applicable to subscribers of G, I and Z Share Classes, with the exception of I Share Classes of the Henderson Gartmore Fund Japan Absolute Return Fund and the Henderson Gartmore Fund United Kingdom Absolute Return Fund. Please see Appendix 1 for details.

In respect of G, I and Z Share Classes, no Service Fee will be applicable.

At the time of this Prospectus, no redemption charge will be applicable to subscribers in G, I and Z Share Classes.

Other fees and expenses detailed in the section "Charges and Expenses" may also apply.

The initial minimum amount for which a Shareholder has to subscribe, the minimum amount of subsequent investments and the minimum holding in respect of G, I and Z Share Classes in a Fund are detailed in the following table, subject to the powers of the Company, at its discretion, to accept lesser amounts:

Share Class	Currency of Denomination	Minimum initial subscription and minimum holding amount	Minimum subsequent investment
G£	£	£50,000,000	£50,000,000
I£ and Z£	£	£25,000,000	£50,000
G€	€	€ 50,000,000	€ 50,000,000
I€ and Z€	€	€ 25,000,000	€ 50,000
G$	$	$ 50,000,000	$ 50,000,000
I$ and Z$	$	$ 25,000,000	$ 50,000
GS$	S$	S$ 80,000,000	S$ 80,000,000
IS$ and ZS$	S$	S$ 40,000,000	S$ 80,000
GCHF	CHF	CHF 50,000,000	CHF 50,000,000
ICHF and ZCHF	CHF	CHF 25,000,000	CHF 50,000

If G Share Classes are issued in currencies other than those specifically mentioned in the above table, the minimum initial subscription, minimum holding amount and minimum subsequent investment is the equivalent in the relevant currency of €50,000,000. If I and Z Share Classes are issued in currencies other than those specifically mentioned in the above table, the minimum initial subscription, minimum holding amount and minimum subsequent investment is the equivalent in the relevant currency of €25,000,000 €25,000,000 and €50,000 respectively.

Hedged Share Classes

Hedged Share Classes are denoted by the term “hedged” or “H” in brackets after the Share Class in Henderson literature. The other characteristics of the Hedged Share Class (e.g. minimum investment, management fee etc) remain the same as the base currency Share Class but their cost may be higher due to the cost of the currency hedging.

The hedging strategies applied to Hedged Share Classes will vary on a fund by fund basis. Funds which hedge currency exposure, will apply a hedging strategy which aims to substantially mitigate currency risk between the base currency of the Fund and the currency of the Hedged Share Class. The costs and expenses incurred in connection with any currency hedging transactions related to Share Class Hedging will normally be borne solely by such Hedged Share Classes and may be aggregated by such Hedge Share Classes denominated in the same currency in the same Fund. Given that there is no segregation of liabilities between Share Classes, there is a remote risk that, under certain circumstances, currency hedging transactions in relation to one Share Class could result in liabilities which might affect the Net Asset Value of the other Share Classes of the same Fund. While the Fund or its authorised agent may attempt to hedge currency risks, there can be no guarantee that the currency risk will be eliminated and it may result in mismatches between the currency position of the Fund and the value of the Hedged Share Class. Hedged Share Classes may be denoted by a “(H)” or “(Hedged)” in Henderson literature.

Hedged Share Classes may be made available in Funds and in currencies at the Directors’ discretion. An up-to-date list of the Funds and currencies in which the Hedged Share Classes are available may be obtained from the Company’s Registered Office or from the relevant local sales office.

How to Subscribe for, Convert, Transfer and Redeem Shares

How to Subscribe

To make an initial subscription for Shares an Application Form must be completed and returned to the appropriate Distributor or the Registrar and Transfer Agent. Acceptance of applications will be subject to the minimum subscription requirements for each Share Class as set out in Section 8 “Share Classes”. Investors shall be deemed to have read the latest version of each relevant KIID prior to submitting every investment application. A KIID is available for each Henderson Gartmore Fund sub-fund. The KIID and Prospectus can be obtained from the website www.henderson.com or from the Company’s Registered Office. The Directors reserve the right to accept or refuse any application in whole or in part and do not need to assign a reason.

Application Forms may be sent either by post or facsimile or through other electronic means of communication to the appropriate Distributor or to the Registrar and Transfer Agent. Applicants are also requested to provide information required under relevant anti-money laundering laws. Failure to supply the required documentation in original or certified form, may delay the application from being processed.

Subscriptions will be effected on the basis of the Net Asset Value per Share prevailing at the applicable Valuation Point. In particular, no forward or future dated instructions will be recognised and such instructions received by the appropriate Distributor or the Registrar and Transfer Agent prior to the Dealing Cut-Off on any Business Day will be processed at the applicable Valuation Point following the date of receipt without reference to the applicant, as though no forward or future instruction had been given. If instructions are received by the Registrar and Transfer Agent after the Dealing Cut-Off, the subscriptions will be deferred until the following Dealing Cut-Off.

Settlement for subscriptions must be made by electronic funds transfer on the Settlement Day. Investors should ensure that any charges incurred on electronic transfers are included in the amount transferred. The Company reserves the right to cancel any purchase order or allotment of Shares or to redeem Shares, if subscription monies are not received in cleared funds and in the reference currency of the relevant Share Class by the Settlement Day. Any funds subsequently received in relation to such purchase order will be returned (without interest) to the applicant.

Arrangements can be made for Shares to be held in accounts maintained with either Euroclear (including FundSettle) or Clearstream (including Vestima). Further information is available from the appropriate Distributor or from the Registrar and Transfer Agent. Shareholders should note that Euroclear only accepts deliveries of whole numbers of Shares. This does not apply to holdings in Clearstream, FundSettle and Vestima.

Subsequent Subscriptions

Subsequent instructions must be submitted in writing to the appropriate Distributor or the Registrar and Transfer Agent. Shareholders must clearly identify their personal account number, the intended Fund name and share class (or ISIN code), and a share or cash amount. Instructions must be signed by all Shareholders, and will be subject to the minimum subsequent investment requirements for each Share Class as set out in the section 'Share Classes'. Shareholders must ensure that they have received and read the latest version of each relevant KIID prior to submitting every subsequent subscription.

Joint Holders

Where Shares are registered in the names of joint holders, the Company will accept instructions signed by any one of the holders, unless the Company has been informed in writing of the contrary. At the point of death of one of the joint Shareholders, this individual signing power will continue to be in force and the Company will accept instructions signed by the survivor(s), unless the Company has been informed in writing of the contrary.

All notices and communications will be addressed to first named holder.

One of the joint holders must ensure that they have received and read the latest version of each relevant KIID prior to submitting an investment application.

Data Protection

The Company may collect information from a Shareholder or prospective Shareholder from time to time in order to develop and process the business relationship between the Shareholder or prospective Shareholder and the Company, and for other related activities. If a Shareholder or prospective Shareholder fails to provide such information in a form which is satisfactory to the Company, the Company may restrict or prevent the ownership of Shares in the Company and the Company, the Registrar and Transfer Agent and/or the Distributor (as the case may be) shall be held harmless and indemnified against any loss arising as a result of the restriction or prevention of the ownership of Shares.

By completing and returning an Application Form, Shareholders consent to the use of Personal Data by the Company. Information shall be disclosed to third parties where necessary for legitimate business interests only. This may include disclosure of Personal Data to its auditors, agents, service providers or if required to do so by force of law or regulatory authority or for anti-money laundering purposes. Shareholders will upon written request be given access to their Personal Data provided to the Company. Shareholders may request in writing the rectification of, and the Company will upon written request rectify, Personal Data. All personal data shall not be held by the Company for longer than necessary with regard to the purpose of the data processing.

The Company may need to disclose Personal Data to entities located in jurisdictions outside the European Union, which may not have developed an adequate level of data protection legislation. The Company will comply with Luxembourg data protection legislation in respect of Personal Data.

The Principal Distributors may use Personal Data to regularly inform Shareholders about other products and services that the Principal Distributors believe may be of interest to Shareholders, unless the Shareholder indicates to the Principal Distributors on the Application Form or in writing that he or she does not wish to receive such information.

Settlement

The relevant section of the Application Form should be completed with electronic bank details. Shares will be allotted to the applicant by the third (3rd) Business Day after the applicable Dealing Cut-Off, provided that the Company has received the cleared funds.

Where an applicant for Shares fails to pay settlement monies on the relevant Settlement Day or to provide a completed Application Form for an initial application by the due date, the Directors may, in accordance with the Company's Articles, cancel the allotment or, if applicable, redeem the Shares. Redemption or conversion instructions may be refused or treated as though they have been withdrawn if payment for the Shares has not been made or a completed initial Application Form has not been received by the Company. In addition, no dealings will be effected following a conversion instruction and no proceeds will be paid on redemption until all documents required in relation to the transaction have been provided to the Company. An applicant may be required to indemnify the Company or, as described below, the Principal Distributors against any losses, costs or expenses incurred directly or indirectly as a result of the applicant's failure to pay for Shares applied for or to lodge the required documents by the due date. In computing any losses covered under this paragraph, account shall be taken, where appropriate, of any movement in the price of the Shares concerned between the transaction date and cancellation of the transaction or redemption of the Shares (which, for the avoidance of doubt, shall include loss arising as a result of foreign exchange fluctuations) and of the costs incurred by the Company or, if applicable, the Principal Distributors in taking proceedings against the applicant.

The Principal Distributors may exercise their discretion (specified in the Company's Articles) to take steps to avoid the Company suffering losses as a result of late settlement by any applicant, including by making payment of the due amount to the Company on the settlement date. In such circumstances, the Principal Distributors may claim indemnification from the relevant applicant and take proceedings to enforce any applicable indemnity, all to the same extent that the Company itself may do so.

In Specie Subscriptions
The Company may, if a prospective Shareholder requests and the Directors so agree, satisfy any application for subscription of Shares in specie. The nature and type of assets to be accepted in any such case shall be determined by the Directors and must correspond to the investment policy of the Fund being invested in. A valuation report relating to the contributed assets must be delivered to the Directors by the Auditor of the Company. The costs of any such transfer, including the production of any necessary valuation report, shall not be borne by the respective Fund.

Foreign Exchange
Where an Application Form allows an application to be made in a currency other than the Designated Currency of the Fund(s) or Share Class, the Principal Distributors may, if requested by the Shareholder and as determined by the Directors at their discretion, arrange the necessary foreign exchange transactions on behalf of the Shareholder and at the Shareholder's expense. Shareholders need to be aware that the amount of currency involved and the time of day at which such foreign exchange is transacted will affect the rate of exchange. No liability shall be accepted by the Registrar and Transfer Agent, the Principal Distributors or the Company for any losses arising from adverse currency fluctuations.

In these circumstances, the Registrar and Transfer Agent will only allot the Shares at the Valuation Point following the execution of the foreign exchange transaction(s).

Restriction on Subscriptions and Conversions into certain Funds
Upon the discretion of the Directors subscription or conversion into certain Funds may be suspended or permitted if it is deemed to be in the best interest of the existing or potential Shareholders.

Where a Fund has been closed for new subscriptions or conversions, this will be published on the Henderson website www.henderson.com including the reason for the restriction.

Suspension of Issue of Shares
There are circumstances under which the issue of Shares may be deferred. Details of these are given in the section "Net Asset Value Calculation" below.

How to Convert and Redeem Shares

Shareholders must give instructions for the conversion of a number of Shares or value of one Fund into Shares of another Fund, or for the redemption of Shares, to the appropriate Distributor or the Registrar and Transfer Agent either by post or facsimile or using electronic trading facilities (followed promptly by the original which would be sent by post/courier) or through other electronic means of communication before the Dealing Cut-Off on any Business Day (except when there is a suspension of the Net Asset Value per Share calculation of those Funds). If the instructions are received after the Dealing Cut-Off, the conversion or redemption will be deferred until the following Dealing Cut-Off.

In order to avoid Ineligible Investors in one Share Class, Shareholders should note that they cannot convert Shares of one Share Class in a Fund to Shares of another Share Class in the same or a different Fund without the prior approval of the Company.

Where Shareholders, who hold Shares in Euroclear (including FundSettle) or Clearstream (including Vestima), wish to convert Shares of one Fund into Shares of another Fund, the conversion will take place on the same Business Day based on a free receipt followed by a free delivery of the Shares. Any outstanding material credit cash balance due to the Shareholder in question arising from one or more conversion transactions will be returned to the Euroclear (including FundSettle) or Clearstream (including Vestima) account of the relevant Shareholder.

Conversions or redemptions will be effected on the basis of the Net Asset Value per Share prevailing at the next applicable Valuation Point provided that the instructions are received before the Dealing Cut-Off on the relevant Business Day.

In some jurisdictions a conversion by a Shareholder of Shares of one Fund for Shares of another Fund may be a disposal of Shares of the original Fund for the purposes of taxation (generally, capital gains taxation). Shareholders are advised to seek advice from their tax or financial advisers in respect of their tax position.

Conversion between Funds
The Company does not charge a separate fee for the conversion of Shares from one Fund to another.

Redemption Proceeds
Redemption proceeds will normally be dispatched, at the Shareholders' risk by electronic funds transfer on the Settlement Day (or on the Settlement Day plus one Business Day when dispatched in Japanese Yen or Singapore Dollars due to differing time zones) following the receipt by the Registrar and Transfer Agent of instructions to redeem the Shares before the Dealing Cut Off. For instructions received after the Dealing Cut Off, redemption proceeds will normally be dispatched, at the Shareholders' risk by electronic funds transfer on the Settlement Day plus one Business Day (or on the Settlement Day plus 2 Business Days when dispatched in Japanese Yen or Singapore Dollars). The redemption proceeds will only be remitted to the bank account nominated by the Shareholder in their standing redemption payment instructions as set out in 'Standing Instructions' and is subject to the correct anti-money laundering documentation being in place.

For the avoidance of doubt, a Shareholder may request that (and at his own expense) redemption proceeds be paid in currencies other than the Designated Currency of the relevant Share Class, as determined from time to time by the Principal Distributors. Currencies however are limited to Euro, Sterling, US Dollar, Japanese Yen and Singapore Dollars.

Foreign Exchange
Where redemption proceeds are paid in a currency other than the Designated Currency of the relevant Fund or Share Class, the Principal Distributors may, if requested by the Shareholder and as determined by the Directors at their discretion, arrange the necessary foreign exchange transactions on behalf of the Shareholder and at the Shareholder's expense. Shareholders need to be aware that the amount of currency involved and the time of day at which such foreign exchange is transacted will affect the rate of exchange. No liability shall be accepted by the Registrar and Transfer Agent, the Principal Distributors or the Company for any losses arising from adverse currency fluctuations.

Standing Instructions
Shareholder(s) are requested to provide standing redemption payment instructions in their Application Form. These instructions may subsequently be changed by sending original written instructions, signed by the Shareholder, to the Registrar and Transfer Agent. The Company strongly advises Shareholders to keep their standing redemption payment instructions up to date as failure to do so may delay the settlement of any future transactions. Electronic payment is the only method of payment.

Significant Conversions or Redemptions
If on any Business Day the total dealing requests received to redeem and/or convert a number of Shares from a Fund is equal to 10% or more of the total assets of that Fund on that day, then the Company may at its discretion limit the redemption and/or conversion of any Shares in excess of 10% of the total assets of the Fund. The request for redemption and/or conversion at such Dealing Cut-Off shall be reduced pro rata to all Shareholders who have requested a redemption and/or conversion on such Business Day and the Shares which are not redeemed and/or converted by reason of such limit shall be treated as if a request for redemption and/or conversion had been made in respect of each subsequent Dealing Cut-Off until all the Shares to which the original request related have been redeemed and/or converted. Redemption and/or conversion requests which have been carried forward from an earlier Dealing Cut-Off shall be complied with (subject always to the foregoing limits) and given priority over later requests.

In Specie Redemptions
The Company may, if a Shareholder requests and the Directors so agree, satisfy any application for redemption of Shares in specie by allocating assets out of the relevant Fund equal in value to the aggregate Net Asset Value per Share of the Shares being redeemed. The nature and type of assets to be transferred in any such case shall be determined by the Directors, subject to the approval of the Custodian Bank, on a fair and equitable basis as confirmed by the Auditor of the Company and without prejudice to the remaining

Shareholders of that Fund. The costs of any such transfer shall be borne by the Shareholder requesting the transfer.

Suspension of Conversions and Redemptions
There are circumstances under which conversions and redemptions may be deferred. Details of these are given in the section “Net Asset Value Calculation” below.

Reporting

On acceptance of the application or instruction, all subscriptions, conversions and redemptions will be confirmed to the Shareholder by Contract Note, providing full details of the transaction.

After acceptance of an initial application for Shares in the Company, Shareholders will be advised of their personal account number, a unique identification number issued to the Shareholder by the Registrar and Transfer Agent.

Shareholders are advised to quote this number in all future instructions.

How to Transfer Shares

Shareholders wishing to transfer some or all of the Shares registered in their names should submit to the Registrar and Transfer Agent a share transfer form or other appropriate documentation signed by the transferor and the transferee. No stamp duty is payable in Luxembourg on transfer.

