

TEKLA HEALTHCARE INVESTORS  
Form DEF 14A  
April 18, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Tekla Healthcare Investors, Tekla Life Sciences Investors, Tekla Healthcare Opportunities Fund, Tekla World Healthcare Fund  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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- (2) Form, Schedule or Registration Statement No.:
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-

**TEKLA HEALTHCARE INVESTORS  
TEKLA LIFE SCIENCES INVESTORS  
TEKLA HEALTHCARE OPPORTUNITIES FUND  
TEKLA WORLD HEALTHCARE FUND**

100 Federal Street, 19th Floor  
Boston, Massachusetts 02110  
(617) 772-8500

**NOTICE OF JOINT ANNUAL MEETING OF SHAREHOLDERS**

To the Shareholders of  
TEKLA HEALTHCARE INVESTORS, TEKLA LIFE SCIENCES INVESTORS, TEKLA HEALTHCARE  
OPPORTUNITIES FUND AND TEKLA WORLD HEALTHCARE FUND:

An Annual Meeting of Shareholders of Tekla Healthcare Investors ("HQH"), Tekla Life Sciences Investors ("HQL"), Tekla Healthcare Opportunities Fund ("THQ") and Tekla World Healthcare Fund ("THW") (each a "Fund", together the "Funds") will be held on Tuesday, June 14, 2016 at 10:00 a.m. at 100 Federal Street, 19th Floor, Boston, Massachusetts 02110, for the following purposes:

- (1) The election of Trustees of each Fund;
- (2) The ratification or rejection of the selection of Deloitte & Touche LLP as the independent registered public accountants of each Fund for the fiscal year ending September 30, 2016; and
- (3) Change the subclassification of HQH from "diversified" to "non-diversified" and eliminate the related fundamental investment restriction.
- (4) Change the subclassification of HQL from "diversified" to "non-diversified" and eliminate the related fundamental investment restriction.
- (5) (A) Amend HQH's and HQL's fundamental investment restriction regarding issuing senior securities.  
(B) Remove HQH's and HQL's fundamental investment restriction regarding investments in other investment companies.  
(C) Remove HQH's fundamental investment restriction regarding short sales and purchasing securities on margin.
- (6) The transaction of such other business as may properly come before the Annual Meeting and any adjournment(s) or postponement(s) thereof.

If you have any questions about the proposals to be voted on, please call our solicitor, AST Fund Solutions, LLC, at (866)388-7535.

**The Board of Trustees of each Fund recommends that shareholders vote FOR the election of all nominees for election as Trustees, FOR the selection of Deloitte & Touche LLP as the independent registered accountants of each Fund, FOR the change to HQH from diversified to non-diversified, FOR change to HQL from diversified to non-diversified and FOR each change to the fundamental investment restrictions.**

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Although the Annual Meetings are held together for convenience in order to hear common presentations, each Fund's shareholders take action independently of the other. Shareholders of record at the close of business on April 19, 2016 will be entitled to vote at the Annual Meeting or at any adjournment(s) or postponement(s) thereof.

By Order of the Board of Trustees of each Fund,

Daniel R. Omstead, Ph.D.  
President

April 20, 2016

*Please complete, date and sign the Proxy for the shares held by you and return the Proxy in the envelope provided so that your vote can be recorded. No postage is required if the envelope is mailed in the United States. It is important that you return your signed Proxy promptly, regardless of the size of your holdings, so that a quorum may be assured.*

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**TEKLA HEALTHCARE INVESTORS  
TEKLA LIFE SCIENCES INVESTORS  
TEKLA HEALTHCARE OPPORTUNITIES FUND  
TEKLA WORLD HEALTHCARE FUND**

