

HENDERSON HORIZON FUND (SICAV) (the “Company”)

Société d'investissement à capital variable

NOTICE OF MEETING OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given to the shareholders of Henderson Horizon Fund that the ANNUAL GENERAL MEETING of Henderson Horizon Fund will be held at its registered office at 2 Rue de Bitbourg L-1273 Luxembourg at 11 am (Luxembourg time) on 9th October 2014 for the purpose of considering and voting upon the following matters:

AGENDA

1. Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the year ended 30 June 2014.
2. Approval of the audited annual accounts at 30 June 2014.
3. Allocation of net results.
4. Distribution of dividends (if any) as recommended by the Directors.
5. Discharge of liabilities to the Directors for the exercise of their mandate.
6. Re-election of Les Aitkenhead, Iain Clark, Tony Sugrue, Jeremy Vickerstaff, Steven de Vries and Jean-Claude Wolter to the Board of Directors
7. Approval of the replacement of Stewart Cazier by the Election (subject to CSSF Approval) of James Bowers.
8. Approval of the remuneration of the Independent Directors Iain Clark (as Chairman of the Board), Jean-Claude Wolter and Les Aitkenhead (as Directors)
9. Election of PricewaterhouseCoopers, Société coopérative as the Independent Auditor of the Company in replacement of KPMG, (subject to CSSF approval).
10. Miscellaneous.

The Board of Directors

Notes:

All shareholders are entitled to attend or be represented at the above Meeting. A shareholder is entitled to appoint one or more proxies to attend and vote in his place. A proxy holder is not required to be a shareholder. To be valid, Forms of Proxy must be lodged at Henderson Horizon Fund, c/o RBC Investor Services Trust Hong Kong Limited, Room 5101, 51st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong to arrive by 5p.m. Hong Kong Time on 29th September 2014 and can be faxed on fax number + 852 2845 0360.

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

Registered Office: 4a rue Henri Schnadt , L-2530 Luxembourg (until 7th October 2014) and Registered Office 2 Rue de Bitbourg L-1273(from 8th October 2014)
Luxembourg Registered in Luxembourg No. B 22. 847

Henderson Horizon Fund

4a rue Henri Schnadt, L-2530 Gasperich, Grand Duchy of Luxembourg

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henderson.com

Henderson Horizon Fund (the “Company”) **Form of Proxy**

Please return to Henderson Horizon Fund, c/o RBC Investor Services Trust Hong Kong Limited, Room 5101, 51st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong to arrive by 5p.m. Hong Kong Time on 29th September 2014 and can be faxed on fax number + 852 2845 0360.

I/We, the undersigned _____ of _____
 (Name) (Residing at / registered office at)

Being the holder(s) of _____ shares

 of the sub –fund (s)

hereby appoint _____*/ or the Chairman of the Meeting to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held **on Thursday 9th October 2014 at 11 am (Luxembourg time)** and at any adjournment thereof which shall consider the Agenda as shown in the Notice of Annual General Meeting, there to consider and, in the name and on behalf of the undersigned, to vote on any and all matters relative to the Agenda hereunder mentioned.

* Please complete this space only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

Annual General Meeting

Agenda

		FOR		AGAINST
1.	Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the year ended 30 June 2014	<input type="checkbox"/>		<input type="checkbox"/>
2.	Approval of the audited annual accounts at 30 June 2014	<input type="checkbox"/>		<input type="checkbox"/>
3.	Allocation of net results.	<input type="checkbox"/>		<input type="checkbox"/>
4.	Distribution of dividends (if any) as recommended by the Directors.	<input type="checkbox"/>		<input type="checkbox"/>
5.	Discharge of liabilities to the Directors for the exercise of their mandate.	<input type="checkbox"/>		<input type="checkbox"/>
6.	Re-election of to the Board of Directors			
	(a) Re-election of Jean-Claude Wolter (as an Independent Director)	<input type="checkbox"/>		<input type="checkbox"/>
	(b) Re-election of Les Aitkenhead (as an Independent Director)	<input type="checkbox"/>		<input type="checkbox"/>
	(c) Re-election of Iain Clark (as an Independent Director)	<input type="checkbox"/>		<input type="checkbox"/>
	(d) Re-election of Tony Sugrue	<input type="checkbox"/>		<input type="checkbox"/>
	(e) Re-election of Jeremy Vickerstaff	<input type="checkbox"/>		<input type="checkbox"/>
	(f) Re-election of Steven de Vries	<input type="checkbox"/>		<input type="checkbox"/>
7.	(Subject to CSSF consent) approval of the Election of:			
	James Bowers as replacement of Stewart Cazier.	<input type="checkbox"/>		<input type="checkbox"/>

8. Approval of the remuneration of the Independent Directors :
- (a) €38,500 gross per annum for Iain Clark (Chairman).
- (b) €33,500 gross per annum for Jean-Claude Wolter
- (c) €33,500 gross per annum for Les Aitkenhead
9. Approval of the election of PricewaterhouseCoopers, Société coopérative as the Independent Auditor of the Company, in replacement of KPMG subject to CSSF approval.
10. Miscellaneous.

Notes:

The undersigned is aware that no quorum is needed for the Meeting to pass a valid resolution. Resolutions will be passed by a simple majority of the shareholders present or represented.

In case no specific voting instructions are given, any signed proxy for the AGM shall be voted in favour of the proposals made by the Board of Directors.

As witness my/our hand (s) this ____ day of _____ 2014.

Signature _____