Shareholders are reminded that any transfer of Shares held in Euroclear (including FundSettle) or Clearstream (including Vestima) must be notified immediately to the Registrar and Transfer Agent.

The Directors may decline to register any transfer of Shares where the transfer would result in the legal or beneficial ownership of such Shares by an Ineligible Investor.

Minimum Holding

Except as otherwise agreed by the Company, no redemption, transfer or conversion may be made which would result in any Shareholder remaining or being registered as the holder of Shares in a Fund or Share Class where the value of such holding would be below the minimum subscription level.

If, as a result of any request for redemption, transfer or conversion, the aggregate value of the Shares held by any Shareholder would fall below the minimum subscription level specified in Appendix 1, then the Company may decide that this request will be treated as a request for redemption, transfer or conversion for the full balance of such Shareholder’s holding of Shares.

Money Laundering Prevention

In order to contribute to the fight against money laundering, the Company, the appropriate Distributor and the Registrar and Transfer Agent will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to money laundering prevention and, in particular, with the law of 12th November 2004 on the fight against money laundering and terrorist financing and with the CSSF Regulation 12-02 of 14 December 2012, as may be amended or revised from time to time. The Distributor and Registrar and Transfer Agent will furthermore adopt procedures designed to ensure, to the extent applicable, that it and its agents shall comply with the foregoing undertaking.

Moreover, the Company is legally responsible for identifying the origin of monies transferred. Subscriptions and payment of redemption proceeds may be temporarily suspended until such monies or the identity of the relevant Shareholder has been correctly identified.

In relation to an application for, or transfer of, Shares, the Company and/or Registrar and Transfer Agent may require at any time such documentation as it/they deem appropriate. Failure to provide such information in a form which is satisfactory to the Company and/or Registrar and Transfer Agent may result in an application or transfer not being processed. Should documentation not be forthcoming with regard to the return of payments or the redemption of Shares, then such payment may not proceed.

Investment Fund Market Timing Prevention

Investment fund market timing is an arbitrage strategy that involves dealing in a fund to exploit discrepancies between the daily issue price of the fund and general market movements.

As investment fund market timing may be detrimental to the Company, it is the Company's policy to discourage investment fund market timers from entering or remaining in a Fund.

The Company’s policy is to discourage abusive market-timing trading practices by way of Forward Pricing with Fair Value techniques. Although there can be no assurance that all such practices will be identified or prevented, the Company will monitor Shareholder transactions to identify patterns of market timing trading and may take any measures it deems appropriate to prevent market timing trading.

In addition to this, the Company reserves the right to utilise Fair Value techniques where the underlying markets are closed for trading at the Fund’s valuation point and where the latest available market prices may not accurately represent the fair value of the Fund’s holdings due to prevailing market conditions.

Short-Term Trading Prevention

Short-term trading into and out of a Fund, particularly in large amounts, may harm performance by disrupting portfolio management strategies and by increasing Fund costs, including brokerage and administrative costs, and may dilute the value of the holdings of other Shareholders of that Fund.

For this reason, the Company’s policy is to discourage abusive short-term trading practices by way of Forward Pricing with Fair Value techniques. Although there can be no assurance that all such practices will be identified or prevented, the Company will monitor Shareholder transactions to identify patterns of short-term trading and may take any measures it deems appropriate to prevent short-term trading.

In addition to this, the Company reserves the right to utilise Fair Value techniques where the underlying markets are closed for trading at the Fund’s valuation point and where the latest available market prices may not accurately represent the fair value of the Fund’s holdings due to prevailing market conditions.

Compulsory Redemption or Conversion of Shares Held by Ineligible Investors

The Articles provide that, when the Company believes any of its Shares are held by a US Person, either alone or in conjunction with any other person, it may compulsorily redeem all such Shares at the price defined in the Articles. In addition, the Articles provide that, the Company may restrict or prevent the ownership of Shares in the Company by any legal person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company.

The Company will convert all G, I and Z Share Classes held by Shareholders who are not Institutional Investors as the case may be to the appropriate Share Class in the Fund concerned at the price defined in the Articles.

Charges and Expenses

Initial Sales Charge

The Principal Distributors are entitled to receive in respect of R, B, S and H Share Classes of the Equity Funds and for all Share Classes of the Alternate Solution Funds the Initial Sales Charge paid by the investor, as specified for the Share Class. The Initial Sales Charge shall be expressed as a percentage of the Net Asset Value per Share as set out on the Fund pages of Appendix 1 and shall in no case exceed the maximum permitted by the laws and regulations of any country where the Shares are authorised for public sale. The Principal Distributors may in conjunction with each Sub-Distributor agree the proportion of the Initial Sale Charge to be retained by the Sub-Distributor.

Share Class Service Fee

In relation to B Share Class, the Sub-Distributors appointed by the Principal Distributors shall be entitled to receive a Service Fee paid by the Company as compensation for services provided and expenses incurred by the Sub-Distributors in promoting the sale of B Share Classes for the Company, including assistance to the investors in handling orders for subscriptions, redemptions and conversions of Shares, providing and interpreting current information about the Company, and other information or assistance as may be requested. The service fee which the Sub-Distributors are entitled to receive will be 0.5% per annum of the Net Asset Value per Share of B Share Class.

Performance Fee

The Management Company shall be entitled to receive in respect of R, B, G, H, I and S Share Classes a Performance Fee on Alternate Solutions Funds. Where applicable, the Performance Fee hurdle and period are set out in Appendix 1 and details of the Performance Fee which the Management Company is entitled to receive are set out in Appendix 6.

Annual Management Charge

The Management Company is entitled to receive, in respect of all Share Classes, from the Company in any year the annual management charge, as specified in the Appendix 1 of this Prospectus, which will cover annual servicing and management fees for such Share Classes. Such annual management charge shall be payable in arrears at the end of each calendar month, calculated and accrued at each Valuation Point at the appropriate rate for the Share Class concerned. This fee shall be equal to a percentage of the average Net Asset Value per Share of the Share Class concerned.

Custodian Bank Fee

The Company pays to the Custodian Bank by way of remuneration a Custodian Bank fee and transaction fees and charges as agreed from time to time in writing. Such fees may be accrued daily and paid to the Custodian Bank monthly in arrears. The Custodian Bank fee is in accordance with normal practice in Luxembourg and is calculated on the basis of a percentage of the net assets of the Company together with a fixed amount per transaction.

Administration Fee

The Central Administration Agent will receive fees calculated on the basis of the net assets of the Company. Such fees will be payable monthly in arrears by the Management Company out of the assets of the Company.

Registrar and Transfer Agent Fee

The Registrar and Transfer Agent will receive fees in respect of services provided and reasonable out of pocket expenses. Such fees will be payable monthly in arrears by the Management Company out of the assets of the Company.

Directors' Fees

Those Directors who are not employees of Henderson Group may each receive an annual fee out of the assets of the Company, which shall be approved by the Shareholders. The unaudited half-yearly and audited annual reports of the Company will include a statement detailing the current expenses policy of the Directors for that accounting period.

Other Expenses

The Company will also pay, as far as allowable under applicable regulations, all other operating expenses which include, without limitation, taxes, expenses for legal and auditing services, printing Shareholders' reports, Prospectuses, all reasonable out of pocket expenses of the Directors, registration fees and other expenses due to supervisory authorities and local, regulatory and tax representatives appointed in various jurisdictions, insurance, interest and, brokerage costs. The Company will also pay fees or other charges levied in respect of the provision and use of benchmarks, dividend and redemption payment costs and the costs of publication of the net asset value or other Fund information, including, but not limited to, that required to be published by any regulatory authority.

Annual Expenses

The Management Company has undertaken to limit the annual expenses (other than the Annual Management Charge, Performance Fee, Dilution Levy if applicable, the Service Fee in respect of B Share Class, the expenses related to the purchase and sale of investments and the cost of hedging) borne by each Share Class of the Company to a maximum of 0.50% of the average Net Asset Value per Share of such Share Class.

Any other expenses of the Company in excess of the maximum will be borne by the Investment Manager.

Taxation

The following is based on advice received by the Company regarding law and practice in force at the date of this Prospectus in the Grand Duchy of Luxembourg, the People's Republic of China, and the United States of America.

The following discussion is intended as a general guide only. Certain categories of Shareholders may be subject to special rules and this summary does not apply to such Shareholders. Potential investors are urged to consult their own professional advisers regarding the possible tax, exchange control or other consequences of buying, holding, selling or redeeming Shares under the laws of the jurisdictions to which they are subject.

Luxembourg Taxation

The statements on taxation below are intended to be a general summary of certain Luxembourg tax consequences that may apply to the Company and its Shareholders. The statements relate to Shareholders holding Shares as an investment (as opposed to an acquisition by a dealer). As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment in the Company is made will endure indefinitely.

The Company
Under Luxembourg tax law, there are no Luxembourg income, withholding or capital gains taxes payable by the Company.

The Company is, however, subject to the tax on Luxembourg undertakings for collective investment ("subscription tax").

R, B, S and H Share Classes of the Company which are offered in the Funds will be subject to the tax on Luxembourg undertakings for collective investment at the rate of 0.05% per annum of the value of the total net assets of such Share Class on the last day of each calendar quarter, whereas G, I and Z Share Classes of the Company in the Funds (reserved to Institutional Investors within the meaning of the 2010 Law) will be subject to the tax on Luxembourg undertakings for collective investment at the rate of 0.01% per annum of the value of the total net assets of such Share Class on the last day of each calendar quarter.

No stamp duty or other tax is payable in Luxembourg on the issue of Shares in the Company.

Capital gains, dividends and interest on securities issued in other countries may be subject to withholding and capital gains taxes imposed by such countries.

The Shareholders
Under current Luxembourg law, there are normally no Luxembourg ordinary income, capital gains, estate or inheritance taxes payable by the Company's Shareholders with respect to their Shares in the Company, except by Shareholders who are domiciled in, residents of, or maintain a permanent establishment in the Grand Duchy of Luxembourg.

European Union Savings Directive ("EUSD")

In accordance with the provisions of the Council Directive 2003/48/EC on the taxation of savings income (the "EUSD") that came into force on 1 July 2005, dividend payments made by a Fund will be subject to the EUSD if more than 15% of such Fund's assets are invested in debt claims and capital gains realised by Shareholders when redeeming their Shares will be subject to the EUSD if more than 25% of such Fund's assets are invested in debt claims. By virtue of the law of 25 November 2014, Luxembourg elected out of the withholding tax system in favour of an automatic exchange of information under the EUSD, this as from 1 January 2015.

On 24 March 2014, the Council of the European Union adopted a Directive which will, when implemented, amend and broaden the scope of the requirements of the EUSD described above, expand the range of payments covered by the EUSD, in particular to include additional types of income payable on securities, and the circumstances in which payments must be reported. The EUSD may however be repealed in due course to avoid overlap with the amended Council Directive 2011/16/EU on administrative cooperation in the field of taxation, pursuant to which Member States will be required to apply other new measures on mandatory automatic exchange of information from 1 January 2016 (notwithstanding any delays in ratification into national law).

Foreign Account Tax Compliance Act ("FATCA")

The Foreign Account Tax Compliance provisions (generally known as FATCA) of the Hiring Incentives to Restore Employment Act ("HIRE Act") generally impose a new reporting regime and potentially a 30% withholding tax with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

Luxembourg has entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States. The Company is obliged to comply with the provisions of FATCA under the terms of Luxembourg legislation implementing the IGA (the "Luxembourg IGA Legislation").

Luxembourg financial institutions that comply with the requirements of the Luxembourg IGA Legislation are treated as compliant with FATCA and, as a result, are not subject to withholding tax under FATCA ("FATCA Withholding"). The Company is considered to be a Luxembourg financial institution that complies with the requirements of the Luxembourg IGA Legislation and, as a result of such compliance, the Fund should not be subject to FATCA Withholding.

Under the Luxembourg IGA Legislation, the Company is required to report to the Luxembourg tax authorities certain holdings by and payments made to (a) certain US investors, (b) certain US controlled foreign entity investors and (c) non-US financial institution investors that do not comply with the terms of the Luxembourg IGA Legislation.

The People's Republic of China

The Company

In general (subject to the discussions below), a non-PRC tax resident enterprise is subject to PRC CIT on a withholding basis on dividend, capital gain, interest and other income that is determined to be derived from sources within the PRC. A standard 10% withholding tax applies to all PRC-sourced income of a non-PRC tax resident enterprise if (i) such enterprise has no establishment or premises in the PRC, or (ii) it has an establishment or premises in the PRC, but its income derived from sources within the PRC has no actual connection with such establishment or premises, unless a preferential withholding tax rate may be applied under an applicable income tax treaty.

Pursuant to the CIT Law and the Detailed Implementation Regulations thereunder, both of which entered into effect on January 1, 2008, a foreign company may be deemed a PRC tax resident if the place of its effective management is or is deemed to be located in the PRC and therefore be subject to the CIT at the rate of 25% on its worldwide income.

The Company intends to use reasonable efforts to avoid the Funds becoming a PRC tax resident or otherwise be treated as a non-tax resident with an establishment or place of business in China for PRC tax purposes. However, this notwithstanding, there can be no assurance that the Funds will not be deemed to be a PRC tax resident or otherwise as having a taxable presence in the PRC and thus subject to PRC tax on a full assessment basis on its worldwide income, resulting in additional PRC tax liabilities. In that event, the interests of the investors may be adversely affected.

For the SSE Securities traded by the Funds under SHKSC, any capital gains derived from the transfer of such SSE Securities on or after 17 November 2014 would be temporarily exempt from PRC corporate income tax. Prior to this exemption, in respect of China sourced capital gains derived from the transfer of SSE Securities, such gains would have been subject to CIT at 10% in accordance with the CIT law. Dividends from SSE Securities paid to the Funds would be subject to 10% withholding tax and which is to be withheld at source. If the Funds are entitled to a lower tax treaty rate as regards capital gains and dividends, application can be made to the in-charge tax bureau of the payer for a tax refund. It is possible that any new tax laws and regulations and any new interpretations may be applied retroactively.

Appendix 1 – Funds

The information contained in this Appendix should be read in conjunction with the full text of the Prospectus of which this forms an integral part.

Equity Funds

Investment Objectives and Policies

The Equity Funds aim to achieve a long-term return, in excess of the long-term return that is typically achieved from the relevant equity markets, through investment of each Fund's assets in a diversified range of Transferable Securities. Each Equity Fund listed below will invest at least two-thirds of its net assets in equity and/or equity related Transferable Securities and their derivatives, such as common stock, American Depository Receipts (“ADRs”), European Depository Receipts (“EDRs”) and Global Depository Receipts (“GDRs”), preferred stock, warrants on equity and other rights to acquire stock. Within the remaining third each Equity Fund may invest in convertible bonds and other debt securities (with or without warrants on Transferable Securities attached) or hold Money Market Instruments which are regularly negotiated and have a residual maturity which does not exceed 12 months.

Liquid assets, meaning in this context, bank receivables and claims resulting from repurchase and reverse repurchase transactions, both on sight and on time, with a duration of up to twelve months, shall be deducted from the assets of the Fund for purposes of calculating the above proportions. In times, which, in the opinion of the Investment Manager, are extremely volatile, it may be necessary for the Fund to have an increased level of liquidity.

Each Equity Fund may use options and futures and other derivative instruments (see Appendix 2). Transactions relating to futures and options on financial instruments made for purposes other than hedging should not have a significant negative impact on the investment policy of the relevant Fund.

General Profile of Investors in Equity Funds

Whilst specific advice cannot be given, Equity Funds may be suitable for those investors who can accept the potential for loss and can set aside the capital for the medium to longer-term. However, there is no guarantee that investors will get back their original investment.

Charges and Expenses of the Equity Funds

The Annual Management Charge and other fees for the Share Classes of the Equity Funds are:

Share Class	Initial Sales Charge	AMC	Other Fees
R	5%	1.5%	
B	5%	1.5%	Service Fee 0.5%
H	5%	0.75%	
S	5%	2.25%	
G	0%	0.65%	
I	0%	1.0%	
Z	0%	0%	

Other fees and expenses detailed in the section “Charges and Expenses” will also apply.

Past Performance, Total Expense Ratio (Ongoing charges figures) and Portfolio Turnover Ratio

Past performance and ongoing charges figures information are detailed in the Key Investor Information Document. Portfolio turnover ratio information is provided in the Annual Report and Accounts.

Henderson Gartmore Fund Continental European Fund

Investment Objective
The Fund aims to achieve a long-term return, in excess of the long-term return that is typically achieved from Continental European equity markets, by investing at any given time at least two-thirds of its net assets in:

- companies having their registered office in Continental Europe,

- companies that do not have their registered office in Continental Europe but either (i) carry out a predominant proportion of their business activity in Continental Europe, or (ii) are holding companies which predominately own companies with registered offices in Continental Europe.

The return will be a combination of capital and income returns.

Global Risk Exposure Calculation Methodology
The Fund uses the Commitment Approach to calculate global risk exposure.