**JOINT PROXY STATEMENT**

This Joint Proxy Statement is furnished in connection with the solicitation by the Board of Trustees (each a "Board," together the "Boards") of Tekla Healthcare Investors ("HQH"), Tekla Life Sciences Investors ("HQL"), Tekla Healthcare Opportunities Fund ("THQ") and Tekla World Healthcare Fund ("THW") (each a "Fund", together the "Funds") of proxies to be voted at the Joint Annual Meeting of Shareholders of the Funds to be held on June 14, 2016 (the "Annual Meeting"), and any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying Notice of Joint Annual Meeting, dated April 20, 2016. This Joint Proxy Statement, the Notice of Joint Annual Meeting and the Proxy Card(s) are first being mailed to shareholders on or about April 20, 2016.

| <b>Proposal</b>  | <b>Affected Funds</b> |
|--|-----------------------|
| Proposal 1. The election of Trustees of each Fund.   | All Funds             |
| Proposal 2. The ratification or rejection of the selection of Deloitte & Touche LLP as the independent registered public accountants of each Fund for the fiscal year ending September 30, 2016. | All Funds             |
| Proposal 3. Change the subclassification of HQH from diversified to non-diversified and eliminate the related fundamental investment restrictions.   | HQH                   |
| Proposal 4. Change the subclassification of HQL from diversified to non-diversified and eliminate the related fundamental investment restrictions.   | HQL                   |
| Proposal 5.A. Amend HQH's and HQL's fundamental investment restriction regarding senior securities.  | HQH and HQL           |
| Proposal 5.B. Remove HQH's and HQL's fundamental investment restriction regarding other investment companies.  | HQH and HQL           |
| Proposal 5.C. Remove HQH's fundamental investment restriction regarding short sales and securities on margin.  | HQH                   |

**The Board of Trustees of each Fund recommends that shareholders vote FOR the election of all nominees for election as Trustees, FOR the selection of Deloitte & Touche LLP as the independent registered accountants of each Fund, FOR the change to HQH from diversified to non-diversified, FOR the change to HQL from diversified to non-diversified and FOR each change to the fundamental investment restrictions.**

Each Fund will furnish, without charge, a copy of its Annual Report, or the most recent Semi-Annual Report succeeding the Annual Report, if any, to a shareholder upon request. Requests may be sent to the Fund at 100 Federal Street, 19th Floor, Boston, MA 02110 or be made by calling (617) 772-8500.

**Proposal 1**  
**ELECTION OF TRUSTEES**

Each Fund's Declaration of Trust provides that its Board shall be divided into three classes with staggered terms. For HQH and HQL, the term of office of the Class C Trustees expires on the date of the 2016 Annual Meeting and the term of office of the Class A and Class B Trustees will expire one and two years, respectively, thereafter. Trustees chosen to succeed the Class C Trustees whose terms are expiring will be elected for a three-year term. For THQ, the term of office of the Class B Trustees expires on the date of the 2016 Annual Meeting and the term of office of the Class C and Class A Trustees will expire one and two years, respectively, thereafter. Trustees chosen to succeed the Class B Trustees whose terms are expiring will be elected for a three-year term. For THW, the term of office of the Class A Trustees expires on the date of the 2016 Annual Meeting and the term of office of the Class B and Class C Trustees will expire one and two years, respectively, thereafter. Trustees chosen to succeed the Class A Trustees whose terms are expiring will be elected for a three-year term.

Each Fund's Declaration of Trust provides that a majority of its Trustees shall fix the number of the entire Board of Trustees and that such number shall be at least three and no greater than fifteen. Each Fund's Board has fixed the number of Trustees at seven. Proxies will be voted for the election of the following nominees for HQH, HQL, THQ and THW. In the event that a nominee is unable to serve for any reason when the election occurs, the accompanying Proxy will be voted for such other person or persons as the applicable Fund's Board may recommend.

|     |                                      |   |
|-----|--------------------------------------|---|
| HQH | Class C Nominees to Serve until 2019 | Michael W. Bonney<br>Oleg M. Pohotsky<br>William S. Reardon, CPA              |
| HQL | Class C Nominees to Serve until 2019 | Michael W. Bonney<br>Rakesh K. Jain, Ph.D.<br>Uwe E. Reinhardt, Ph.D.         |
| THQ | Class B Nominees to Serve until 2019 | Rakesh K. Jain, Ph.D.<br>Daniel R. Omstead, Ph.D.<br>Lucinda H. Stebbins, CPA |
| THW | Class A Nominees to Serve until 2019 | Oleg M. Pohotsky<br>William S. Reardon, CPA                                   |

