

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser, authorised under the Financial Services and Markets Act 2000, immediately.

If you have sold or transferred all of your holding of Shares, please forward this document (but not any accompanying personalised Form of Proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

**HENDERSON ALTERNATIVE
STRATEGIES TRUST PLC**

*(An investment company under section 833 of the Companies Act 2006 registered in Scotland with
registered number SC015905)*

**Proposed modification of investment objective and policy and
reduction in management fees**

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman, which recommends that you vote in favour of the resolution to be proposed at the General Meeting referred to below. However, this document should be read in its entirety.

Notice of a General Meeting of the Company to be held at 10.30 a.m. on 25 March 2020 is set out at the end of this document. Shareholders are requested to complete and return their Form of Proxy as soon as possible. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive no later than 10.30 a.m. on 23 March 2020.

PART 1

LETTER FROM THE CHAIRMAN

HENDERSON ALTERNATIVE STRATEGIES TRUST PLC

*(An investment company under section 833 of the Companies Act 2006 registered in Scotland
with registered number SC015905)*

Directors

Richard Gubbins (*Chairman*)
Jamie Korner
Graham Oldroyd
Mary-Anne McIntyre

Registered Office

Edinburgh House
4 North St
Andrew Street
Edinburgh EH2 1HJ

24 February 2020

Dear Shareholder

Proposed modification of investment objective and policy and reduction in management fees

1 Introduction

I am writing to you with details of proposals:

- to modify the investment objective and policy of the Company with a view to realising the Company's assets in an orderly manner that achieves a balance between returning cash to Shareholders promptly and maximising value; and
- to amend the terms of the Investment Management Agreement between the Company and the Manager in order to reduce the management fee payable during the realisation process.

The purpose of this document is to set out the background to and reasons for the Proposals and to convene a general meeting in order to seek Shareholder approval, in accordance with the Listing Rules, for the proposed amendment to the Company's investment policy as the Company is making a material modification to its investment policy.

Notice of the General Meeting, which will be held at 10.30 a.m. on 25 March 2020, is set out at the end of this document.

2 Background to the Proposals

The Company reported in its half-year results to 30 September 2019 that the senior portfolio manager, Alex Barr, had undertaken a comprehensive review of the Company's competitive positioning and of its portfolio. In addition, he had been meeting Shareholders and listening to their views.

As announced on 16 January 2020, following that review, the Board and the Manager engaged in discussions to review the options available for the future of the Company. This review concluded that the best way to improve performance, and therefore to reduce the persistent discount to NAV per Share, would be to change the Company's investment policy to enable the Company to own more illiquid alternative investment strategies not readily available for direct investment, and which would reward skilled selection and demand enhanced due diligence. However, the review also concluded that there was little appetite from larger Shareholders for any increase in the illiquidity of the portfolio and, for many, a preference for realising their investment in an orderly fashion.

Accordingly, the Board is proposing a change to the Company's investment policy to enable the Company to undertake an orderly realisation of its assets. If the Proposals are approved by Shareholders, the Board will write to Shareholders again in due course regarding proposals to return capital to Shareholders. It is the

current intention of the Board that the Company should maintain its listing and investment trust status while a substantial proportion of the portfolio is realised and before the Company enters into voluntary liquidation. Depending on the rate and amount of realisation and the anticipated cost savings as between any return of capital while listed and a return of capital during a liquidation process, the Board may consider proposing that the Company enter earlier into voluntary liquidation.

As noted above, the proposed modification of the investment policy to enable the Company to undertake an orderly realisation of assets is considered a material change which requires the consent of Shareholders in accordance with the Listing Rules.

3 Details of the Proposals

Amendment to the investment objective and policy of the Company

Existing investment objective and policy

The Company's current investment objective is to exploit global opportunities not normally readily accessible in one vehicle to provide long-term growth to Shareholders via a diversified, international, multi-strategy portfolio which also offers access to specialist funds including hedge and private equity. The Company aims to outperform the FTSE World Total Return Index on a total return basis (a combination of income and capital growth) in Sterling terms.