Fund Base Currency
Euro

Launch Date
29th September 2000

Risk Considerations
This Fund invests in shares, which may be more volatile than other asset classes such as cash or bonds. The Fund may utilise derivatives for efficient portfolio management. As the Fund invests in Continental Europe, it may have exposure to non-Euro currencies and thus to changes in exchange rates which may cause the value of investments to fall or rise independently of the underlying holdings. Investors should note the risk factors in Appendix 3.

Henderson Gartmore Fund Emerging Markets Fund

Investment Objective
The Fund aims to achieve a long-term return, in excess of the long-term return that is typically achieved from emerging equity markets, by investing at any given time at least two-thirds of its net assets in:

- companies having their registered office in emerging markets,
- companies that do not have their registered office in emerging markets but either (i) carry out a predominant proportion of their business activity in these markets, or (ii) are holding companies which predominantly own companies with registered offices in emerging markets.

The return will be a combination of capital and income returns.

In this context, the term “emerging markets” means countries included in the MSCI World Emerging Markets Index or those which are referred to by the World Bank as developing countries or those countries which are, in the Investment Manager’s opinion, developing countries.

Global Risk Exposure Calculation Methodology
The Fund uses the Commitment Approach to calculate global risk exposure.

Fund Base Currency
US dollar

Launch Date
29th September 2000

Risk Considerations
This Fund invests in shares, which may be more volatile than other asset classes such as cash or bonds. The Fund may utilise derivatives for efficient portfolio management. As the Fund invests in emerging markets, it is exposed to changes in exchange rates which may cause the value of investments to fall or rise independently of the underlying holdings. Emerging markets tend to be more volatile than more established markets and therefore investors’ money could be at greater risk. Other risk factors such as political and economic conditions should be considered.

Investment in the Fund represents an above average risk and so investors must be able to accept this risk. Investors should note the risk factors in Appendix 3.

Henderson Gartmore Fund Global Growth Fund

Investment Objective
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.

Global Risk Exposure Calculation Methodology
The Fund uses the Commitment Approach to calculate global risk exposure.

Fund Base Currency
US dollar

Launch Date
29th October 2004

Risk Considerations
This Fund invests in shares, which may be more volatile than other asset classes such as cash or bonds. The Fund may utilise derivatives for efficient portfolio management. The Fund holds a limited number of investments. If one or more of these investments declines in value, or is otherwise adversely affected, this could have a greater impact on the Fund's value than if a larger number of investments were held. As the Fund invests globally, it is exposed to changes in exchange rates which may cause the value of investments to fall or rise independently of the underlying holdings. The Fund may invest in emerging markets which tend to be more volatile than more established markets and therefore investors' money is at greater risk. Funds investing in technology related industries may be susceptible to greater risks and market fluctuations than investment in a broader range of investments covering different economic sectors. Other risk factors such as political and economic conditions should be considered. Investors should note the risk factors in Appendix 3.

Henderson Gartmore Fund Latin American Fund

Investment Objective
The Fund aims to achieve a long-term return, in excess of the long-term return that is typically achieved from Latin American equity markets, by investing at any given time at least two-thirds of its net assets in:

- companies having their registered office in Latin American markets,

- companies that do not have their registered office in Latin American markets but either (i) carry out a predominant proportion of their business activity in these markets, or (ii) are holding companies which predominantly own companies with registered offices in Latin American markets.

The return will be a combination of capital and income returns.

The Fund may also invest in American Depositary Receipts ('ADRs') investing in securities issued by companies incorporated in Latin America or in any similar listed securities of Latin American companies.

Global Risk Exposure Calculation Methodology
The Fund uses the Commitment Approach to calculate global risk exposure.

Fund Base Currency
US dollar

Launch Date
29th October 2004

Risk Considerations
This Fund invests in shares, which may be more volatile than other asset classes such as cash or bonds. The Fund may utilise derivatives for efficient portfolio management. As the Fund invests in Latin America, it is exposed to changes in exchange rates which may cause the value of investments to fall or rise independently of the underlying holdings. The Fund may hold a limited number of investments. If one or more of these investments declines in value, or is otherwise adversely affected, this can have a greater impact on the Fund's value than if a larger number of investments were held. The Fund invests in emerging markets which tend to be more volatile than more established markets and therefore investors' money is at greater risk. Other risk factors such as political and economic conditions should be considered.

Investment in the Fund represents an above average risk and so investors must be able to accept this risk. Investors should note the risk factors in Appendix 3.

Henderson Gartmore Fund Pan European Fund

Investment Objective
The Fund aims to achieve a long-term return, in excess of the long-term return that is typically achieved from European equity markets, by investing at any given time at least two-thirds of its net assets in:

- companies having their registered office in Europe (including the United Kingdom),

- companies that do not have their registered office in Europe but either (i) carry out a predominant proportion of their business activity from Europe (including the United Kingdom), or (ii) are holding companies which predominantly own companies with registered offices in Europe (including the United Kingdom).

The return will be a combination of capital and income returns.

Global Risk Exposure Calculation Methodology
The Fund uses the Commitment Approach to calculate global risk exposure.

Fund Base Currency
Euro

Launch Date
29th September 2000

Risk Considerations
This Fund invests in shares, which may be more volatile than other asset classes such as cash or bonds. The Fund may utilise derivatives for efficient portfolio management. As the Fund invests in Europe it may have exposure to non-Euro currencies and therefore to changes in exchange rates which may cause the value of investments to fall or rise independently of the underlying holdings. Investors should note the risk factors in Appendix 3.

Henderson Gartmore Fund Pan European Smaller Companies Fund

Investment Objective
The Fund aims to achieve a long-term return, in excess of the long-term return that is typically achieved from European smaller companies equity markets, by investing at any given time at least two-thirds of its net assets in:

- smaller companies having their registered office in Europe (including the United Kingdom),

- smaller companies that do not have their registered office in Europe but either (i) carry out a predominant proportion of their business activity in Europe (including the United Kingdom), or (ii) are holding companies which predominantly own companies with registered offices in Europe (including the United Kingdom).

The return will be a combination of capital and income returns.

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.

Global Risk Exposure Calculation Methodology
The Fund uses the Commitment Approach to calculate global risk exposure.

Fund Base Currency
Euro

Launch Date
29th September 2000

Risk Considerations
This Fund invests in shares, which may be more volatile than other asset classes such as cash or bonds. The Fund may utilise derivatives for efficient portfolio management. As the Fund invests In Europe it may have exposure to non-Euro currencies and thus to changes in exchange rates which may cause the value of investments to fall or rise independently of the underlying holdings. The Fund will invest in smaller companies, which can be more risky than larger companies, due to lack of liquidity and increased volatility. The shares of smaller companies may be subject to more abrupt price movements than shares of larger companies. Investors should note the risk factors in Appendix 3.

Alternate Solutions Funds

Investment Objectives and Policy

The Investment Objectives and Policy of each Alternate Solutions Fund is available in the section specific to each Fund.

The Alternate Solutions Fund may invest extensively in derivatives providing both long and synthetic short positions (short positions through the use of derivatives). As a result, as well as holding assets that may rise or fall with market values, an Alternate Solutions Fund may also hold positions that may rise as the market value falls and fall as the market value rises. However, if the value of the underlying security increases, it will have a negative effect on the Fund's value. In a rising market, leverage can enhance returns to investors but if the market falls, losses may be greater.

The Alternate Solutions Funds may employ leverage as part of their investment strategy when using derivatives. Derivatives may contain a leverage component and consequently any adverse changes in the value or level of the underlying asset, rate or index can result in a loss greater than the amount invested in the derivative itself.

Each Alternate Solutions Fund may use options, futures and swaps as well as other types of derivative instruments for hedging and investment purposes (see Appendix 2).

The Investment Manager may use one or more separate counterparties to undertake derivative transactions. As with all counterparty agreements, there is a risk to each party of a contract that the counterparty will not meet its contractual obligations. The Investment Manager assesses the credit worthiness of counterparties as part of the risk management process.

The Alternate Solutions Funds may use forward foreign exchange transactions, to hedge, as far as is reasonably practicable, the currency exposure of the underlying assets as against the base currency of the relevant Fund. However, this will not eliminate a Fund's currency risk.

The Alternate Solutions Funds aim to achieve positive returns through investments in equity securities and their derivatives but a substantial proportion of the assets of the Fund may at any time consist of cash, near cash, deposits and/or Money Market Instruments.

Where the investment policy of a Fund contains the word 'primarily' in the description of its investment policy, the relevant Fund will, in normal market conditions, invest not less than 80% of its total assets in the specified kind of assets.

General Profile of Investors in Alternate Solutions Funds

Whilst specific advice cannot be given, the Alternate Solutions Funds may be suitable for investors who can accept the potential loss and can set aside the capital for medium to longer term. However there is no guarantee that investors will get back their original investment.

Given that the investment in an Alternate Solutions Fund represents an above average risk, investors must be able to accept this above average risk.

In addition to those risks specific to whether an Alternate Solutions Fund is an equity or a bond Fund a number of other risks apply. Investors should note the risk factors in Appendix 3. A fundamental risk associated with any Alternate Solutions Fund is the risk that the value of the investments and income they hold might decrease in value and that investors may not get back the full amount of their investment. The Alternate Solutions Funds do not offer any form of guarantee with respect to investment performance and no form of capital protection will apply.

Fees and Expenses of the Alternate Solutions Funds

The Annual Management Charge and other fees for the Share Classes of the Alternate Solutions Funds are:

Share Class	Initial Sales Charge	AMC	Other Fees
R	5%	1.5%	20% Performance Fee
B	5%	1.5%	20% Performance Fee 0.5% Service Fee
H	5%	1.0%	20% Performance Fee
S	0%	2.25%	20% Performance Fee
G	5%	0.75%	20% Performance Fee
I	5%	1.0%	20% Performance Fee
Z	0%	0%	

Other fees and expenses detailed in the section “Charges and Expenses” will also apply.

Past Performance, Total Expense Ratio (ongoing charges) and Portfolio Turnover Ratio

Past performance and ongoing charges information are detailed in the Key Investor Information Document. Portfolio turnover ratio information is provided in the Annual Report and Accounts.

For the avoidance of doubt, any cash hurdles mentioned in relation to the calculation of Performance Fees are used solely for Performance Fee calculation purposes, and should therefore under no circumstances be considered as indicative of a specific investment style.

Henderson Gartmore Fund Japan Absolute Return Fund

Investment Objective
The Fund aims to achieve a positive absolute return over the long term regardless of market conditions, by taking long and short positions at any given time in equities or equity related derivative contracts of:

- companies having their registered office in Japan; and
- companies that do not have their registered office in Japan but either (i) carry out a predominant proportion of their business activity in these markets, or (ii) are holding companies which predominantly own companies with registered offices in Japan

although all or a substantial proportion of the assets of the Fund may at any time consist of cash, near cash, deposits and/or Money Market Instruments. The Fund will invest in companies of any market capitalisation.

Long positions may be held through a combination of direct investment and/or derivative instruments, and short positions will be held through derivative positions, primarily swaps and futures. The use of derivatives forms an important part of the investment strategy.

The Fund may also invest at the Investment Manager's discretion in other Transferable Securities, derivative instruments and collective investment schemes.

Global Risk Exposure Calculation Methodology
Global risk exposure of the Fund is determined using the absolute Value at Risk (VaR) approach.

The Fund's leverage level is expected to be 50% of the Fund's total Net Asset Value based on the sum of notional exposures of financial derivative instruments in the investment portfolio including those held for risk reduction purposes. This level of leverage will vary over time and may increase under certain market conditions to seek to meet the investment objective of the Fund.

Fund Base Currency
Yen

Launch Date
29th September 2000

Performance Fee – Hurdle and Period
Except for the Z Share Class, the Fund will pay a Performance Fee as described in Appendix 6.

For Performance Fee calculation purposes, the hurdles for the Fund are

Share Class	Hurdle
Base currency and non-hedged currency Share Classes	the Japan Base Rate (the uncollateralised overnight yen call rate)
Euro Hedged Share Classes	the Euro Base Rate (Euro Main Refinancing Rate)
Sterling Hedged Share Classes	the UK Base Rate (Bank of England Base Rate)
US Dollar Hedged Share Classes	the USD Base Rate (US Federal Funds Rate)
S$ Hedged Share Classes	the 1M SIBOR (the 1-month Singapore Interbank Offered Rate)

For any other currency Hedged Share Classes not mentioned in the table above, the hurdle will be the appropriate currency equivalent cash benchmark of the base currency Share Class. The hurdles are reset at midnight on the last Business Day of the month. These rates are used solely for Performance Fee calculation purposes and should therefore under no circumstances be considered as indicative of a specific investment style.

Each Performance Period for the Fund is three calendar months except in the case of the first Performance Period which was shorter than three calendar months in order to take account of the date in the calendar year on which the Fund changed its investment objective and fee structure.

Risk Considerations

The Fund aims to typically deliver absolute (more than zero) returns in each year, although an absolute return performance is not guaranteed. Over the short-term it may experience periods of negative returns and consequently the Fund may not achieve this objective.

This Fund invests in shares and derivative instruments which may be more volatile than other investments such as cash or bonds. Investors should bear in mind that the value of all investments can go down as well as up. In aiming to achieve the investment objective and policy, the Fund may invest in derivatives for efficient portfolio management and investment purposes. The Fund may invest in derivatives providing both long and short positions, principally through the use of equity swaps, which are also known as contracts for difference, and futures. As a result, as well as holding assets that may rise or fall with market values, it will also hold positions that may rise as the market value falls and fall as the market value rises.

The use of derivatives as part of the current investment strategy may result in large cash balances, which will be invested in deposits and/or Money Market Instruments. This may result in substantial counterparty exposure. The Fund may employ leverage as part of its investment strategy when using derivatives. Derivatives may contain a leverage component and consequently any adverse changes in the value or level of the underlying asset, rate or index can result in a loss greater than the amount invested in the derivative itself. The Fund may trade instruments, the performance of which depends on the continued solvency of the counterparties to the trade.

The investment approach for this Fund may involve a high level of investment activity and turnover of investments which may generate substantial transaction costs which will be borne by the fund. The Fund may be subject to a Performance Fee which may influence the Investment Manager to change the risk profile of the Fund.

Yen is the base currency of the Fund but assets may be denominated in other currencies. Changes in exchange rates may cause the value of the assets to fall or rise. The Fund will hedge on a best efforts basis, a significant proportion of this currency risk through forward foreign exchange contracts and other methods but this will not entirely eliminate the Fund’s currency risk.

Also while the Fund or its authorised agent may attempt to hedge currency risks in a Hedged Share Class, there can be no guarantee that currency risk will be eliminated. The costs and gains or losses associated with any hedging transactions for Hedged Share Classes will accrue solely to the Hedged Share Class to which it relates.

Investors should note the risk factors in Appendix 3.

Henderson Gartmore Fund United Kingdom Absolute Return Fund

Investment Objective
The Fund aims to achieve a positive absolute return over the long term regardless of market conditions, by taking long and short positions primarily in equities or equity related derivative contracts of:

- companies having their registered office in the United Kingdom; and

- companies that do not have their registered office in the United Kingdom but either (i) carry out a predominant proportion of their business activity in these markets, or (ii) are holding companies which predominantly own companies with registered offices in the United Kingdom, or (iii) are listed on the London Stock Exchange,

although all or a substantial proportion of the assets of the Fund may at any time consist of cash, near cash, deposits and/or Money Market Instruments. The Fund will invest in companies of any market capitalisation.

Long positions may be held through a combination of direct investment and/or derivative instruments, and short positions will be held through derivative positions, including but not limited to swaps and futures. The use of derivatives forms an important part of the investment strategy.

The Fund may also invest at the Investment Manager's discretion in other Transferable Securities, derivative instruments and collective investment schemes.

Global Risk Exposure Calculation Methodology
Global risk exposure of the Fund is determined using the absolute Value at Risk (VaR) approach.

The Fund's leverage level is expected to be 75% of the Fund's total Net Asset Value based on the sum of notional exposures of financial derivative instruments in the investment portfolio including those held for risk reduction purposes. This level of leverage will vary over time and may increase under certain market conditions to seek to meet the investment objective of the Fund.

Fund Base Currency
Sterling (GBP)

Launch Date
24th March 2005

Performance Fee – Hurdle and Period
Except for the Z Share Class, the Fund will pay a Performance Fee as described in Appendix 6.

For Performance Fee calculation purposes, the hurdles for the Fund are

Share Class	Hurdle
Base currency and non-hedged currency Share Classes	the UK Base Rate (Bank of England Base Rate)
Euro Hedged Share Classes	the Euro Base Rate (Euro Main Refinancing Rate)
¥ Hedged Share Classes	the Japan Base Rate (the uncollateralised overnight yen call rate)
S$ Hedged Share Classes	the 1M SIBOR (the 1-month Singapore Interbank Offered Rate)
US Dollar Hedged Share Classes	the USD Base Rate (US Federal Funds Rate)
CHF Hedged Share Classes	the Swiss Base Rate (Swiss National Bank Base Rate)

For any other currency Hedged Share Classes not mentioned in the table above, the hurdle will be the appropriate currency equivalent cash benchmark of the base currency Share Class. The hurdles are currently reset at midnight on the last Business Day of the month. These rates are used solely for the purpose of calculating the Performance Fee and should therefore under no circumstances be considered as indicative of a specific investment style.