Each of the following Trustees is presently serving as a Trustee and has consented to continue to so serve in the class and for the term specified below.

|     |                                      |                          |
|-----|--------------------------------------|--------------------------|
| HQH | Class A Trustees to Serve until 2017 | Rakesh K. Jain, Ph.D.    |
|     |                                      | Lucinda H. Stebbins, CPA |
|     | Class B Trustees to Serve until 2018 | Daniel R. Omstead, Ph.D. |
|     |                                      | Uwe E. Reinhardt, Ph.D.  |
| HQL | Class A Trustees to Serve until 2017 | Oleg M. Pohotsky         |
|     |                                      | William S. Reardon, CPA  |
|     | Class B Trustees to Serve until 2018 | Daniel R. Omstead, Ph.D. |
|     |                                      | Lucinda H. Stebbins, CPA |
| THQ | Class C Trustees to Serve until 2017 | Michael W. Bonney        |
|     |                                      | Uwe E. Reinhardt, Ph.D.  |
|     | Class A Trustees to Serve until 2018 | Oleg M. Pohotsky         |
|     |                                      | William S. Reardon, CPA  |
| THW | Class B Trustees to Serve until 2017 | Rakesh K. Jain, Ph.D.    |
|     |                                      | Daniel R. Omstead, Ph.D. |
|     |                                      | Lucinda H. Stebbins, CPA |
|     | Class C Trustees to Serve until 2018 | Michael W. Bonney        |
|     |                                      | Uwe E. Reinhardt, Ph.D.  |

The Boards believe that each Trustee's experience, qualifications, attributes and skills on an individual basis and in combination with those of other Trustees lead to the conclusion that each Trustee should serve in such capacity. Among the attributes or skills common to all Trustees are their ability to review critically and to evaluate, question and discuss information provided to them, to interact effectively with the other Trustees, the Fund's investment adviser, the administrator and other service providers, counsel and independent registered public accounting firm, and to exercise effective and independent business judgment in the performance of their duties as Trustees. Each Trustee's ability to perform the duties of a trustee effectively has been attained and enhanced through the Trustee's education, professional training and other life experiences, such as business, consulting or public service positions and through experience from service as a member of each Fund's Board, public companies, or non-profit entities or other organizations.

*Michael W. Bonney:* Mr. Bonney has been a Partner at Third Rock Ventures since 2016 and was the Chief Executive Officer and member of the Board of Directors of Cubist Pharmaceuticals, Inc. until January, 2015, providing each Fund with valuable insight into operating matters relating to biotech companies and the overall healthcare industry. He serves on the Valuation Committee and is Chairman of the Governance and Nominating Committee of each Fund. Mr. Bonney is also a Director of Celgene Corporation, Global Blood Therapeutics and Alynlyam Pharmaceuticals, Inc. and is Chairman of the Board of Trustees of Bates College. He holds a BA degree from Bates College.



*Rakesh K. Jain, Ph.D.:* Dr. Rakesh Jain is the Andrew Werk Cook Professor of Tumor Biology in the Department of Radiation Oncology at Harvard Medical School and the Director of the Edwin L. Steele Laboratory of Tumor Biology at Massachusetts General Hospital, providing each Fund with a valuable perspective on emerging life sciences technologies. Dr. Jain co-founded XTuit Pharmaceuticals, Inc. in 2012, where he also serves as a board member. He serves on the Governance and Nominating Committee of each Fund. Prior to joining Harvard, he was professor of chemical engineering at Columbia University and Carnegie Mellon University. Dr. Jain is regarded as a pioneer in the fields of tumor biology, drug delivery, in vivo imaging and bioengineering. Dr. Jain has authored more than 600 publications. He serves on advisory panels to government, industry and academia, and has served or continues to serve on editorial advisory boards of twenty journals, including Journal of Clinical Oncology and Nature Reviews Clinical Oncology. He has received more than 70 major awards and lectureships, including the United States National Medal of Science, a Guggenheim Fellowship, the Humboldt Senior Scientist Award, the National Cancer Institute's Research Career Development Award and Outstanding Investigator Grant, the Academic Scientist of the Year Award from the Pharmaceutical Achievements Awards, the Distinguished Service Award from Nature Biotechnology and the Innovator Award from the DoD Breast Cancer Program. He is a member of all three branches of US National Academies – the Institute of Medicine, the National Academy of Engineering and the National Academy of Sciences and is a member of the American Academy of Arts and Sciences.