The Company seeks to achieve its investment objective by making investments which are considered to have attractive medium to long-term (typically 5 years or more) return potential and are of a specialist or alternative asset focus. Specialist investments target particular geographies or sectors and alternative investments focus on the private equity, hedge and property asset classes. Investments may be made in listed or unlisted closed-ended investment funds, open-ended investment funds, listed or unlisted company shares and debt instruments, exchange traded funds, contracts for difference ("CFDs"), and warrants and related instruments.

The Company holds a minimum of 30 individual investments.

In the event the Company has significant cash resources it will typically invest in UK government securities or money market funds.

The Company's performance benchmark, the FTSE World Total Return Index in Sterling terms, is a global equity market index which provides the Company with a total return yardstick for its investment portfolio. Given the flexibility of the Company's investment mandate, the pursuit of the Company's investment objective may result in the geographical and sector weightings of its investment portfolio differing materially from the composition and content of the benchmark index.

The Board has adopted the following limits to address the need for maintaining an appropriate degree of portfolio diversification in relation to asset class, geography, sector, gearing and underlying portfolio liquidity:

- individual investments shall not exceed 10 per cent. of total portfolio value;
- investments in private equity funds shall not exceed 35 per cent. of total portfolio value;
- investments in hedge funds shall not exceed 30 per cent. of total portfolio value;
- investments in property funds shall not exceed 20 per cent. of total portfolio value;
- no more than 50 per cent. of total portfolio value shall be invested in emerging or frontier markets on a look-through basis;
- no more than 20 per cent. of total portfolio value shall be invested in one sector on a look-through basis;
- unlisted investments without redemption rights shall not exceed 20 per cent. of total portfolio value;

- borrowings and long-only CFD exposure shall not exceed 20 per cent. of NAV on a combined basis; and
- portfolio hedging exposure shall not exceed 20 per cent. of NAV.

For the purposes of the above limits, the total portfolio value is the value of all investments in the portfolio excluding cash, cash equivalents and holdings in money market instruments (which would otherwise be held as cash on deposit). The limits apply at the time each investment is made.

Revised investment objective

The Board is proposing that the investment objective be restated as follows:

“To conduct an orderly realisation of the assets of the Company, to be effected in a manner that seeks to achieve a balance between returning cash to Shareholders promptly and maximising value.”

Revised investment policy

The Board and the Manager believe that the Company’s portfolio will require careful investment management in order to achieve the Company’s proposed new investment objective.

If the Resolution is passed at the General Meeting, the Company’s existing investment policy will be replaced and the Company will adopt and adhere to the following amended and restated investment policy for as long as the Company maintains its listing and is subject to the Listing Rules.

“The Company’s investments will be realised in an orderly manner, that is, with a view to achieving a balance between returning cash to Shareholders promptly and maximising value.

The Company may not make any new investments save that:

- investments may be made to honour commitments under existing contractual arrangements;
- further investment may be made into the Company’s existing investments without redemption rights in order to preserve the value of such investments; and
- realised cash may be invested in liquid cash-equivalent securities, including investment grade short-dated corporate bonds, government bonds, cash funds, or bank cash deposits pending its return to Shareholders in accordance with the Company’s revised investment objective.

No more than 10% of the Company’s total assets may be invested in any single cash equivalent instrument or placed on deposit with any single institution save that this limit does not apply to the Company’s investment in:

- government bonds, which shall be unconstrained; or
- money market funds which themselves have published investment policies to invest no more than 10% (or a lower threshold) of their total assets in: (a) money market instruments issued by the same body; and (b) deposits made with the same credit institution.

The Company will not procure or utilise any structural gearing facility.

The Company will continue to comply with the restrictions imposed by the Listing Rules in force from time to time.”

Any material change to the revised investment policy would require Shareholder approval in accordance with the Listing Rules.