The Performance Period for each Share Class is three calendar months except where a Share Class was funded during a calendar quarter in which case the first Performance Period will run from the date that Share Class was launched to the end of the relevant calendar quarter.

Risk Considerations

The Fund aims to typically deliver absolute (more than zero) returns in each year, although an absolute return performance is not guaranteed. Over the short-term it may experience periods of negative returns and consequently the Fund may not achieve this objective.

This Fund invests in shares and derivative instruments which may be more volatile than other investments such as cash or bonds. Investors should bear in mind that the value of all investments can go down as well as up. In aiming to achieve the investment objective and policy, the Fund may invest in derivatives for efficient portfolio management and investment purposes. The Fund may invest in derivatives providing both long and short positions, principally through the use of equity swaps, which are also known as contracts for difference, and futures. As a result, as well as holding assets that may rise or fall with market values, it will also hold positions that may rise as the market value falls and fall as the market value rises.

The use of derivatives as part of the current investment strategy may result in large cash balances, which will be invested in deposits and/or Money Market Instruments. This may result in substantial counterparty exposure. The Fund may employ leverage as part of its investment strategy when using derivatives. Derivatives may contain a leverage component and consequently any adverse changes in the value or level of the underlying asset, rate or index can result in a loss greater than the amount invested in the derivative itself. The Fund may trade instruments, the performance of which depends on the continued solvency of the counterparties to the trade.

The investment approach for this Fund may involve a high level of investment activity and turnover of investments which may generate substantial transaction costs which will be borne by the fund. The Fund may be subject to a Performance Fee which may influence the Investment Manager to change the risk profile of the Fund.

GBP is the base currency of the Fund but assets may be denominated in other currencies. Changes in exchange rates may cause the value of the assets to fall or rise. The Fund will hedge on a best efforts basis, a significant proportion of this currency risk through forward foreign exchange contracts and other methods but this will not entirely eliminate the Fund's currency risk.

Also while the Fund or its authorised agent may attempt to hedge currency risks in a Hedged Share Class, there can be no guarantee that currency risk will be eliminated. The costs and gains or losses associated with any hedging transactions for Hedged Share Classes will accrue solely to the Hedged Share Class to which it relates.

Investors should note the risk factors in Appendix 3.

Appendix 2 – Investment Guidelines, Restrictions and Risk Management Process

I. Investment Restrictions

The Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments for each Fund, the Designated Currency of a Fund and the course of conduct of the management and business affairs of the Company.

Except to the extent that more restrictive rules are provided for in connection with a specific Fund in Appendix 1 of this Prospectus, the investment policy shall comply with the rules and restrictions laid down hereafter.

Each Fund shall be regarded as a separate UCITS for the purposes of this Appendix.

A. Investments in the Funds may consist solely of:

(1) Transferable Securities and Money Market Instruments listed or dealt in on a Regulated Market;

(2) Transferable Securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State;

(3) Transferable Securities and Money Market Instruments admitted to official listing on a Regulated Market in an Other State or dealt in on an Other Regulated Market in an Other State;

(4) recently issued Transferable Securities and Money Market Instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market or on an Other Regulated Market as described under (1)-(3) above;
- such admission is secured within one year of issue;

(5) shares of UCITS and/or other UCIs within the meaning of the first and second indent of Article 1 (2) of the Directive , whether situated in a Member State or in an Other State, provided that:

- such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law (as defined in the Directive), and that cooperation between authorities is sufficiently ensured (currently the United States of America, Canada, Switzerland, Hong Kong and Japan);
- the level of protection for Shareholders in such other UCIs is equivalent to that provided for Shareholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the Directive;
- the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units or shares of other UCITS or other UCIs;

(6) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in European Union law;

(7) financial derivative instruments, i.e. in particular options, contracts for differences, credit default swaps, futures, including equivalent cash-settled instruments, dealt in on a Regulated Market or on an Other Regulated Market referred to in (1), (2) and (3) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

(i) the underlying asset consists of instruments covered by this Section A, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

(ii) the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and

(iii) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;

(8) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, to the extent that the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, an Other State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or

- issued by an undertaking any securities of which are dealt in on Regulated Markets or on Other Regulated Markets referred to in (1), (2) or (3) above; or

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (10,000,000 Euro) and which presents and publishes its annual accounts in accordance with directive 78/660/EEC, is an entity which, within a Group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

B. Each Fund may however:

(1) Invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to above under A (1) through (4) and (8).

(2) Hold cash and cash equivalents on an ancillary basis; such restriction may exceptionally be exceeded if the Directors consider this to be in the best interest of the Shareholders.

(3) Borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute "borrowings" for the purpose of this restriction.

(4) Acquire foreign currency by means of a back-to-back loan.

C. In addition, the Company shall comply in respect of the net assets of each Fund with the following investment restrictions per issuer:

Risk Diversification rules

For the purpose of calculating the restrictions described in 1 to 5 and 8 hereunder, companies which are included in the same Group of companies are regarded as a single issuer.

- **Transferable Securities and Money Market Instruments**

(1) No Fund may purchase additional Transferable Securities and Money Market Instruments of any single issuer if:

(i) upon such purchase more than 10% of its net assets would consist of Transferable Securities and Money Market Instruments of one single issuer; or

(ii) the total value of all Transferable Securities and Money Market Instruments of single issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

(2) A Fund may invest on a cumulative basis up to 20% of its net assets in Transferable Securities and Money Market Instruments issued by the same Group of companies.

(3) The limit of 10% set forth above under (1)(i) is increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Other State or by a public international body of which one or more Member State(s) are member(s).

(4) The limit of 10% set forth above under (1)(i) is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, "qualifying debt securities" are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Fund.

(5) The securities specified above under (3) and (4) are not to be included for purposes of computing the ceiling of 40% set forth above under (1)(ii).

(6) Notwithstanding the ceilings set forth above, each Fund is authorized to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any other Member State of the Organization for Economic Cooperation and Development ("OECD") such as the US or by a public international body of which one or more Member State(s) are member(s), provided that (i) such securities are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the net assets of such Fund.

In the case of the Alternate Solution Funds more than 35% of the property of the Fund may be invested in Government and public securities issued by or on behalf of or guaranteed by: the Governments of any of: Austria, Belgium, Denmark, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Liechtenstein, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom (including the Scottish Administration, the Executive Committee of the Northern Ireland Assembly, the National Assembly of Wales); and/or by one of the following international organisations: World Bank, Asian Development Bank (ADB), Council of Europe Development Bank, Deutsche Ausgleichsbank (DTA), Eurofima, European Bank for Reconciliation and Development (EBRD), European Investment Bank (EIB), International Bank for Reconstruction and Development (IBRD), International Finance Corporation (IFC), Kreditanstalt für Wiederaufbau (KFW), LCR Finance plc, and the Nordic Investment Bank (NIB).

- **Indices**

(7) Without prejudice to the limits set in (1) above are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when the aim of the Fund's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the CSSF, on the following basis:

- the composition of the index is sufficiently diversified,
- the index represents an adequate benchmark for the market to which it refers,
- it is published in an appropriate manner.

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- **Bank Deposits**

(8) A Fund may not invest more than 20% of its assets in deposits made with the same body.

- **Derivative Instruments**

(9) The risk exposure to a counterparty in an OTC derivative transaction may not exceed 10% of the Fund's net assets when the counterparty is a credit institution referred to in A (6) above or 5% of its net assets in other cases.

(10) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in (1) to (5), (8), (9), (13) and (14). When the Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits set forth in (1) to (5), (8), (9), (13) and (14).

(11) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of (A) (7) (ii) above and (D) (1) below as well as with the risk exposure and information requirements laid down in the present Prospectus.

- **Units or shares of Open-Ended Companies**

(12) No Fund may invest more than 5% of its assets in the units or shares of UCITS or other UCIs.

- **Combined limits**

(13) Notwithstanding the individual limits laid down in (1), (8) and (9) above, a Fund shall not combine, where this would lead to investing more than 20% of its assets in a single body, any of the following:

- investments in Transferable Securities or Money Market Instruments issued by that body,
- deposits made with that body, or
- exposures arising from OTC derivative transactions undertaken with that body.

(14) The limits set out in (1), (3), (4), (8), (9) and (13) above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with (1), (3), (4), (8), (9) and (13) above may not exceed a total of 35% of the net assets of the Company.

- **Limitations on Control**

(15) No Fund may acquire such amount of shares carrying voting rights which would enable the Company to exercise a significant influence over the management of the issuer.

Each Fund may not acquire (i) more than 10% of the outstanding non-voting shares of any one issuer; (ii) more than 10% of the outstanding debt securities of any one issuer; (iii) more than 10% of the Money Market Instruments of any one issuer; or (iv) more than 25% of the outstanding shares or units of any one UCI.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The ceilings set forth above under (15) do not apply in respect of:

- Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
- Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
- Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) are member(s); and
- shares in the capital of a company which is incorporated under or organized pursuant to the laws of an Other State provided that (i) such company invests its assets principally in securities issued by issuers of that State, (ii) pursuant to the laws of that State a participation by the relevant Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State, and (iii) such company observes in its investments policy the restrictions set forth under C, items (1) to (5), (8), (9) and (12) to (15);
- shares in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of shares at the request of Shareholders.

D. Finally, the Company shall comply in respect of the assets of each Fund with the following investment restrictions:

(1) No Fund may acquire commodities or precious metals or certificates representative thereof, provided that transactions in foreign currencies, financial instruments, indices or Transferable Securities as well as futures and forward contracts, options and swaps thereon are not considered to be transactions in commodities for the purposes of this restriction.

(2) No Fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

(3) No Fund may issue warrants or other rights to subscribe for shares in such Fund.

(4) A Fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent each Fund from investing in non-fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under A, items (5), (7) and (8).

(5) The Company may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed under A, items (5), (7) and (8).

E. Notwithstanding anything to the contrary herein contained:

(1) The ceilings set forth above may be disregarded by each Fund when exercising subscription rights attaching to securities in such Fund's portfolio.

(2) If such ceilings are exceeded for reasons beyond the control of a Fund or as a result of the exercise of subscription rights, such Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its Shareholders.

The Directors have the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where shares of the Company are offered or sold.

F. Eligible Investments:

(1) Transferable securities shall be understood as a reference to financial instruments which fulfil the following criteria:

(a) the potential loss which the Fund may incur with respect to holding those instruments is limited to the amount paid for them;

(b) their liquidity does not compromise the ability of the Fund to comply with its obligation to be able to purchase or redeem shares in accordance with this prospectus;

(c) reliable valuation is available for them as follows:

(i) in the case of securities in Section A (1) to (4) above, in the form of accurate, reliable and regular prices which are either market prices or prices made available by valuation systems independent from issuers;

(ii) in the case of other securities as referred to in Section B above, in the form of a valuation on a periodic basis which is derived from information from the issuer of the security or from competent investment research;

(d) appropriate information is available for them as follows:

(i) in the case of securities in Section A (1) to (4) above, in the form of regular, accurate and comprehensive information to the market on the security or, where relevant, on the portfolio of the security;

(ii) in the case of other securities as referred to in Section B above, in the form of regular and accurate information to the UCITS on the security or, where relevant, on the portfolio of the security;

(e) they are negotiable;

(f) their acquisition is consistent with the investment objectives or the investment policy, or both, of the SICAV;

(g) their risks are adequately captured by the risk management process of the Company.

Unless there is information available to the Fund that would lead to a different determination, Transferable Securities described in Section A (1) to (3) above shall be presumed to satisfy (1) (b) and (e) herein.

(2) Transferable Securities shall be taken to include units or shares in closed end funds, where those funds satisfy the criteria in (1) herein above and the requirements set out under the rules of the CSSF for units or shares in closed end funds.

(3) Transferable Securities shall be taken to include financial instruments which are backed by, or linked to the performance of, other assets, which may differ from those referred to in Section A above, where those financial instruments satisfy the criteria in (1) herein above.

(4) Where a financial instrument covered by (3) herein above contains an embedded derivative component, the requirements above under Sections C to F shall apply to that component.

(5) Money Market Instruments shall be understood as a reference to financial instruments which fulfil the criteria set out under the CSSF rules for Money Market Instruments. References to Money Market Instruments mean instruments which are normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time. This term includes financial instruments that are admitted to trading or dealt in on a Regulated Market in accordance with Section A (1) to (3) above, and financial instruments which are not admitted to trading in accordance with Section A (8) above.

(6) Financial derivative instruments shall be taken to include instruments which fulfil the following criteria:

(a) they allow the transfer of the credit risk of the underlying independently from the other risks associated with that underlying;

(b) they do not result in the delivery or in the transfer, including in the form of cash, of assets other than those referred to in Section A and B above;

(c) OTC derivative transactions comply with the criteria for laid down in Section A (7) above, and satisfy the criteria for ‘reliable and verifiable valuation’ and ‘fair value’ as set out under the CSSF rules;

(d) their risks are adequately captured by the risk management process of the Fund.

(7) Financial derivative instruments in Section A (7) where the underlying is a financial index, that index must satisfy the criteria set out under the CSSF rules in relation to financial indices. These rules explain the standards required to be considered sufficiently diversified and to be considered to be published in an appropriate manner. Where the composition of the underlying index does not satisfy these requirements, the financial derivative instrument must be regarded as a financial derivative based on a combination of assets.

(8) Transferable Securities embedding derivatives shall be understood as a reference to financial instruments which fulfil the criteria set out in (1) herein above and which contain a component which fulfils the following criteria:

(a) by virtue of that component, some or all of the cash flows that otherwise would be required by the transferable security which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, and therefore vary in a way similar to a stand-alone derivative;

(b) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and

(c) it has a significant impact on the risk profile and pricing of the transferable security.

(9) Money Market Instruments as described in (5) herein above and which contain a component which fulfils the criteria set out in (8) herein above shall be regarded as Money Market Instruments embedding a derivative.

(10) A transferable security or a Money Market Instrument shall not be regarded as embedding a derivative where it contains a component which is contractually transferable independently of the transferable security or the Money Market Instrument. Such a component shall be deemed to be a separate financial instrument.

II. Risk Management Process

The Company will employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio; it will employ a process for accurate and independent assessment of the value of OTC derivative instruments.

Each Fund shall ensure that its global exposure relating to derivative instruments does not exceed the total net asset value of its portfolio.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This shall also apply to the following paragraphs.

Each Fund may invest within the limits laid down in the section entitled “Investment Restrictions”, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in Appendix 2, section 1 “Investment Restrictions”.

When a Fund invests in index-based financial derivative instruments, these investments do not have to be combined with the limits laid down in the Section entitled “Investment Restrictions”.

When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Appendix 2.

III. Special Investment and Hedging Techniques and Instruments

A. General

The Company may employ techniques and instruments for hedging, for efficient portfolio management, for investment purposes or for duration or risk management purposes.

When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in this section I "Investment Restrictions".

Under no circumstances shall these operations or those referred to in B, C, D and E cause a Fund to diverge from its investment objectives as laid down in Appendix 1 of this Prospectus.

Furthermore, the Company may, for investment purposes, perform securities lending and borrowing and repurchase agreement transactions, provided that the following rules be complied with:

B. Securities Lending and Borrowing

The Company and the Investment Manager have entered into a securities lending programme with BNP Paribas Securities Services acting as the Securities Lending Agent for the purposes of efficient portfolio management and in order to generate income.

Securities lending may involve additional risks for the Company. Under such arrangements, Funds will have a credit risk exposure to the counterparties to any securities lending and borrowing. The extent of this credit risk can be reduced, or eliminated, by receipt of adequate collateral. The Securities Lending Agent shall ensure that sufficient value and quality of collateral is received before or simultaneously with the movement of loaned securities. This will then be held throughout the duration of the loan transaction and only returned once the lent asset has been received or returned back to the Fund.

The counterparties of securities lending transactions will be highly-rated financial institutions specialised in this type of transaction and approved by the Investment Manager. Eligible collateral types are approved by the Investment Manager and may consist of UK gilts, certificates of deposit, treasury bills, sovereign debt, eurosterling bonds and equities. Valuations are carried out daily and a margin is applied to collateral transactions so that, depending on the combination of securities on loan and the type of collateral received, the value of collateral required will range from 102.5% to 110% of the value of securities on loan. However market volatility increases the risk that collateral received on such transactions may have a market value lower than that of the stock lent. If this scenario coincided with a counterparty default this could result in a reduction in the value of a Fund.

Cash is not accepted as eligible collateral and accordingly the risks relating to reinvestment of cash collateral do not apply.