*Daniel R. Omstead, Ph.D.:* Dr. Omstead is President and Chief Executive Officer of Tekla Capital Management LLC (the "Adviser"), a registered investment adviser that serves as investment adviser to HQH, HQL, THQ and THW. Dr. Omstead is also President of HQH, HQL, THQ and THW and serves on their Valuation Committee. Dr. Omstead is portfolio manager for the public and restricted/venture portfolios within HQH, HQL, THQ and THW. As part of these responsibilities, Dr. Omstead is a member of the Board of Directors of several portfolio companies including Dynex Corporation, EBI Life Sciences, Inc., Euthymics Biosciences, Inc., GenomDx Biosciences Inc., IlluminOss Medical, Inc., Insigntra Medical, Inc., Neurovance, Inc. and Veniti, Inc. Dr. Omstead is also an observer of the Board of Directors of AlterG, Inc. Prior to joining the Adviser, Dr. Omstead was President and CEO of Reprogenesis, Inc., a private development stage biotech company which developed therapies in the field of tissue engineering and regenerative medicine. Before joining Reprogenesis, Dr. Omstead was Senior Vice President, Research and Development, at Cytotherapeutics, Inc, a public biotech company. Prior to entering the biotech industry, Dr. Omstead was employed for fourteen years in positions of increasing responsibility within the pharmaceutical industry at Ortho Pharmaceutical Corporation and at the R.W. Johnson Pharmaceutical Research Institute, both divisions of Johnson & Johnson, and at Merck, Sharp and Dohme Research Laboratories, a division of Merck & Co., Inc. Dr. Omstead provides each Fund with insights into both pharmaceutical and biotech companies. Dr. Omstead holds Ph.D. and Master's Degrees in Chemical Engineering and Applied Chemistry from Columbia University and a B.S. degree in Civil Engineering from Lehigh University. He is an emeritus member of the Board of Directors of a non-profit agency that provides emergency shelter, housing and supportive services to homeless and low-income individuals and families in the Boston area. Dr. Omstead is also an Overseer at the Joslin Diabetes Center.

*Oleg M. Pohotsky:* Mr. Pohotsky is a corporate finance and investment professional with over forty years of diversified experience gained both in industry and in financial markets. Mr. Pohotsky serves as Chairman of the Board of Trustees of each Fund and also serves as Chairman of each Fund's Valuation Committee and serves on each Fund's Audit Committee. He has over 45 years of cumulative board experience in the full range of organization types: publicly-traded, privately-held, venture-backed and non-profit. He has also served as a director of a healthcare services company listed on the

Nasdaq NMS where he was a member of the audit committee. In his various directorships he has also served on investment, compensation, personnel and executive committees. His career spanned over twenty years in the investment industry, both as an investment banker and as a venture capital and private equity investor, and included serving as chairman of the valuation and fairness opinion committee of a NYSE-member firm. Mr. Pohotsky also currently serves on the Board of Directors of Avangardco Investments Holdings, an LSE-listed agribusiness enterprise based in Ukraine, on the board of directors of the New America High Income Fund, Inc., a closed end fund investing in high yield securities on a leveraged basis and on the Board of Advisors of Kaufman & Co., LLC, a Boston-based boutique investment banking firm, and is affiliated with GovernanceMetrics International, Inc. as a Senior Advisor. He provides each Fund with valuable experience in valuation and the financial industry. Mr. Pohotsky holds a BSChE degree from Clarkson University, a JD degree from the University of Miami and MBA from the Harvard Business School. He has also been awarded an honorary doctorate by Clarkson University.