This policy will involve a continuing evaluation of the portfolio in order to assess the most appropriate realisation strategy to be pursued in relation to each investment. Whilst some investments may be considered appropriate for sale in the shorter term, other investments may be held for a longer period with a view to enabling their inherent value to be realised successfully.

The strategy for realising individual investments will be flexible and may need to be altered to reflect changes in the circumstances of a particular investment or in the prevailing market conditions. The Board will meet regularly and until such time as the Company enters into liquidation to review progress in implementing the Company's new investment objective and policy and the then current position of unrealised holdings.

The Board and the Manager regard the orderly realisation of the Company's assets as the best strategic option at the present time. Should, however, Shareholders reject the proposed change, the Board and the Manager will continue to fulfil the existing investment objective and policy and work to identify other options for the future of the Company.

To be overly prescriptive on the timeframe could prove detrimental to the realisation process. Sensitive, however, to the on-going costs of running the portfolio, the Manager aims to realise the portfolio in an orderly manner that achieves a balance between returning cash to Shareholders as quickly as possible and maximising value.

Given the illiquid nature of some of the Company's investments, it is very difficult to provide any certainty on the timeframe for realisation. However, the Board is aware that Shareholders will expect some guidance on the expected timeframe and, although Shareholders should place only limited reliance on this information, it is the Board's current estimate that a substantial proportion of the portfolio may be realised within a few months but that the portfolio may take in the region of two years to be fully realised.

Proposed amendment to the Investment Management Agreement

The Board believes that the continued appointment of the Manager is important to achieving the revised investment objective. As the Board and the Manager are both cognisant of the level of on-going costs to Shareholders during the realisation process and, ultimately, following liquidation, they have agreed, subject to Shareholder approval of the change to the Company's investment policy, to amend the management fee payable under the Investment Management Agreement in order to reduce the amount of the fees payable to the Manager. Details of the proposed changes are set out below.

The current management fee is 0.60 per cent. per annum of NAV for assets up to £250 million and 0.55 per cent. per annum of NAV for assets in excess of £250 million. This is paid quarterly in arrear based on the level of net chargeable assets at the relevant quarter end.

The Company and the Manager have entered into a side letter to the Investment Management Agreement (the "**Side Letter**") pursuant to which, conditional on and with effect from the passing of the Resolution, during the realisation process but prior to liquidation of the Company, cash and cash-equivalent securities shall be excluded from the calculation of Net Asset Value for the purposes of determining the management fee of 0.60 per cent. per annum of NAV. An additional lower management fee of 0.10 per cent. per annum will be charged on the value of the assets that are cash-equivalent securities.

The Side Letter also provides that, in the event that the Company enters into liquidation, with effect from the date of entering into liquidation the management fee will be reduced to 0.50 per cent. per annum of the NAV (but again with cash and cash-equivalent securities excluded from the calculation of Net Asset Value for the purposes of determining the management fee and an additional lower management fee of 0.10 per cent. per annum charged on the value of the assets that are cash-equivalent securities).

In each case, the management fee will be calculated and accrued weekly and paid quarterly in arrear.

4 Directors

Whilst she is fully supportive of the Proposals, Mary-Anne McIntyre has indicated her intention to step down from the Board with effect from the close of the General Meeting. On behalf of the Board, we wish Mary-Anne our sincere best wishes and thank her for her invaluable contribution during her tenure on the Board.

5 Benefits associated with the Proposals

The Board believes that the Proposals offer the following benefits to Shareholders:

- Commencing a managed realisation of assets, rather than placing the Company in liquidation immediately or seeking an immediate sale of the portfolio, is expected to enable the Company to maximise the value realised on the sale of its investments.
- Maintaining the listing of the Company while the substantial majority of its assets are realised will, subject to market conditions, enable Shareholders and prospective investors to continue to be able to buy and sell the Company's shares in this period before the Company then enters voluntary liquidation.
- The realisation process will give Shareholders the opportunity of potentially liquidating their investments at a price over a period of time which may be closer to NAV than the discount to NAV at which the Shares traded prior to the Company's announcement on 16 January 2020 of its proposals to realise assets.
- The on-going costs to the Company will reduce during the realisation process as a result of the agreed reduction in the management fee payable to the Manager.