Securities lending generates additional revenue for the benefit of the fund. 80% of such revenue will be for the benefit of the relevant fund, with a maximum of 20% being retained by the Securities Lending Agent in order to cover the direct and indirect costs of running the lending programme and providing the requisite operational and collateral infrastructure, plus the compliance and risk oversight.

Further details will be contained in the Company's annual reports.

C. Reverse repurchase and repurchase agreement transactions

A Fund may from time to time enter into repurchase agreement transactions which consist of the purchase and sale of securities with a clause reserving the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and term specified by the two parties in their contractual arrangement.

In respect of repurchase agreement transactions, a Fund may act either as purchaser or seller. Its involvement in such transactions is, however, subject to the following rules:

(a) a Fund may not buy or sell securities using a repurchase agreement transaction unless the counterparty in such transactions is a first class financial institution specialising in this type of transaction.

(b) during the life of a repurchase agreement contract, the Fund concerned cannot sell the securities which are the object of the agreement, either (i) before the right to repurchase these securities has been exercised by the counterparty, or (ii) before the repurchase term has expired.

(c) The Company shall take care to ensure that the level of its exposure to repurchase agreement transactions is such that it is able, at all times, to meet its redemption obligations.

D. Credit Default Swaps

The Company may, at the discretion of the Investment Manager, hold credit default swaps. A Credit default swap is a bilateral financial contract in which one counterparty (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a credit event affecting a reference issuer, a basket of issuers or an index. Typically, the protection buyer acquires the right to sell a particular security relating to the relevant reference issuer, basket of issuers or index for its par value (or some other designated reference or strike price) when a credit event occurs. Alternatively, protection can also be paid out to the protection buyer otherwise than by the sale of the relevant security. A credit event is commonly defined as bankruptcy, insolvency, receivership, material adverse restructuring of debt, or failure to meet payment obligations when due. The International Swap and Derivatives Association (ISDA) has produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement.

The Company may use credit default swaps in order to hedge the specific credit risk of some of the issuers in its portfolio by buying protection and for investment management purposes.

Provided it is in its exclusive interest, the Company may also sell protection by entering into Credit Default Swap Sale Transactions in order to acquire a specific credit exposure and/or buy protection by entering into Credit Default Swap Purchase Transactions without holding the underlying assets. The entering into such transactions is in particular in the Company's exclusive interest when the prevailing rates offered by the credit default swap market are more favourable than those offered by the cash or bond markets.

In addition to holding credit default swaps, the Company may also enter into options transactions on credit default swaps.

The Company will only enter into credit default swap transactions with highly rated financial institutions specialised in this type of transaction and only in accordance with the standard terms laid down by the ISDA.

Subject to its objectives each Fund may invest up to 100% of its net assets in credit default swaps. The use of credit default swaps will not cause a Fund to diverge from its investment objectives as laid down in Appendix 1 of this Prospectus.

Where possible, credit default swaps are priced by reference to the spread quoted by independent market vendor using the vendors' price model. If the vendor cannot source a spread then the counterparty will provide a spread and this will be used in conjunction with the Bloomberg JPM model to derive a price.

E. Contracts For Differences

The Company may, at the discretion of the Investment Manager, hold contracts for differences also known as equity swaps. A contract for difference is a bilateral financial contract stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value at contract time. (If the difference is negative, then the buyer pays instead to the seller.) Such a contract is an equity derivative that allows investors to gain exposure to share price movements, without the need for ownership of the underlying shares.

The Company may use contracts for differences for investment purposes.

The Company will only enter into contracts for differences transactions with highly rated financial institutions specialised in this type of transaction and only in accordance with the standard terms laid down by the ISDA.

Each Fund may invest up to 100% of its net assets in contracts for differences.

Contracts for differences are valued at the market value of the underlying asset.

F. Sub-Underwriting

The Investment Manager may engage in sub-underwriting transactions on behalf of a Fund. In an underwriting transaction a bank, stock-broker, major shareholder of the company or other related or unrelated party may underwrite an entire issue of securities. A Fund may in turn sub-underwrite a portion of that issue of securities pursuant to a sub underwriting transaction. The Investment Manager may only engage in sub-underwriting in relation to securities which the relevant Fund could otherwise invest in directly in accordance with the investment objective and policies of the Fund and the restrictions set out under "Investment Guidelines, Restrictions and the Risk Management Process" above. A Fund must maintain at all times sufficient liquid assets or readily marketable securities to cover its obligations under any sub-underwriting arrangements.

Appendix 3 – Risk Factors

The information contained in this Appendix should be read in conjunction with the full text of the Prospectus of which this Appendix forms an integral part. Shareholders' attention is drawn to the following facts: all investments involve risk and there can be no guarantee against loss resulting from an investment in any Fund, nor can there be any assurance that a Fund's investment objectives will be attained. Neither the performance nor any future return of the Company or any of its Funds is guaranteed and the level of yields is subject to fluctuation and therefore not guaranteed. Shareholders should note that inflation may occur over the duration of their investment. This may affect the future buying power of Shareholders' capital.

Specific risks related to Funds are also mentioned on the relevant individual Fund pages, under Appendix 1 of this Prospectus.

Issuers
The ability of some issuers to repay principal and interest may be uncertain and there is no assurance that any particular issuer(s) will not default.

Investments in unrated corporate securities normally have a higher risk than investments in governmental or bank debt.

Emerging and Less Developed Markets
Countries with emerging and less developed markets include, but are not limited to (1) countries that have an emerging stock market in a developing economy as defined by the International Finance Corporation, (2) countries that have low or middle income economies according to the World Bank, and (3) countries listed in World Bank publications as developing countries.

a) Political and Economic Risks: Economic and/or political instability could lead to legal, fiscal and regulatory changes or the reversal of existing reforms. This in turn could lead to the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect investment in those countries. There are also varying levels of government supervision and regulation of exchanges, financial institutions and issuers in these countries.

b) Accounting Risk: Entities in some countries may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which certain investors may be accustomed

c) Currency Fluctuations: Significant changes in the currencies of the countries in which investments are made in respect of the currency of denomination of the relevant Fund or Share Class may occur following the investment by the Company in these currencies. These changes may impact the total return of the Fund to a significant degree. In respect of currencies of certain emerging countries, it may not be possible to undertake currency hedging techniques.

d) Market, Settlement and Custody Risks: Settlement and custody systems in emerging markets are not as well developed as those in developed markets. Standards may not be as high and supervisory and regulatory authorities not as sophisticated. As a result there may be risks that settlement may be delayed and that cash or securities could be disadvantaged. Certain financial markets, while generally growing in volume, have for the most part, substantially less volume than more developed markets and securities of many companies in those less developed markets are less liquid and their prices more volatile than securities of comparable companies in more sizable markets. There may also be less publicly available information about certain financial instruments in less developed countries than some investors would find customary

e) Investment and Remittance Restrictions – In some cases, emerging markets may restrict the access of foreign investors to securities. As a result, certain equity securities may not always be available to a Fund because the maximum permitted number of or investment by foreign shareholders has been reached. In addition, the outward remittance by foreign investors of their share of net profits, capital and dividends may be restricted or require governmental approval. The Company will only invest in markets in which it believes these restrictions to be acceptable. However, there can be no guarantee that additional restrictions will not be imposed.

China securities
For Funds that may invest in China securities, including China A-Shares, other than risks involved in emerging and less developed market investments set out above, investors should note the additional disclosures and specific risks below.

a) Political risk: Any significant change in the People's Republic of China (the "PRC") political, social or economic policies may have a negative impact on investments in China securities, including China A-Shares.

b) Currency risk: The Renminbi is subject to foreign exchange restrictions and is not a freely convertible currency. Such control of currency conversion and movements in the Renminbi exchange rates may adversely affect the operations and financial results of companies in the PRC. Insofar as a Fund's assets are invested in the PRC, it will be subject to the risk of the PRC government's imposition of restrictions on the repatriation of funds or other assets out of the country.

c) Taxation risk: The tax laws and regulations in the PRC are often subject to change in light of shifts in social, economic conditions and government policy. The application and enforcement of PRC tax laws and regulations could have a significant adverse effect on the Funds, particularly in relation to withholding tax on dividends and capital gains imposed upon foreign investors. As PRC tax laws and regulations are continually evolving, any particular interpretation of PRC tax laws and regulations (including related enforcement measures) applicable to the Funds may not be definitive. Further, the specific manner in which the Corporate Income Tax ("CIT") law will apply is clarified by the Detailed Implementation Rules and supplementary tax circulars which may be issued in the future. Given this, there are currently uncertainties as to how specific provisions of the CIT law will be interpreted and enforced on the Funds going forward. As such, the Company reserves the right to provide for withholding tax on dividends and capital gains tax derived from Funds investing in China securities, including in particular, China A-Shares, to the extent that the existing tax laws and regulations require at the time when the income are realised.

As the provision made by the Company is based on current market expectations and the Company's understanding of the PRC tax laws and regulations, any changes to market practice or interpretation of PRC tax rules may impact this provision and may result in this provision being higher or lower than required. The Company does not currently intend to make any accounting provisions for these tax uncertainties. It is possible that any new PRC tax laws and regulations may be applied retroactively.

China A-Shares market
Where a Fund may invest directly in China A-Shares, in addition to the risks involved in china securities investments set out above, it is also subject to the following additional risks:

a) Foreign ownership limits: Hong Kong and overseas investors (including a Fund) directly investing into China A-Shares through permissible means pursuant to the relevant laws and regulations are subject to the following shareholding restrictions:

(i) Single foreign investors' shareholding in a China A-Share must not exceed 10% of the total issued shares; and
(ii) Aggregate foreign investors' shareholding by all Hong Kong and overseas investors (including a Fund) in a China A-Share must not exceed 30% of the total issue shares.

Such limits are subject to change from time to time.

Should the shareholding of a single foreign investor in a China A-Share listed company exceed the above restriction, the investor would be required to unwind its position on the excessive shareholding according to a last-in-first-out basis within a specific period. According to the PRC Securities Law, a shareholder of 5% or more of the total issued shares of a PRC listed company (a “Major Shareholder”) has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the event of a Fund becoming a Major Shareholder of a PRC listed company, the profits that the Fund may derive from such investments may be limited, and the performance may be adversely affected.

Shanghai-Hong Kong Stock Connect
Where a Fund may invest directly in China A-Shares through the SHKSC, in addition to the risks involved in china securities investments and China-A-Shares market investments set out above, it is also subject to the following additional risks:

Under SHKSC, the Company through its Hong Kong brokers may trade certain eligible securities listed and traded on the SSE, including China A-Shares (the “SSE Securities”). Such trading is subject to the laws and regulations of PRC and Hong Kong and the relevant rules, policies or guidelines issued from time to time.

a) Segregation and beneficial ownership of SSE Securities: The SSE Securities are held in a nominee account in the name of HKSCC, opened with ChinaClear, which is an omnibus account in which all SSE Securities of the investors of the SHKSC are commingled. The SSE Securities are beneficially owned by the investors (a Fund) and are segregated from the own assets of HKSCC.

   In addition, the SSE Securities beneficially owned by investors (including a Fund) will be segregated in the accounts opened with HKSCC by relevant sub-custodians, and in the accounts opened with the relevant sub-custodians of such Fund in the Hong Kong Central Clearing and Settlement System (“CCASS”) maintained by the HKSCC as the central securities depositary in Hong Kong..

   PRC laws suggest that the Fund would have beneficial ownership of SSE Securities. It is expressly stipulated in the Several Provisions on the Pilot Programme of SHKSC (as published by the China Securities Regulatory Commission to prescribe the launch and operation of the SHKSC) that HKSCC acts as the nominee holder and the Fund would own the rights and interests with respect to the SSE Securities. The SEHK has also stated that it is the Fund who is the beneficial owner of the SSE Securities.

   However, it should be noted that the exact nature and methods of enforcement of the rights and interests of a Fund under PRC law is not certain and there have been few cases involving a nominee account structure in the PRC courts.

   It should also be noted that as with other clearing systems or central securities depositaries, the HKSCC is not obliged to enforce the rights of a Fund in the PRC courts. If a Fund wishes to enforce its beneficial ownership rights in the PRC courts, it will need to consider the legal and procedural issues at the relevant time.

b) Quota limitations: The SHKSC is subject to an aggregate cross-boundary investment quota as well as a daily quota which does not belong to a Fund and can only be utilised on a first-come-first-served basis. In particular, once the remaining balance of the Northbound daily quota drops to zero or the Northbound daily quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations may restrict a relevant Fund’s ability to invest in SSE Securities through SHKSC on a timely basis, and a Fund may not be able to effectively pursue its investment strategies.

c) Settlement: A Fund will set up arrangements with its Hong Kong brokers and sub-custodian to ensure that cash payment is received against delivery of securities for the trades of the SSE Securities (delivery versus payment settlement). To this end, for the trades of the SSE Securities by a Fund, Hong Kong brokers will credit or debit the cash account of a Fund on the same day for the settlement of securities, for an amount equal to the funds relating to such trading.

d) Clearing and settlement risk: HKSCC and ChinaClear will establish the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfill the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

Should a ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, a Fund may suffer delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

e) No Protection by Investor Compensation Fund: Investment through SHKSC is conducted through broker(s), and is subject to the risks of default by such brokers' in their obligations. A Fund's investments through Northbound trading under SHKSC is not covered by the Hong Kong's Investor Compensation Fund. Therefore a Fund is exposed to the risks of default of the broker(s) it engages in its trading in SSE Securities through the SHKSC.

f) Suspension risk: Both the SEHK and SSE reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through SHKSC is effected, the relevant Fund's ability to access the PRC market will be adversely affected.

g) Differences in trading day: SHKSC will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but not for the Hong Kong market in which case a Fund will not be able to access the PRC market via the SHKSC. A Fund may be subject to a risk of price fluctuations in SSE Securities during the time when SHKSC is not trading as a result.

h) Operational risk: The SHKSC provides a new channel for investors from Hong Kong and overseas to access the China stock market directly. The SHKSC is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this programme subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house. It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial programme to operate, market participants may need to address issues arising from the differences on an on-going basis.

Further, the "connectivity" in the SHKSC requires routing of orders across the PRC-Hong Kong border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("China Stock Connect System") to be set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the programme could be disrupted. A Fund's ability to access the SSE Securities market (and hence to pursue its investment objective) will be adversely affected.

i) Restrictions on selling imposed by front-end monitoring: PRC regulations require that before an investor sells any SSE Securities, there should be sufficient SSE Securities in the account; otherwise SSE will reject the sell order concerned. SEHK will carry out pre-trade checking on SSE Securities sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling. If a Fund desires to sell certain SSE Securities it holds, it may transfer those SSE Securities to the respective accounts of its brokers before the market opens on the day of trading. Because of this requirement, the relevant Fund may not be able to dispose of holdings of SSE Securities in a timely manner.

j) Regulatory risk: The SHKSC is novel in nature, and will be subject to regulations circulated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be circulated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under SHKSC.

It should be noted that the regulations are untested and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that the SHKSC will not be abolished. A Fund, which may invest in the PRC markets through SHKSC, may be adversely affected as a result of such changes.

k) Taxation risk: For the SSE Securities traded by the Funds under SHKSC, any capital gains derived from the transfer of such SSE Securities on or after 17 November 2014 would be temporarily exempt from PRC corporate income tax. Prior to this exemption, in respect of China sourced capital gains derived from the transfer of SSE Securities, such gains would have been subject to CIT at 10% in accordance with the CIT law. Dividends from SSE Securities paid to the Funds would be subject to 10% withholding tax and which is to be withheld at source. If the Funds are entitled to a lower tax treaty rate as regards capital gains and dividends, application can be made to the in-charge tax bureau of the payer for a tax refund. It is possible that any new tax laws and regulations and any new interpretations may be applied retroactively.

Counterparty Risk
The Investment Manager may use one or more separate counterparties to undertake derivative transactions. The Company will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes. In particular, it should be noted that transactions may not always be delivery versus payment and this may expose the Company to greater counterparty risk and potentially to loss in excess of the counterparty's obligation to the Company. The Investment Manager assesses the credit worthiness of counterparties as part of the risk management process.

Foreign Exchange
Where a Fund has foreign exchange exposure, currency fluctuations may adversely affect the value of a Fund's investments and the income from them. Depending on an investor's currency of reference, currency fluctuations may adversely affect the value of their investment.

Regulatory Risk
The regulatory environment is evolving and changes therein may adversely affect the ability of the Company to pursue its investment strategies. In addition, the regulatory or tax environment for derivative and related instruments is evolving and may be subject to modification by government or regulatory authorities which may adversely affect the value of the investments held by the Company. The effect of any future regulatory or tax change on the Company is impossible to predict. The regulatory environment within which the Company operates may be different to the regulatory requirements of the investors' home countries.

Taxation Risk
Because certain countries may have tax practices that are unclear or may be subject to changes in interpretation of laws (including changes effective retrospectively), a Fund could become subject to additional taxation which is not anticipated either at the date of the Prospectus or when investments are made, valued or disposed of.