*William S. Reardon, CPA:* Mr. Reardon's personal experience as a Life Science audit partner at PricewaterhouseCoopers LLP ("PwC"), with a broad spectrum of companies across the corporate life cycle from startup to successful product driven pharmaceutical companies, provides each Fund with a valuable perspective in analyzing life science company opportunities and in valuing the venture portion of the portfolio. Until 2002, Mr. Reardon was a business assurance partner in PwC's Boston office and leader of the Life Sciences Industry Practice for New England and the Eastern U.S., working closely with many of the Firm's public clients in SEC-registered equity, convertible and R&D limited partnership offerings and many initial public offerings. He serves on the Valuation and Audit Committees of each Fund. From 1998-2000 he served on the Board of the Emerging Companies Section of the Biotechnology Industry Organization ("BIO") and from 2000 to 2002 he served on the Board of Directors of the Massachusetts Biotechnology Council ("MBC"). During his professional career, he was a frequent speaker at BIO conferences and MBC Industry meetings on issues affecting biotechnology companies. He currently also serves as a board member and audit committee chair of two development-stage public companies, Synta Pharmaceuticals and Idera Pharmaceuticals. Mr. Reardon is member of the American Institute of CPAs and the Massachusetts Society of CPAs, with an MBA from Harvard Business School and a BA in East Asian History from Harvard College.

*Uwe E. Reinhardt, Ph.D.:* Dr. Reinhardt is the James Madison Professor of Political Economy at Princeton University, teaching economics and public affairs since 1968, and has been a member of the Institute of Medicine of the National Academy of Sciences since 1978. He serves on the Audit Committee of each Fund. Dr. Reinhardt is recognized as one of the nation's leading authorities on health care economics, a prominent scholar in health care economics and a frequent speaker and author on subjects ranging from the war in Iraq to the future of Medicare. Dr. Reinhardt provides each Fund with valuable insights in healthcare economics and reform. He is a past president of the Association of Health Services Research. From 1986 to 1995 he served as a commissioner on the Physician Payment Review Committee, established in 1986 by Congress to advise it on issues related to the payment of physicians. He is a senior associate of the Judge Institute for Management of Cambridge University, UK, and a trustee of Duke University and the Duke University Health System. Dr. Reinhardt is or was a member of numerous editorial boards, among them the Journal of Health Economics, the Milbank Memorial Quarterly, Health Affairs, the New England Journal of Medicine, and the Journal of the American Medical Association. Dr. Reinhardt received his Ph.D. from Yale University.

*Lucinda H. Stebbins, CPA:* Ms. Stebbins brings to each Fund over thirty years experience working in the fund industry, providing valuable perspectives on a variety of technical and industry matters. She serves as Chairman of the Audit Committee and serves on the Governance and Nominating Committee of each Fund. She started her career with the investment management firm of Scudder, Stevens and Clark, which was later merged into the U.S. operations of Zurich Financial Services, and then finally acquired by Deutsche Bank. She served as a Senior Vice President at Scudder Investments and subsequently as a Director at Deutsche Asset Management and was an officer of approximately 200 funds in these complexes. Ms. Stebbins' expertise is in the accounting, tax, and regulatory sides of the fund business, and she continued through 2015 to act as an independent consultant to the fund industry. Prior to joining Scudder, she was a Senior Manager at Price Waterhouse and is a member of the Massachusetts Society of CPAs. She also serves on the Board of Solstice Home Care, Inc., served on the Board of Bald Peak Land Company and has been on a number of non-profit Boards. She holds an MBA degree from Babson College and a BA in economics from Wellesley College.