6 Risks associated with the Proposals

As a result of the Proposals, Shareholders should be aware of the following risk factors:

- There is no guarantee that the change to the Company's investment objective and policy will provide fully the returns or realise the capital anticipated by Shareholders. There can be no guarantee that the Company will fulfil its new investment objective.
- Investments in unlisted funds and companies are illiquid and more difficult to realise than listed equities. In addition, certain listed investments, such as the Company's holding in CEIBA Investments, a listed Cuban real estate investor, are significantly more illiquid than other listed investments. The Company's specialist and alternative investments are also inherently subjective in value due to the individual nature of each investment. As a result, valuations are subject to uncertainty and there is no assurance that the valuations of the investments held by the Company reflect the realisable values of such investments.
- The market value and the Net Asset Value of the Shares may go down as well as up. The market value of the Shares at any particular time may vary significantly and not reflect their underlying net asset value. Shareholders may not get paid the amount they originally invested on a sale of their Shares or on a liquidation of the Company.
- Running costs of the Company, sales commissions, asset liquidation costs, taxes and other costs associated with the realisation of the Company's assets will reduce the cash available for any distribution to Shareholders. No assurance can be given that all cash received on future realisations of the Company's investments will be returned as capital.
- The proposed change of investment objective and policy would result in the Company becoming reliant on the Manager's ability to dispose of investments in order to realise capital for Shareholders.
- At the point the Company enters into voluntary liquidation, it is likely to be uncertain how long it will take until full realisation is achieved and a final distribution can be made by the liquidator. On entering voluntary liquidation the Company will cease to maintain its listing and investment trust status, and Shareholders should thereafter no longer expect to be able to buy and sell Shares through the London Stock Exchange.
- Information concerning the value of remaining assets held, the split between cash and assets remaining to be realised, and the timings and the likely amounts of distributions may become less frequently available following the appointment of a liquidator.

7 General Meeting

The Proposals are subject to Shareholder approval. A notice convening a General Meeting of the Company, which is to be held at 10.30 a.m. on 25 March 2020, is set out at the end of this document. At this General Meeting, an ordinary resolution will be proposed to approve the change in investment policy.

The Resolution requires a majority of those Shareholders voting to vote in favour in order to be passed.

Action to be taken

Whether or not you intend to be present at the General Meeting, Shareholders are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed thereon, so as to be received as soon as possible, and in any event no later than 10.30 a.m. on 23 March 2020. The completion and return of the Form of Proxy will not preclude you from attending the meeting and voting in person should you so wish.

8 Recommendation

The Board considers that the Proposals and the resolution to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the resolution to be proposed at the General Meeting.

The Directors intend to vote in favour, or procure the vote in favour, of the Resolution at the General Meeting in respect of their beneficial holdings of Shares which, in aggregate, amount to 137,977 Shares representing approximately 0.36 per cent. of the Company's issued Share capital (excluding Shares held in treasury).

Yours faithfully

Richard Gubbins

Chairman

PART 2

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Board” or “Directors”	the directors of the Company
“Company”	Henderson Alternative Strategies Trust plc
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting
“General Meeting”	the general meeting of the Company to be held on 25 March 2020 at 10.30 a.m. (or any adjournment thereof), notice of which is set out at the end of this document
“Investment Management Agreement”	the investment management agreement dated 22 July 2014 between the Company and the Manager, as amended
“Listing Rules”	the Listing Rules of the Financial Conduct Authority
“Manager”	Henderson Investments Funds Limited in its capacity as alternative investment fund manager to the Company
“NAV” or “Net Asset Value”	the total value of all of the assets of the Company less its liabilities as determined by the Board and calculated in accordance with the Company’s accounting policies
“Proposals”	the proposed amendment to the Company’s investment objective and policy and amendment to the Investment Management Agreement described under the heading “Details of the Proposals” in Part 1 of this document
“Resolution”	the resolution to be proposed at the General Meeting
“Shareholders”	holders of Shares
“Shares”	ordinary shares of 25p each in the capital of the Company