Performance Fees
For certain Funds, the Investment Manager may qualify to receive a Performance Fee from the Fund (in addition to the fees and expenses currently paid to it by the Company out of the Annual Management Charge (see Appendix 6 to the Prospectus "Performance Fee"). Performance fees may be considered to create an incentive for the Investment Manager which may increase the risk profile of the relevant Fund.

Derivatives
In accordance with the investments limits and restrictions set out in Appendix 2, 'Investment Guidelines and Restrictions', each of the Funds may use derivatives to hedge market and currency risk and for the purposes of efficient portfolio management. Alternate Solutions Funds may use more complex derivative strategies for investment purposes as described in Appendix 1. The Funds may invest up to 100% in derivatives as an alternative to, or in addition to investment in shares. These may typically include equity swaps (often referred to as contracts for difference or CFDs) and futures, but also options and credit default swaps from time to time although this list is not exhaustive. An investment in derivatives may be volatile. Investment in derivative transactions may result in losses in excess of the amount invested. The Investment Manager employs a risk management process to oversee and manage derivative exposure within the Funds

Equity Swaps
Swap agreements, (often referred to as contracts for difference), are not traded on exchanges but rather banks and dealers act as principals by entering into an agreement to pay and receive certain cash flow over a certain time period, as specified in the swap agreement. Consequently, a fund using swaps is subject to the risk of a swap counterparty's inability or refusal to perform according to the terms of the swap agreement. The swap market is generally unregulated by any governmental authority. To mitigate the counterparty risk resulting from swap transactions, the Fund will enter into such transactions only with highly rated, first class financial institutions with which it has established ISDA agreements. Unlike shares, with equity swaps the buyer is potentially liable for more than the amount they paid on margin. The Fund will therefore employ risk management techniques to ensure it can dispose of the necessary assets at any time in order to pay redemption proceeds resulting from redemption requests and to meet its obligations resulting from equity swaps and other techniques and instruments.

Short Sale
A short sale involves the sale of a security that the Fund does not physically own in the expectation of purchasing the same security at a later date at a lower price to secure a profit. UCITS regulations currently prohibit the short selling of physical securities, but allow the creation of synthetic-short positions through the use of cash settled derivatives such as equity swaps (contracts for difference), as long as any exposure created are covered by the assets of the Fund. The establishment and maintenance of a short position in equities can involve greater risks than would be the case with a long position. These include the possibility of unlimited loss due to potentially unlimited price appreciation in the securities concerned, problems associated with the cost or availability of stock to borrow for the purposes of short selling and possible difficulties in purchasing stock to cover short positions in certain market conditions.

Smaller Companies
Funds which invest in smaller companies may fluctuate in value more than other Funds. Securities of smaller companies may, especially during periods where markets are falling, become less liquid and experience short-term price volatility and wide spreads between dealing prices. Consequently investment in smaller companies may involve more risk than investment in larger companies.

Credit Default Swaps
The use of credit default swaps can be subject to higher risk than direct investment in Transferable Securities. The market for credit default swaps may from time to time be less liquid than Transferable Securities markets. To the extent that a counterparty defaults on its obligation and a Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights. Such risks will increase where the Investment Manager uses only a limited number of counterparties.

Futures and Options
A future is a contract to buy or sell a commodity or a financial instrument such as shares or an index, at a future date, which is agreed now. An option gives the right, but not the obligation, to buy or sell an underlying commodity or financial instrument at a certain date in the future. The Funds may use options and futures on securities, indices and interest rates. Also, where appropriate, the Funds may hedge market and currency risks using futures, options or forward foreign exchange contracts. Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately

larger impact which may work for or against the investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders.

Transactions in options also carry a high degree of risk. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

Currency Risk
Whenever there is a difference between a Shareholder’s home currency, a Fund’s base currency and the currency of a Fund’s holdings, changes in currency exchange rates could erode investment gains or widen investment losses for that Shareholder.

Asset Hedging
Asset Hedging is a transaction implemented with the aim of protecting an existing or anticipated position from an unwanted move in exchange rates. The Funds may use forward foreign exchange transactions, to hedge, as far as is reasonably practicable, the currency exposure of the underlying assets of a Fund against the base currency of that Fund on a daily basis. However this will not entirely eliminate a Fund’s currency risk.

Hedged Share Classes
A Fund will use instruments such as forward currency contracts to hedge currency exposure to the currency of the relevant Hedged Share Class. While the Fund or its authorised agent may attempt to hedge currency risks in a Hedged Share Class, there can be no guarantee that currency risk will be eliminated and it may result in mismatches between the currency position of the Fund and the value of the Hedged Share Class. When there is new investment into a Hedged Share Class, the hedging may not be adjusted until one or more Business Days later. This may have a positive or negative impact on the value of Shares in that Share Class depending on the movement of the relevant exchange rates.

In addition, it should be noted that hedging transactions may be entered into whether or not the currency of a Hedged Share Class is declining or increasing in value relative to the base currency. Consequently, where such hedging is undertaken, it may protect investors in the relevant class against a decrease in the value of this currency being hedged but it may also preclude investors from benefiting from an increase in the value of the currency. All gains, losses or expenses arising from hedging transactions are borne by the Shareholders of the respective Hedged Share Classes. Given that there is no segregation of liabilities between Share Classes, there is a remote risk that, under certain circumstances, currency hedging transactions in relation to one Share Class could result in liabilities which might affect the Net Asset Value of the other Share Classes of the same Fund.

Equity Risk
Investing in equity securities may offer a higher rate of return than those in short-term and long-term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are more difficult to predict than debt securities. A fundamental risk associated with any equity portfolio is the risk that the value of the investments and income it holds might decrease in value and that investors may not get back the full amount of their investment. Equity security values may fluctuate in response to, for example, the activities of an individual company, in response to general market and/or economic conditions.

Debt Risk
Debt securities are subject to a number of risks including but not limited to, the risk of an issuer’s inability to meet principal and interest payments on the obligation and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity.

Investments in debt securities may include investments in debt securities paying principal or interest, the amount of which, for example, may be determined by reference to equity indices, variation of currency exchange rates, variation or differences between interest rates, insurance losses, credit risk, etc. and may therefore be subject to a greater degree of risk than interest rate risk.

The net asset value of the shares of the Funds invested in fixed income securities may change in response to fluctuations in interest rates and currency exchange rates.

Funds that invest in high yielding bonds have an increased risk of capital erosion through default or if the redemption yield is below the distribution yield. In addition, economic conditions and changes to interest rates levels may significantly impact the values of high yield bonds.

Conflicts of Interest

The Directors, the Management Company, the Investment Manager, the Sub-Investment Managers, the Custodian Bank and the Central Administration Agent and/or their respective affiliates, members or any person connected with them may from time to time act as management company, investment manager, manager, custodian, registrar, broker, administrator, investment advisor, distributor or dealer in relation to, or be otherwise involved in, other investment funds which have similar or different objectives to those of the Company. It is therefore possible that any of them may, in the course of business, have potential conflicts of interest with the Company. Each will, at all times, have regard in such event to its obligations to the Company, as the case may be, and will endeavour to ensure that such conflicts are resolved fairly. In addition, subject to applicable law, any of the foregoing may deal, as principal or agent, with the Company, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis. Any of the Directors, the Management Company, the Investment Manager, the Sub-Investment Managers, the Custodian Bank and the Central Administration Agent and/or their respective members, directors or employees may deal with the Company as principal or as agent, provided that:

(a) a certified valuation of the transaction is obtained by a person approved by the Custodian Bank (or the Directors in the case of a transaction with the Custodian Bank) as independent and competent; or

(b) the transaction is executed on the best available terms on an organised investment exchange in accordance with the rules of such exchange; or

(c) where (a) and (b) are not practical, execution is on terms which the Custodian Bank (or the Directors in the case of a transaction with the Custodian Bank) is satisfied conforms with the principle that the transaction is in the best interest of the Shareholders and is carried out as if effected on normal commercial terms negotiated at arm's length.

The Management Company, Investment Manager, the Sub-Investment Managers, or any of their affiliates or any person connected with them may invest in, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Company. Neither the Management Company, the Investment Manager, the Sub-Investment Managers nor any of their affiliates nor any person connected with them is under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Company or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but will allocate such opportunities on an equitable basis between the Company and other clients.

The foregoing does not purport to be a complete list of all potential conflicts of interest involved in an investment in the Company.

The Directors will seek to ensure that any conflict of interest of which they are aware is resolved fairly.
Any conflict of interests will be disclosed to the extent that arrangements made to manage the conflicts are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company will be prevented.

Efficient portfolio management techniques

The Funds may engage in securities lending and borrowing and repurchase and reverse repurchase agreements. Under such arrangements, Funds will have a credit risk exposure to the counterparties to any securities lending and borrowing and repurchase and reverse repurchase agreements. The extent of this credit risk can be reduced, or eliminated, by receipt of adequate collateral of a sufficiently high quality.

In the event of a counterparty default or operational difficulty, securities loans may be recovered late or only in part, which might restrict the Funds ability to complete the sale of securities or to meet redemption requests. Market volatility increases the risk that collateral received on such transactions may have a market value lower than that of the stock lent, resulting in a reduction in the value of a Fund upon default of a counterparty.

The fee arrangements in relation to securities lending can give rise to conflicts of interest where the risks are borne by the lender, but the fees are shared by the lender and its agent and where the agent may compromise on the quality of the collateral and the counterparty.

Stock lending and borrowing and repurchase and reverse repurchase agreements are all forms of efficient portfolio management that are intended to enhance the returns for a fund in a risk controlled manner. The lender will receive a fee from the borrowing counterparty and, although giving-up voting rights on lent positions, retains the right to dividends.

Appendix 4 – Net Asset Value Calculation, Price Information and Dividend Policy

A. Net Asset Value Calculation

The financial statements of the Company will be prepared in relation to each Fund in the Designated Currency of such Fund. The consolidated statements of the Company are prepared in Euros.

The Net Asset Value per Share of each Fund will be expressed in the Designated Currency of the Fund or Share Class concerned and shall be determined as at any Valuation Point by dividing the net assets of the Company attributable to each Share Class of each Fund, being the value of the portion of the assets less the portion of liabilities attributable to each Share Class of each Fund at any such Valuation Point, by the number of Shares in the relevant Share Class of each Fund then outstanding. The Net Asset Value per Share of each Share Class within each Fund may, at the discretion of the Directors, be rounded up or down to the nearest ten-thousandth of a €, $, £, S$ or CHF in the case of each Share Class denominated in €, $, £,S$ or CHF respectively and may be rounded up or down to the nearest hundredth of a ¥ in the case of each Share Class denominated in ¥. Any other currency Share Class that becomes available will be rounded up or down using the similar principles as the above mentioned currencies (at the discretion of the Directors). The Net Asset Value per Share will be calculated in accordance with the valuation rules set forth below.

The Company adopts a Forward Pricing policy, which means that the price at which Shares are bought or sold is the one calculated at the applicable Valuation Point following the Dealing Cut-Off.

The value of all assets and liabilities not expressed in the Designated Currency of a Fund will be converted into the Designated Currency of such Fund at the rate of exchange determined at the relevant Valuation Point in good faith and in accordance with procedures established by the Directors.

The Directors, in their absolute discretion, may permit some other method of valuation to be used if they consider that such valuation better reflects the fair value of any asset and/or liability of the Company.

The Company reserves the right to utilise Fair Value techniques where the underlying markets are closed for trading at the Fund's valuation point and where the latest available market prices may not accurately represent the fair value of the Fund's holdings due to prevailing market conditions.

1. The assets of the Company shall be deemed to include:

a) all cash at hand or on deposit, including any interest accrued thereon;

b) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other debt instruments, investments and securities owned or contracted for by the Company;

d) all stock dividends, cash dividends, cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

e) all interest accrued on any interest-bearing securities owned by the Company, except to the extent that the same is included or reflected in the principal amount of such securities;

f) the formation expenses of the Company insofar as the same have not been written off;

g) all other assets of every kind and nature, including pre-paid expenses.

2. The valuation of assets of each Fund of the Company shall be calculated in the following manner:

a) the value of any cash at hand or on deposit, bills, demand notes and accounts receivable, prepaid expenses, dividends and interests matured but not yet received shall be valued at the par-value of the assets except if it appears that such value is unlikely to be received. In such a case, subject to the approval of the Directors, the value shall be determined by deducting a certain amount to reflect the true value of the assets;

b) the value of assets which are listed or dealt in on any stock exchange is based on the last available price on the stock exchange which is normally the principal market for such assets;

c) the value of assets dealt in on any other Regulated Market is based on the last available price;

d) in the event that any assets are not listed or dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith;

e) the liquidating value of options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Directors may deem fair and reasonable;

f) the value of Money Market Instruments not listed or dealt in on any stock exchange or any other Regulated Market and with remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money Market Instruments with a remaining maturity of 90 days or less will be valued by the amortized cost method, which approximates to market value;

g) interest rate swaps will be valued at their market value established by reference to the applicable interest rate curve;

h) units or shares of open-ended UCI will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Directors on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value;

i) all other securities and other assets will be valued at fair market value, as determined in good faith pursuant to procedures established by the Directors or a committee appointed to that effect by the Directors.

3. The liabilities of the Company will include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative expenses, including, but not limited to, investment advisory and management fees, Custodian Bank and paying agent fees, administrator fees, domiciliary and corporate agent fees, auditor and legal fees;

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Point falls on the record date for determination of the person entitled thereto or falls subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Point, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Directors;

e) the formation expenses of the Company insofar as the same have not been written off;

f) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares in the Company.

In determining the amount of such other liabilities, the Company shall take into account all expenses payable by the Company which shall comprise promotion, printing, reporting and publishing expenses, including the cost of advertising, preparing, translating and printing of prospectuses, explanatory memoranda, Company documentation or registration statements, annual and semi-annual reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone, facsimile and other electronic means of communication.

The Company may calculate and recalculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance and may accrue the same in equal proportions over any such period.

In calculating the Net Asset Value and Net Asset Value per Share, the Central Administration Agent may rely upon such automatic pricing services as it shall determine or, if so instructed by the Company, the Management Company, the Investment Manager or the Sub-Investment Manager, it may use information provided by particular pricing services, brokers, market makers or other intermediaries. In such circumstances, the Central Administration Agent shall not, in the absence of fraud, negligence or wilful default on its part, be liable for any loss by reason of any error in the calculation of the Net Asset Value per Share resulting from any inaccuracy in the information provided by any such pricing service, broker, market maker or other intermediary.

Suspension of NAV Calculation

The Company may suspend temporarily the issue and redemption of Shares relating to all or any of the Funds as well as the right to convert Shares relating to a Fund into Shares relating to another Fund and the calculation of the Net Asset Value per Share relating to any Fund:

a) during any period when the principal stock exchanges on which a substantial proportion of the investments of the Company attributable to such Fund are quoted are closed otherwise than for ordinary holidays, or during which dealings thereon are restricted or suspended; or

b) during the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company attributable to such Fund would be impractical; or

c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments attributable to any particular Fund or the currency price or values on any such stock exchange; or

d) during any period when the Company is unable to repatriate monies for the purpose of making repayments due on the redemption of such Shares or during which any transfer of monies involved in the realisation or acquisition of investments or payments due on the redemption of such Shares cannot in the opinion of the Directors be effected at normal rates of exchange; or

e) following any decision to liquidate or dissolve the Company or one or several Funds.

f) following a decision to merge a Fund or the Company, if justified with a view to protecting the interest of Shareholders.

Any such suspension shall, if appropriate, be published by the Company and shall be notified to Shareholders requesting the redemption or exchange of their Shares by the Company at the time of the filing of the irrevocable written request for such redemption or exchange and also to any person requesting a subscription for Shares.

Pooling of Assets

For the purpose of effective management, where the investment policies of the Funds so permit, the Directors may choose to allow co-management of the assets of certain Funds.

In such case, assets of different Funds will be managed in common. The assets which are co-managed shall be referred to as a “pool” notwithstanding the fact that such pools are used solely for internal management purposes. The pools do not constitute separate entities and are not directly accessible to Shareholders. Each of the co-managed Funds shall be allocated its specific assets.

Where the assets of two or more Funds are pooled, the assets attributable to each participating Fund will initially be determined by reference to its initial allocation of assets to such a pool and will change in the event of additional allocations or withdrawals.

The entitlements of each participating Fund to the co-managed assets apply to each and every line of investments of such pool.

Additional investments made on behalf of the co-managed Funds shall be allotted to such Funds in accordance with their respective entitlements and assets sold shall be levied similarly on the assets attributable to each participating Fund.

B. Price Information

Prices of Shares are available at www.henderson.com and from the Company’s Registered Office in Luxembourg. They are also published daily in a number of European newspapers and various global internet sites and are provided for information only. It is not an invitation to subscribe for, redeem or convert Shares as at that Net Asset Value per Share. Neither the Company nor the Distributors accept responsibility for any error in publication or for non-publication of prices.

C. Dividend Policy

The Directors intend to declare dividends with respect to certain Share Classes so that all Share Classes will have one of the following distribution policies.