The Trustees and their principal occupation for at least the last five years are set forth in the table below.

| <b>Name,<br/>Age<br/>and<br/>Address</b>                                      | <b>Position(s) Held<br/>with HQH, HQL,<br/>THQ and THW</b>  | <b>Term of<br/>Office and<br/>Length of<br/>Time Served</b>   | <b>Principal<br/>Occupations(s)<br/>During Past 5 Years</b>  | <b>Number<br/>of<br/>Portfolios<br/>in<br/>Fund<br/>Complex<br/>Overseen<br/>by<br/>Director<br/>or<br/>Nominee<br/>for<br/>Director</b> | <b>Other<br/>Directorships<br/>Held by Director<br/>or Nominee<br/>for Director</b>  |
|---|---|---|--|--|--|
| <b>INDEPENDENT TRUSTEES AND NOMINEES</b>                                      |   |   |  |  |  |
| Michael W. Bonney<br>100 Federal Street,<br>19th Floor,<br>Boston MA<br>02110 | Trustee of HQH, HQL,<br>THQ and THW; Member<br>of each Fund's Valuation<br>and Governance and<br>Nominating Committees. | 3 years for HQH<br>and HQL (since<br>2011); 3 years for<br>THQ (since<br>2014); 3 years for<br>THW (since<br>2015). | Partner, Third Rock<br>Ventures (since 2016);<br>Chief Executive Officer<br>and Director, Cubist<br>Pharmaceuticals, Inc.<br>(2012-2015); President,<br>Chief Executive Officer<br>and Director, Cubist<br>Pharmaceuticals, Inc.<br>(2003-2012). | 4  | Director, Celgene<br>Corporation (since 2015);<br>Director, Global Blood<br>Therapeutics (since 2016);<br>Revolution Medicine<br>(since 2016); Director,<br>Alnylam Pharmaceuticals,<br>Inc. (since 2014); Director,<br>NPS Pharmaceuticals, Inc.<br>(2005-2015); Chairman of<br>the Board of Trustees,<br>Bates College (since<br>2010); Trustee, Bates<br>College (since 2002);<br>Board member of the<br>Pharmaceutical Research<br>and Manufacturers of<br>America (PhRMA)<br>(2009-2014). |



| <b>Name,<br/>Age<br/>and<br/>Address</b>                                      | <b>Position(s) Held<br/>with HQH, HQL,<br/>THQ and THW</b>   | <b>Term of<br/>Office and<br/>Length of<br/>Time Served</b>                                       | <b>Principal<br/>Occupations(s)<br/>During Past 5 Years</b>   | <b>Number<br/>of<br/>Portfolios<br/>in<br/>Fund<br/>Complex<br/>Overseen<br/>by<br/>Director<br/>or<br/>Nominee<br/>for<br/>Director</b> | <b>Other<br/>Directorships<br/>Held by Director<br/>or Nominee<br/>for Director</b>   |
|---|--|---|---|--|---|
| Rakesh K. Jain, Ph.D. (65)<br>100 Federal Street, 19th Floor, Boston MA 02110 | Trustee of HQH, HQL, THQ and THW; Member of each Fund's Governance and Nominating and Qualified Legal Compliance Committees.   | 3 years for HQH and HQL (since 2007); 2 years for THQ (since 2014); 2 years for THW (since 2015). | Director, Steele Lab of Tumor Biology at Massachusetts General Hospital (since 1991); A.W. Cook Professor of Tumor Biology (Radiation Oncology) at Harvard Medical School (since 1991). | 4  | Ad hoc Consultant/Scientific Advisory Board Member for pharmaceutical/biotech companies (various times since 2002); Ad hoc Consultant, Gershon Lehman Group (since 2004); Director, Co-Founder, XTuit Pharmaceuticals, Inc. (Since 2012). |
| Oleg M. Pohotskiy (69)<br>100 Federal Street, 19th Floor, Boston MA 02110     | Trustee, HQH, HQL, THQ and THW; Chairman, HQH, HQL (since 2012); Chairman, THQ (since 2014); Member of each Fund's Audit, Valuation and Qualified Legal Compliance Committees. | 3 years for HQH and HQL (since 2000); 3 years for THQ (since 2014); 1 year for THW (since 2015).  | Consultant and Managing Partner, Right Bank Partners (since 2002) (Corporate governance and strategy advisory).   | 4  | Adviser, Board of Advisers, Kaufman & Co. LLC (since 2008); Director, Avanguardco Investments Holdings (since 2011); Director, New America High Income Fund, Inc. (since 2013).   |
| William S. Reardon (69)<br>100 Federal Street, 19th Floor, Boston MA 02110    | Trustee, HQH, HQL, THQ and THW; Member of each Fund's Valuation, Audit and Qualified Legal Compliance Committees.  | 3 years for HQH and HQL (since 2010); 3 years for THQ (since 2014); 1 year for THW (since 2015).  | Independent Consultant (since 2002).  | 4  | Director, Idera Pharmaceuticals, Inc. (since 2002); Director, Synta Pharmaceuticals Corp. (since 2004).   |