HENDERSON ALTERNATIVE STRATEGIES TRUST PLC

*(An investment company under section 833 of the Companies Act 2006 registered in Scotland
with registered number SC015905)*

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of the Company will be held at 201 Bishopsgate, London EC2M 3AE on 25 March 2020 at 10.30 a.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

THAT the proposed new investment policy of the Company as described in Part 1 of the circular to Shareholders dated 24 February 2020 of which this notice forms part (the “**Circular**”) be adopted as the investment policy of the Company with immediate effect and the existing investment policy be and is hereby replaced.

By order of the Board
Henderson Secretarial Services Limited
Corporate Secretary
24 February 2020

Registered Office

Edinburgh House
4 North St.
Andrew Street
Edinburgh
EH2 1HJ

Notes

The Resolution is proposed as an ordinary resolution, which, to be passed, requires more than half of the votes cast to be in favour of the resolution. These notes should be read in conjunction with the notes on the Form of Proxy.

1. Voting record date

Only members registered in the Register of Members of the Company at close of business on 23 March 2020 or, if the General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

2. Rights to attend and vote

Members are entitled to attend and vote at the forthcoming General Meeting or at any adjournment(s) thereof. On a poll each member has one vote for every one share held.

3. Right to appoint proxies

Pursuant to Section 324 of the Companies Act 2006, a member entitled to attend and vote at the meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company.

A Form of Proxy is enclosed. The completion of the Form of Proxy will not preclude a Shareholder from attending and voting in person at the meeting.

Section 324 does not apply to persons nominated to receive information rights pursuant to Section 146 of the Companies Act 2006. Persons nominated to receive information rights under Section 146 of the Companies Act 2006 have been sent this notice of meeting and are hereby informed, in accordance with Section 149(2) of the Companies Act 2006, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements. The statement of rights of Shareholders in relation to the appointment of proxies does not apply to nominated persons.

4. Proxies' rights to vote at the meeting

On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.

On a poll all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, Section 285(4) of the Companies Act 2006 does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

5. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006.

6. Receipt and termination of proxies

To be valid the Form of Proxy must be lodged with the Company's Registrars no later than 48 hours before the time appointed for the meeting (excluding weekends and public holidays) or any adjournment of the meeting. A member may terminate a proxy's authority at any time before the commencement of the meeting. Termination must be provided in writing and submitted to the Company's Registrars.

In accordance with the Company's articles of association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

7. Electronic receipt of proxies

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the Issuer's agent (ID: 3RA50) by the latest time for receipt of proxy appointments specified in note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Questions at the General Meeting

Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the General Meeting which relates to the business of the meeting, although no answer need be given (a) if to do so would interfere unduly with the proceedings of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on a website in the form of an answer to a question; or (c) if it is undesirable in the best interests of the Company or the good order of the meeting that the question be answered.

9. Website

By attending the meeting, members and their proxies and representatives are understood by the Company to have agreed to receive any communications relating to the Company's shares made at the meeting. A copy of the notice of the General Meeting, including these explanatory notes, is included on the Company's website, <https://www.janushenderson.com/en-gb/investor/product/henderson-alternative-strategies-trust-plc/>.

10. Total voting rights at date of notice

As at 21 February 2020 (being the last practicable date prior to the publication of this notice) the Company's issued ordinary share capital consisted of 38,678,638 ordinary shares of 25p each, carrying one vote each. Therefore, the total voting rights in the Company on a poll were 38,678,638.

11. Communication

Members may not use any electronic address provided either:

- in this notice of General Meeting; or
- any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