Dividend Accumulation: the net income of the assets of the Fund attributable to the Share Class will not be distributed to Shareholders but will be reflected in the Net Asset Value per Share of the Share Class concerned.

Dividend Distribution: Dividends will be declared to the extent necessary to enable the Company to pursue a full distribution policy in relation to the Share Class. Dividends will normally be paid out in the reference currency of the Share Class to the Shareholder’s bank account as detailed on the Application Form. Shareholders will be able to request the reinvestment of their dividends in further Shares of the same Fund and Share Class, except in the case of Shareholders of dividend distribution Shares held through Clearstream/Euroclear. Dividends will be paid in the Designated Currency of the relevant Share Class to Clearstream/Euroclear, which will account for these amounts to the relevant Shareholders. No initial sales charge will be levied in relation to the reinvestment of dividends.

Reflected in dealing prices of Shares will be an income equalisation amount representing:
- in the case of Dividend Accumulation and Dividend Distribution Shares, the value of any net income attributable to the Shares accrued since the end of the last accounting year.

On the first dividend reinvestment after the issue of such Shares (or on the redemption of such Shares if redeemed before a dividend is declared), a sum equal to the income equalisation amounts reflected in the dealing prices at which the Shares were issued will be included in the reinvestment.

The Directors may declare such dividends on any Share Classes with a Dividend Distribution policy as appears to them to be justified out of the profits of the relevant Share Class. In respect of certain Share Classes, the Company will pursue a full distribution policy.

Dividends may be treated as taxable income in certain jurisdictions. Shareholders should seek their own professional tax advice.

Dividends will be declared in respect of the net income of each Fund attributable to the relevant Share Class. Dividends may not be declared out of profits from the realisation of investments or unrealised gains, except that realised profits on investments may be applied to the extent necessary to enable the Company to pursue a full distribution policy.

An up-to-date list of the Funds and currencies in which Share Classes are available (including the hedging policy and dividend policy for each Share Class) can be obtained from the Company's Registered Office or from the relevant local sales office.

Payment of Dividends (Dividend Distribution Shares Only)

Dividends in respect of Dividend Distribution Share Classes will normally be declared within 6 weeks of the financial year end of the relevant Funds. For Dividend Distribution Shares any distribution over 50 Euros (or its equivalent in any other currency) will be paid annually within 6 weeks of the financial year end for all relevant Funds. If the dividend distribution declared is less than 50 Euros (or its equivalent in any other currency), the dividend will be automatically reinvested into the same account of the relevant Shareholder, free of any initial charges, to purchase further Shares in the relevant Fund except for Shareholders who have invested via Clearstream/Euroclear. The payment of dividends in excess of 50 Euros (or its equivalent in any other currency) may also be invested, at the request of the Shareholder, to purchase further Shares in the relevant Fund except for Shareholders who have invested via Clearstream/Euroclear. In the case of investments through Clearstream/Euroclear, Clearstream/Euroclear will receive dividend payments from the Registrar and Transfer Agent, irrespective of the amount of the dividend distribution declared.

Dividend proceeds will normally be dispatched, at the Shareholder's risk, by the Registrar and Transfer Agent via electronic funds transfer only and remitted to the bank account nominated by the Shareholder in its/his/her standing redemption payment instructions.

For the avoidance of doubt, a Shareholder may request (at its/his/her own expense) that dividend proceeds be paid in currencies other than the Designated Currency of the relevant Share Class, as determined from time to time by the Principal Distributors.

In accordance with Article 157 of the 1915 Law on Commercial Companies any dividends not collected by Shareholders within 5 years from the date of payment, will revert to the relevant Fund.

In the event of a liquidation of a Fund, any uncollected dividends will be deposited with the Luxembourg Caisse de Consignation, once the liquidation has been effected.

Appendix 5 – General Information

The Company

The Company is incorporated in Luxembourg under the laws of the Grand Duchy of Luxembourg in the form of a société anonyme and qualifies as a société d'investissement à capital variable. It was incorporated on 26th September 2000 for an unlimited duration. The initial issued share capital of the Company was Euro 40,000. The Articles of the Company were published in the Memorial on 27 October 2000 and were amended for the last time on 8 July 2011 with effect from 11 July 2011, such amendment having been published in the Memorial on 22 July 2011. The Company is registered with the Registre de Commerce et des Sociétés, Luxembourg, under number B 77.949. Copies of the Articles are available for inspection upon request. The Company has appointed Henderson Management S.A. to act as its management company.

The minimum Share capital of the Company is Euro 1,250,000.

Dissolution of the Company

The Company may at any time be dissolved by a resolution of an extraordinary general meeting of its Shareholders.

In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities represented by physical persons, designated by the general meeting of Shareholders which shall determine their powers and their compensation.

If the capital of the Company falls below two-thirds of the minimum legal capital, the Directors must pose the question of the dissolution of the Company to an extraordinary general meeting for which no quorum shall be prescribed and which shall decide by simple majority of the Shares present or represented at the meeting. If the capital falls below one quarter of the minimum legal capital, again no quorum shall be prescribed but the dissolution may be resolved by Shareholders holding one quarter of the Shares present at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets have fallen below two-thirds or one quarter respectively of the minimum capital.

The net proceeds of liquidation shall be distributed by the liquidators to the holders of Shares of each Fund in proportion of the rights attributable to the relevant Share Class.

Termination and Amalgamation of Funds

In the event that, and for any reason, the net asset value of a Fund falls below an amount considered by the Directors as the minimum level at which the Fund may operate in an economic and efficient way which amount shall not exceed Euro 5 million, or in the event that a significant change in the economic or political situation impacting such Fund has negative consequences on the investments of such Fund or when the range of investment products offered to clients is rationalised, the Directors may decide to conduct a compulsory redemption operation on all Shares of the Share Class(es) issued for such Fund at the Net Asset Value per Share (including effective prices and expenses incurred for the realisation of investments) applicable at the Valuation Point on which the decision shall come into effect. The Company shall send a notice to the Shareholders of the relevant Share Class(es) of the relevant Fund(s) before the effective date of compulsory redemption. Such notice shall indicate the reasons for such redemption as well as the procedures to be enforced: Shareholders shall be informed in writing. Unless otherwise stated by the Company in the best interest of the Shareholders or in order to maintain equality of treatment between such Shareholders, Shareholders of such Fund may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

The assets not distributed to former Shareholders of the Company after the termination of the liquidation period shall be deposited with the Caisse de Consignations for the benefit of the relevant former Shareholders of the Company, within 9 months of the Directors' decision to close the Fund or the

subsequent decision of the Management Company following delegation of authority to the Management Company by the Directors.
All redeemed Shares shall be cancelled.

The Directors shall further have the power, in accordance with the provisions of the 2010 Law, to transfer the assets of a Fund into another Fund of the Company or to the assets of another UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) or to the assets of a sub-fund of another such UCITS (the "new sub-fund") and re-qualify the Share(s) of the relevant Fund as shares of one or several new share class(es) (following a split or a consolidation, if necessary, and the payment to Shareholders of the full amount of fractional shares). The Company shall send a notice to the Shareholders of the relevant Funds in accordance with the provisions of CSSF Regulation 10-5. Every Shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger.

A merger having as effect that the Company as a whole will cease to exist must be decided by the Shareholders of the Company deliberating in the same manner as for an amendment of these Articles.

Closure and Merger of Share Classes

In the event that, and for any reason, the net asset value of a Share Class within a Fund falls below an amount of (i) Euro 2 million for non-hedged Share Classes or (ii) Euro 5 million for Hedged Share Classes or when the range of investment products offered to clients is rationalised, the Directors may, in case they decide that the relevant Share Class shall not be maintained, decide to:

- close the Share Class and conduct a compulsory redemption operation on all Shares issued in such Class within the relevant Fund at the Net Asset Value per Share (including effective prices and expenses incurred for the realisation of investments) applicable at the Valuation Point on which the decision shall come into effect; or

- merge the Share Class into another Share Class of the same Fund or of a similar Fund of the Company and replace the participating Shareholders' Shares by Shares of the absorbing Share Class.

In case the Directors take any such decision to close or merge a Share Class within a Fund, the Company shall send a notice to the Shareholders of the relevant Share Class of the relevant Fund before the effective date of compulsory redemption / merger. Shareholders of a Share Class to be closed / merged may continue to request redemption or conversion of their Shares free of charge for at least 30 days in case of a merger (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption or merger.

The Directors shall further have the power, in accordance with the provisions of the 2010 Law, to transfer the assets of a Fund into another Fund of the Company or to the assets of another UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) or to the assets of a sub-fund of another such UCITS (the "new sub-fund") and re-qualify the Share(s) of the relevant Fund as shares of one or several new share class(es) (following a split or a consolidation, if necessary, and the payment to Shareholders of the full amount of fractional shares). The Company shall send a notice to the Shareholders of the relevant Funds in accordance with the provisions of CSSF Regulation 10-5. Every Shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger.

A merger having as effect that the Company as a whole will cease to exist must be decided by the shareholders of the Company deliberating in the same manner as for an amendment of these Articles.

The assets not distributed to former Shareholders of the Company after the closure of the Share Class shall be deposited within nine months of the Directors decision to close the Share Class with the Caisse de Consignations in Luxembourg for the benefit of the relevant former Shareholders of the Company or within nine months of the Management Company's subsequent final approval of the closure date following delegation of the decision by the directors to the Management Company.

All redeemed Shares shall be cancelled.

The Management Company

Henderson Management S.A. has been appointed by the Company to act as its management company. The Management Company is authorised to act as a fund management company in accordance with Chapter 15 of the law of 17 December 2010 relating to undertakings for collective investment.

The Company has signed a fund management company agreement (the "Fund Management Company Agreement") between the Company and the Management Company. Under this agreement, the Management Company was entrusted with the day–to-day management of the Company, with the responsibility for the Management Company to perform directly or by way of delegation all operational functions relating to the Company's investment management, administration, and marketing and distribution of the Funds.

In agreement with the Company, the Management Company has decided to delegate several of its functions as is further described in this Prospectus.

The Management Company is part of Henderson Group, a substantial financial services company listed in the United Kingdom and Australia.

The Domiciliary Agent

The Management Company has been appointed by the Company under a domiciliary agreement (the "Domicile Agency Agreement") to provide the Company with domicile agent services. This agreement may be terminated at any time by either party thereto upon a ninety day prior written notice addressed to the other party.

The Investment Advisor

Henderson Management S.A. has also been appointed by the Company to advise it with respect to the investment of the monies raised by it.

The Company has signed a fund advisory agreement (the "Fund Advisory Agreement") with the Investment Advisor. Under this agreement, the Investment Advisor was entrusted with advisory functions without power to enter into any investment transaction on behalf of or in any other way to bind the Company.

The Investment Advisor is part of Henderson Group, a substantial financial services company listed in the United Kingdom and Australia.

The Investment Manager

By an Investment Management Agreement between the Management Company and the Investment Manager, Henderson Global Investors Limited has undertaken to provide investment management services to the Company. In consideration for its services, the Investment Manager shall be paid a fee as determined from time to time in the Investment Management Agreement. The Investment Management Agreement may be terminated by either party upon six months' prior written notice or at any time by the Management Company if it is in the interest of the Company's Shareholders.

Henderson Global Investors Limited is a limited liability company incorporated under the laws of England and Wales number 906355. The Investment Manager is ultimately owned by Henderson Group plc. Henderson Group plc is a public company limited by shares incorporated in Jersey with register number 101484 and is listed on the main market of the London Stock Exchange.

The Investment Manager is authorised to effect transactions or arrange for the effecting of transactions through brokers with whom it has arrangements whereby the broker agrees to use a proportion of the commission earned on such transactions to discharge the broker's own costs or the costs of third parties in providing certain services to the Investment Manager. The services which can be paid for under such arrangements are those permitted under the rules of the United Kingdom Financial Conduct Authority("FCA") namely those that relate to the execution of transactions on behalf of customers or the provision of investment research to the Investment Manager. The benefits provided under such arrangements will assist the Investment Manager in the provision of investment management services to the Company and to other third parties. Specifically, the Investment Manager may agree that a broker shall be paid a commission in excess of the amount another broker would have charged for effecting such transaction so long as, in the good faith judgement of the Investment Manager, the amount of the commission is reasonable in relation to the value of the brokerage and other services provided or paid for by such broker. Such services may take the form of research, analysis and advisory services. The Investment Manager will not enter into any such arrangements that could compromise its ability to comply with its best execution obligations under the rules of the FCA.

Sub-Investment Managers

In accordance with the powers granted to it under the Investment Management Agreement, and pursuant to a delegated investment management agreement, the Investment Manager has, with the consent of the Management Company, appointed Henderson Global Investors (Singapore) Limited to provide investment management services for the Henderson Gartmore Fund Japan Absolute Return Fund.

Subject to the approval of the board of directors of the Management Company, the Investment Manager may delegate its authority to make investment decisions to any other third parties at its own cost, in which case the Prospectus will be updated accordingly.

The Custodian Bank

By a Custody Agreement, BNP Paribas Securities Services, Luxembourg Branch (in such capacity, the “Custodian Bank”) has undertaken to provide custodian services to the Company’s securities and cash. The Custodian Bank is responsible for holding the assets of the Company on behalf of the Shareholders in segregated accounts (except cash) or deposits. The Custodian Bank is also required to:

a) ensure that the sale, issue, redemption, conversion and cancellation of Shares effected for the account of the Company are carried out in accordance with applicable laws and the Articles;

b) ensure that in transactions relating to the Company’s assets, any consideration is remitted to it within the usual time limits; and

c) ensure that the Company’s income is employed in accordance with the Articles.

In consideration for its services, the Custodian Bank shall be paid a fee as determined from time to time in the Custodian Agreement. The Custodian Agreement may be terminated by either the Company or the Custodian Bank upon 90 days’ prior written notice by the Company and 180 days’ prior written notice by the Custodian.

The Custodian Bank is ultimately a wholly owned subsidiary of BNP Paribas S.A, a public company incorporated in France.

The Custodian Bank is responsible for the safekeeping of the subscription monies upon their receipt and, following the investment of subscription monies, is responsible for the supervision of the assets of the Company which are held to the order of and registered in the name of the Company or in the name or to the order of the Custodian Bank on the Company's behalf.

Assets held directly with the Custodian Bank will be held in a separate client account and will be separately designated in the books of the Custodian Bank as belonging to the Company. Assets other than cash, which

are so segregated, will be unavailable to the creditors of the Custodian Bank in the event of its bankruptcy or insolvency.
The Custodian Bank shall not be liable for any act or omission in the course or in connection with the services rendered by it hereunder or for any loss or damage which may be sustained or suffered as a result or in the course of the proper discharge by the Custodian Bank of its duties hereunder or pursuant hereto unless the Custodian Bank committed a fraud, negligence ("faute") or wilful default ("dol") to be assessed by the courts of Luxembourg-city on a case by case basis. The Company has agreed to indemnify the Custodian Bank or any persons appointed by it from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, negligence or wilful default on the part of the Custodian Bank) which may be imposed on, incurred by or asserted against the Custodian Bank in performing its obligations or duties hereunder.

The Custodian Bank shall not be liable for any damage or loss resulting from an act, omission or default by the Principal Distributors, acting as an intermediary in the settlement and payment process of all the transactions orders initiated by the Shareholders. The Custodian Bank shall not be liable for any damage or loss resulting from the insolvency or bankruptcy of the Principal Distributors or the Principal Distributors' correspondent banks.

The Custodian Bank has no decision-making discretion relating to the Company's investments. The Custodian Bank is a service provider to the Company and is not responsible for the preparation of this Prospectus (except for this particular section) or the activities of the Company and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments decisions of the Company.

The Custodian Bank may appoint sub-custodians, agents and delegates ("Correspondents") to hold the assets of the Company. The Custodian Bank's duty of supervision will not be affected by the fact that it has entrusted to a third party some or all of the assets of the Company. The Custodian Bank will exercise care and diligence in choosing and appointing the Correspondents so as to ensure that each Correspondent has and maintains the expertise, competence and will maintain an appropriate level of supervision over each Correspondent. The fees of any Correspondent appointed by the Custodian Bank shall be paid by the Company.

In case of liquidation, bankruptcy or insolvency of a Correspondent, the Custodian Bank will use reasonable endeavours to recover any Securities or other property held and to recover any losses suffered by the Company as a direct consequence of such liquidation, bankruptcy or insolvency.

The Central Administration Agent

By a Fund Administration Service Agreement, BNP Paribas Securities Services, Luxembourg Branch was appointed to provide the Company with certain administrative services, including accounting, calculating the Net Asset Value per Share. The Fund Administration Service Agreement was novated to the Management Company. In consideration for its services, the Central Administration Agent shall be paid a fee as determined from time to time in the Fund Administration Service Agreement. The Fund Administration Services Agreement may be terminated by either party upon 90 days' prior written notice or at any time by the Management Company if it is in the interest of the Company's Shareholders.