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| <b>Name,<br/>Age<br/>and<br/>Address</b>   | <b>Position(s) Held<br/>with HQH, HQL,<br/>THQ and THW</b>  | <b>Term of<br/>Office and<br/>Length of<br/>Time Served</b>   | <b>Principal<br/>Occupations(s)<br/>During Past 5 Years</b> | <b>Number<br/>of<br/>Portfolios<br/>in<br/>Fund<br/>Complex<br/>Overseen<br/>by<br/>Director<br/>or<br/>Nominee<br/>for<br/>Director</b> | <b>Other<br/>Directorships<br/>Held by Director<br/>or Nominee<br/>for Director</b>            |
|--|---|---|---|--|--|
| Uwe E. Reinhold<br>Ph.D.<br>(78)<br>100<br>Federal<br>Street,<br>19th<br>Floor,<br>Boston<br>MA<br>02110   | Trustee, HQH, HQL, THQ and THW; Member of each Fund's Audit Committee.                                | 3 years for HQH (since 1988); 3 years for HQL (since 1992); 3 years for THQ (since 2014); 3 years for THW (since 2015). | Professor of Economics, Princeton University (since 1968).  | 4  | Director, Boston Scientific Corporation (2002-2015); Director, Amerigroup, Inc. (2002-2012).   |
| Lucinda H. Stebbins<br>CPA<br>(70)<br>100<br>Federal<br>Street,<br>19th<br>Floor,<br>Boston<br>MA<br>02110 | Trustee, HQH, HQL, THQ and THW; Member of each Fund's Audit and Governance and Nominating Committees. | 3 years for HQH and HQL (since 2006); 2 years for THQ (since 2014); 2 years for THW (since 2015).                       | Independent Consultant, Deutsche Bank (2004-2015).          | 4  | Director, Bald Peak Land Company (2008-2014); Director, Solstice Home Care, Inc. (since 2014). |

| Name,<br>Age<br>and<br>Address   | Position(s) Held<br>with HQH, HQL,<br>THQ and THW   | Term of<br>Office and<br>Length of<br>Time Served   | Principal<br>Occupations(s)<br>During Past 5 Years   | Number<br>of<br>Portfolios<br>in<br>Fund<br>Complex<br>Overseen<br>by<br>Director<br>or<br>Nominee<br>for<br>Director | Other<br>Directorships<br>Held by Director<br>or Nominee<br>for Director  |
|--|---|---|--|---|---|
| <b>INTERESTED TRUSTEE</b>  |   |   |  |   |   |
| Daniel R. Omstead, Ph.D. (62)<br>100 Federal Street,<br>19th Floor,<br>Boston, MA<br>02110 | Trustee, HQH, HQL, THQ and THW; President, HQH and HQL (since 2001); President THQ (since 2014); President THW (since 2015); Member of each Fund's Valuation Committee. | 3 years for HQH and HQL (since 2003); 2 years for THQ (since 2014); 2 years for THW (since 2015). | President, HQH and HQL (since 2001); President, THQ (since 2014); President THW (since 2015); President, Chief Executive Officer and Managing Member, Tekla Capital Management LLC (since 2002). | 4   | Celladon Corporation (2012-2014); Concentric Medical, Inc. (2008-2012); Dynex Corporation (since 2011); EBI Life Sciences, Inc. (since 2015); Euthymics Biosciences, Inc. (since 2015); GenomeDx Biosciences Inc. (since 2016); IlluminOss Medical, Inc. (since 2011); Insigntra Medical, Inc. (since 2015); Magellan Diagnostics, Inc. (2006-2016); Neurovance, Inc. (since 2015); Palyon Medical Corporation (2009-2015); Tibion Corporation (2011-2013) and Veniti, Inc. (since 2015). |