The Central Administration Agent shall not be liable for any act or omission in the course or in connection with the services rendered by it hereunder or for any loss or damage which may be sustained or suffered as a result or in the course of the proper discharge by the Central Administration Agent of its duties hereunder or pursuant hereto unless the Central Administration Agent committed a fraud, negligence ("faute") or wilful default ("dol") to be assessed by the courts of Luxembourg-city on a case by case basis. The Company has agreed to indemnify the Central Administration Agent or any persons appointed by it from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, negligence or wilful default on the part of the Central Administration Agent) which may be imposed on, incurred by or asserted against the Central Administration Agent in performing its obligations or duties hereunder.

The Central Administration Agent has no decision-making discretion relating to the Company's investments. The Central Administration Agent is a service provider to the Company and is not responsible for the preparation of this Prospectus (except for this particular section) or the activities of the Company and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments decisions of the Company.

The Registrar and Transfer Agent

By a Registrar and Transfer Agency Agreement RBC Investor Services Bank S.A. was appointed as Registrar and Transfer Agent of the Company (the “Registrar and Transfer Agent”). The Registrar and Transfer Agency Agreement was novated to the Management Company.

RBC Investor Services Bank S.A. is registered with the Luxembourg Company Register (RCS) under number B-47192 and has been incorporated in 1994 under the name "First European Transfer Agent". It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector and specialises in custody, fund administration and related services.

RBC Investor Services Bank S.A. is wholly owned by RBC Investor Services Limited, a company incorporated under the laws of England and Wales which is controlled by Royal Bank of Canada and has its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg.

Under the Registrar and Transfer Agent Agreement, the Registrar and Transfer Agent is responsible for processing the issue, redemption and transfer of Shares as well as for the keeping of the register of Shareholders.

The Registrar and Transfer Agent will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to money laundering prevention and, in particular, with the CSSF Regulation 12-02 of 14 December 2012, as may be amended or revised from time to time.

In consideration for its services, the Registrar and Transfer Agent shall be paid a fee as determined from time to time between the Registrar and Transfer Agent and the Management Company. The Registrar and Transfer Agent Agreement may be terminated by either party upon six months prior written notice or at any time by the Management Company if it is in the interest of the Company’s Shareholders.

The Principal Distributors

Under a Principal Distribution Agreement between Gartmore Investment Limited and the Management Company and a separate Principal Distribution Agreement between the Management Company and Henderson Global Investors Limited, Gartmore Investment Limited and Henderson Global Investors Limited have been appointed to act as principal distributor of the Share Classes in each Fund of the Company (the “Principal Distributors”).

The Principal Distributors may delegate at their own cost such functions as it deems appropriate under the Principal Distribution Agreement to any other Sub-Distributor permitted to be a Sub-Distributor of the Shares by the competent authority in any jurisdiction in which the Shares shall be authorised for public distribution.

The Company, the Principal Distributors and the Sub-Distributors, if any, will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to money laundering prevention and, in particular, with the CSSF Regulation 10-02 of 14 December 2012, as may be amended or revised from time to time.

The Principal Distributors have the right to transfer Shares held by it for its own account in satisfaction of applications by Shareholders for subscription of Shares and to purchase Shares for its own account in satisfaction of redemption requests received by the Principal Distributors from Shareholders.

Documents Available for Inspection and Additional Information

The following documents are available for inspection at the Company's Registered Office:

1) the Articles, and any amendments thereto;

2) the following Agreements:

- the Fund Advisory Agreement between the Company and Henderson Management S.A., as Investment Advisor;
- the Fund Management Company Agreement between the Company and Henderson Management S.A., as Management Company;
- the Investment Management Agreement between the Management Company and Henderson Global Investors Limited, as Investment Manager;
- the Principal Distribution Agreement between the Management Company and Gartmore Investment Limited and between the Management Company and Henderson Global Investors Limited, as Principal Distributors;
- the Custodian Agreement between the Company and BNP Paribas Securities Services, Luxembourg Branch, as Custodian Bank;
- the Administration Agreement between the Management Company and BNP Paribas Securities Services, Luxembourg Branch as Central Administration Agent;
- the Registrar and Transfer Agency Agreement between the Management Company and RBC Investor Services Bank S.A. as Registrar and Transfer Agent.

The Agreements referred to above may be amended from time to time by mutual consent of the parties thereto.

A copy of the Articles and the most recent annual or semi-annual report of the Company may be obtained free of charge from the Company.

Additional information is made available by the Company at its Registered Office, upon request, in accordance with the provisions of Luxembourg laws and regulations. This additional information includes the procedures relating to complaints handling, the strategy followed for the exercise of voting rights of the Company, the policy for placing orders to deal on behalf of the Company with other entities, the best execution policy as well as the arrangements relating to the fee, commission or non-monetary benefit in relation with the investment management and administration of the Company.

Any other information intended for the Shareholders will be provided to them by appropriate notice.

Appendix 6 – Performance Fee

Technical Terms for this Appendix 6

"Net Asset Value per Share" or "NAV" means the published price per share of the relevant Alternate Solutions Fund.

"Current Day Net Asset Value per Share" or "**Current Day NAV**" means the Net Asset Value per Share (as above) but before any Performance Fee has been accrued on that day.

"High Water Mark" means the NAV at launch for the first Performance Period and in subsequent Performance Periods it is the NAV at the end of the previous Performance Period if a Performance Fee was payable.

"Performance Period" for each Alternate Solutions Fund is three calendar months being end of March, June, September and December unless otherwise set out in the Appendix 1 section of the Prospectus.

"Hurdle" A rate of return applied to the High Water Mark to calculate the hurdle level which a Fund has to exceed before a Performance Fee can be accrued.

"Crystallisation" The point at which any Performance Fee becomes payable to the Investment Manager.

Performance Fee

Alternate Solutions Funds

Except for the Z Share Class, Alternate Solutions Funds will pay a Performance Fee of 20% (calculated on a daily basis) of the outperformance of the Current Day NAV relative to the Hurdle, subject to the High Water Mark. If the Fund underperforms in relation to either the Hurdle or the High Water Mark, no Performance Fee is paid.

The Performance Fee accrues daily and is included in the daily calculation of the NAV. The Performance Fee crystallises at the end of each Performance Period and also on redemption and is paid to the Investment Manager quarterly in arrears.

There is no maximum monetary cap on the amount that may be charged to the Fund in respect of the Performance Fee as this is determined by the rate of growth of the Fund when compared to the High Water Mark.

Performance Fee Calculation Methodology

A Performance Fee is accrued where the Current Day NAV is above the High Water Mark and, in addition, out performs the relevant Hurdle level. On any given day, where the Current Day NAV underperforms the Hurdle level no Performance Fee is accrued in relation to that day even where the High Water Mark is exceeded.

At the applicable valuation point, the Performance Fee accrual adjustment is calculated by comparing the prior day's NAV with the Current Day NAV to the relevant Hurdle level multiplied by the number of Shares in issue at that Valuation Point. If over the Performance Period the Current Day NAV is above the High Water Mark and outperforms the Hurdle level, a Performance Fee may be accrued. If the Current Day NAV underperforms the Hurdle level, any Performance Fee accumulated during that Performance Period will be forfeited and no further Performance Fee will be accrued until (and if) the Current Day NAV rises above the High Water Mark and outperforms the Hurdle level.

The Performance Fee accrual will never fall below zero.

The cumulative Performance Fee accruals from the beginning of the Performance Period will be included in the calculation of the NAV of each Share Class on that day.

Payment/Crystallisation

Payment (otherwise known as Crystallisation) of the Performance Fee occurs on redemption and on the last day of each Performance Period. Any Performance Fee accrued within the relevant Fund at that point is due to the Investment Manager is payable in arrears at the end of the Performance Period. Once the Performance Fee has crystallised/been paid no refund will be made in respect of any Performance Fee paid out at that point in subsequent Performance Periods.

High Water Mark

The High Water Mark is designed to ensure that a Performance Fee is only charged where the Current Day NAV has increased over the Performance Period. The High Water Mark ensures that investors will not be charged a Performance Fee in respect of any day on which the Current Day NAV is below the highest level achieved at the end of the relevant Performance Period.

A High Water Mark cannot be reset downwards. So if, at the end of the Performance Period, the NAV has fallen below the High Water Mark, then the High Water Mark will remain unchanged until the relevant Fund is no longer underperforming.

Worked Examples

The following examples are for illustrative purposes only and are intended as an aid to understanding how the Performance Fee will work in practice and cover the impact of fluctuations within two consecutive Performance Periods during a sample six month period. These examples are not a representation of the actual performance of the Funds. In the examples below, four valuation points occur in each of the illustrated Performance Periods, however, please be aware that the Fund is valued on a daily basis.

To simplify the calculation it has been assumed that the Hurdle rate remains at 2.2% simple interest per annum for the entire year. Therefore an investment of €1 at the base rate would have increased to €1.0020 at the end of the first month and €1.0220 by the end of that year.

Performance Period 1

Valuation point	1	2	3	4
Current Day Net Asset Value per Share (also called Current Day NAV)	€1.0000	€1.1000	€0.9504	€1.0500
High Water Mark	€1.0000	€1.0000	€1.0000	€1.0000
Hurdle level	€1.0000	€1.0020	€1.0040	€1.0060
Net Asset Value per Share (also called NAV)	€ 1.0000	€1.0804	€0.9700	€1.0412

No account is taken of the impact of initial charges in these examples.

Valuation point 1
At the start of the Performance Period, the NAV of the particular Fund is €1.0000, the Current Day NAV is €1.0000 and the High Water Mark and Hurdle level are also set at €1.0000.

Valuation point 2
At valuation point 2, the Current Day NAV has risen to €1.1000 which is €0.1000 in excess of the prior day’s NAV at valuation point 1. This is above the High Water Mark of €1.0000 and also above the Hurdle level of

€1.0020 so the Performance Fee accrual is €0.0196 (20% of €0.0980, (the difference between the Hurdle level and the Current Day NAV). This fee is then accrued in the Fund resulting in a NAV of €1.0804. An investor buying Shares at this point will pay €1.0804 per Share. Assuming the Current Day NAV stays above the Hurdle level, the accrued Performance Fee will only be crystallised (paid to the Investment Manager) at the end of the Performance Period at valuation point 4 other than in respect of redemptions before valuation point 4.

Valuation point 3
At valuation point 3, the Current Day NAV has fallen by €0.1300 to €0.9504 from a NAV of €1.0804. Since this is below the Hurdle level of €1.0040, no Performance Fee is due. Moreover, as the Fund has underperformed relative to its Hurdle level and High Water Mark, the Performance Fee accrued to this point (€0.0196) is no longer due. This means that the NAV will now be €0.9700. Consequently if any investor redeems at this valuation point, they will receive less than they initially invested but will not have paid any Performance Fee.

Valuation point 4
At valuation point 4, the Current Day NAV has risen to €1.0500. Although the Fund has risen in value from €0.9700, the Hurdle level is now at € 1.0060, so a Performance Fee will only be accrued on the €0.0440 increase from €1.006 to €1.0500. This equates to a performance accrual of €0.0088 (20% of €0.0440) resulting in a NAV of €1.0412 (anyone buying Shares at this point will pay €1.0412). As this is the last day of the Performance Period a Performance Fee of €0.0088 per Share will be paid to the Investment Manager.

Impact of worked examples on individual investors

If we examine the case of three separate investors, Investor A who invested at valuation point 1 and held their Shares throughout the Performance Period, Investor B who invested at valuation point 1 and sold their Shares at valuation point 2 and Investor C who invested at valuation point 3 and held their Shares until valuation point 4, the respective impacts will be as follows:

Investor A
The Shares acquired by the Investor A at a NAV of €1.0000 will incur a Performance fee of €0.0088 per Share at valuation point 4 due to the increase of €0.0440 in the Current Day NAV above the Hurdle level in the Performance Period.

Investor B
The Shares acquired by Investor B at a NAV of €1.0000 and sold at a NAV of €1.0804 at valuation point 2 have incurred a total Performance fee charge of €0.0196 due to the increase of €0.0980 in the Current Day NAV above the Hurdle level in the Performance Period. Since the investor has redeemed, the accrued Performance Fee on this day will crystallise on the Shares being sold and will be paid to the Investment Manager.

Investor C
The Shares acquired by Investor C at a NAV of €0.9700 at valuation point 3 have increased in value by €0.0800 to a Current Day NAV of €1.0500 at, valuation point 4. However they will only incur a Performance Fee on that proportion of the Current Day NAV which is in excess of the Hurdle Level of €1.0060 per Share (i.e. €0.0088 being 20% of €0.0440) but not on the increase in value from €0.9700 to €1.0060 per Share.

High Water Mark and Hurdle Reset

Since valuation point 4 is the end of the Performance Period, the cumulative accrual for the Performance Fee has now crystallised and the High Water Mark is reset at €1.0412 per Share. The Hurdle level is also reset at €1.0412 and the Hurdle rate remains at 2.2% per annum. The Performance Fee crystallised at this point will not be refunded even if the relevant Fund falls below the reset High Water Mark and/or Hurdle level, although no Performance Fee will be accrued in the new Performance Period until the Current Day NAV of the particular Fund exceeds the Hurdle Level for the relevant valuation point.

Performance Period 2

Valuation point	5	6	7	8
Current Day Net Asset Value per Share (also called Current Day NAV)	€ 1.0412	€ 1.2400	€ 1.0900	€ 1.0200
High Water Mark	€ 1.0412	€ 1.0412	€ 1.0412	€ 1.0412
Hurdle level	€1.0412	€1.0432	€1.0453	€1.0474
Net Asset Value per Share (also called NAV)	€ 1.0412	€ 1.2007	€ 1.1121	€1.0372

Valuation point 5
At valuation point 5, the NAV of a particular Fund is €1.0412 and the High Water Mark and the Hurdle level have been reset at €1.0412 per Share.

Valuation point 6
At valuation point 6, the Current Day NAV has risen to €1.2400 which is €0.1988 in excess of the prior day's NAV of €1.0412. This is also above the Hurdle level for that valuation point of €1.0432. So the Performance Fee accrual at this valuation point is €0.0393 (20% of €0.1968 i.e. the difference between the Hurdle level and the Current Day NAV). This means that the NAV is €1.2007. An investor buying Shares at this point will pay €1.2007 per Share. Assuming the Current Day NAV stays above the Hurdle level, any accrued Performance Fee will only be crystallised (paid to the Investment Manager) at the end of the Performance Period or on redemption other than in respect of redemptions before valuation point 8.

Valuation point 7
At valuation point 7 the Current Day NAV has fallen by €0.1107 to €1.0900 from the NAV at valuation point 6 of €1.2007 while the Hurdle level has risen to €1.0453. Although the NAV has fallen since valuation point 6, it is still above the Hurdle Level of €1.0453, so the accrued Performance Fee of €0.0393 at valuation point 6 is reduced by €0.0221 (20% of the €0.1107 fall) to €0.0172.

Valuation point 8
At valuation point 8 the Current Day NAV has fallen further to €1.0200. As this is below the Hurdle level of €1.0474, and below the High Water Mark of €1.0412 the Performance Fee still accrued at valuation point 7 (€0.0172) is also forfeited in arriving at the NAV of €1.0372. No Performance Fee is due.

Since valuation point 8 is the end of the Performance Period no Performance Fee is paid to the Investment Manager and it is not necessary to reset the High Water Mark or the Hurdle level.

Impact of worked examples on individual investors

If we examine the case of three separate investors, Investor D who held their Shares throughout the Performance Period, Investor E who invested at valuation point 6 and sold their Shares at valuation point 7 and Investor F who also invested at valuation point 6 and held their Shares until valuation oint 8, the respective impacts would be as follows:

Investor D
The NAV of the Shares held by Investor D was €1.0412 at the beginning of the Performance Period and at a Current Day NAV of €1.0200 at the end of the Performance Period. No Performance Fee is therefore payable in respect of this Performance Period.

Investor E

The Shares acquired by the Investor E at €1.2007 per Share at valuation point 6 and sold at €1.1121 per Share at valuation point 7 will see the reduction of the Performance Fee accrual from €0.0393 per Share (as it was at valuation point 6) to €0.0172 per Share. Since the investor has redeemed, the accrued Performance Fee of €0.0172 per Share in respect of this redemption will crystallise at this point and will be paid to the Investment Manager.

Investor F

The NAV of the Shares acquired by Investor F at €1.2007 at valuation point 6 has fallen to a Current Day NAV €1.0200 which is the below the Hurdle level of €1.0474 and High Water Mark of €1.0412 at valuation point 8. No Performance Fee is therefore payable in respect of this Performance Period and the accrued Performance Fee of €0.0393 at valuation point 6 has been forfeited.

Further Information

The above examples are for illustrative purposes only and attempt to demonstrate the Performance Fee methodology that would be used during a sample six month period. Large purchases and redemptions will cause distortions to the Performance Fee accrual but appropriate techniques will be employed to ensure that they cause no material distortions. The examples set out above are not a representation of the actual performance of the Alternate Solutions Funds.

Investors should be aware that these Funds are designed for long term investment.