\* Trustee considered to be an "interested person" within the meaning of the Investment Company Act of 1940, as amended (the "1940 Act"), through position or affiliation with the Adviser.



The following table sets forth, for each Trustee, the aggregate dollar range of equity securities owned by such Trustee in HQH, HQL, THQ and THW and in the aggregate in HQH, HQL, THQ and THW as of March 31, 2016. The information as to beneficial ownership is based upon statements furnished by each Trustee.

| Name of Trustee or Nominee  | Dollar Range of Equity Securities in HQH | Dollar Range of Equity Securities in HQL | Dollar Range of Equity Securities in THQ | Dollar Range of Equity Securities in THW | Aggregate Dollar Range of Equity Securities in All Funds Overseen by Trustee in Fund Complex |
|-----------------------------|--|--|--|--|--|
| <b>Independent Trustees</b> |  |  |  |  |  |
| Michael W. Bonney           | \$50,001-\$100,000                       | \$50,001-\$100,000                       | \$50,001-\$100,000                       | Over \$100,000                           | Over \$100,000   |
| Rakesh K. Jain, Ph.D.       | None                                     | None                                     | None                                     | None                                     | None   |
| Oleg M. Pohotsky            | \$1-\$10,000                             | \$1-\$10,000                             | None                                     | None                                     | \$10,001-\$50,000  |
| William S. Reardon          | \$10,001-\$50,000                        | \$10,001-\$50,000                        | None                                     | None                                     | \$50,001-\$100,000   |
| Uwe E. Reinhardt, Ph.D.     | \$50,001-\$100,000                       | \$50,001-\$100,000                       | None                                     | None                                     | Over \$100,000   |
| Lucinda H. Stebbins, CPA    | Over \$100,000                           | Over \$100,000                           | \$10,001-\$50,000                        | None                                     | Over \$100,000   |
| <b>Interested Trustee</b>   |  |  |  |  |  |
| Daniel R. Omstead, Ph.D.    | Over \$100,000                           | Over \$100,000                           | Over \$100,000                           | Over \$100,000                           | Over \$100,000   |

Although Trustees are encouraged to attend the annual meetings of shareholders to the extent they are able, none of the Funds has a formal policy with regard to Board members' attendance at annual meetings of shareholders. Last year, six Trustees then in office attended the 2015 annual meeting of shareholders of HQH, HQL and THQ. THW, which launched in 2015, did not hold an annual meeting of shareholders in 2015.

Shareholders wishing to send communications to the Board of any Fund may communicate with members of the Board by submitting a written communication directed to the Board in care of Tekla Capital Management LLC, 100 Federal Street, 19th Floor, Boston, MA 02110.

### Trustees Leadership Structure and Oversight Responsibilities

Overall responsibility for general oversight of each Fund rests with the Board. The Board of each Fund is comprised of seven individuals, six of whom are not "interested persons" of the Fund as defined in the 1940 Act ("Independent Trustees"). The Chairman of the Board is an Independent Trustee. The Chairman presides at meetings of the Trustees, participates in the preparation of the agenda for meetings of the Board, and acts as a liaison between the Independent

Trustees and the Fund's management between Board meetings. Except for any duties specified herein, the designation as Chairman does not impose any obligations or standards greater than or different from other Trustees.

The Board of each Fund holds regular quarterly meetings each year to consider and address matters involving the Fund. The Board also may hold special meetings to address matters arising between regular meetings. The Independent Trustees also meet outside the presence of management in executive session at least quarterly and have engaged independent legal counsel to assist them in performing their oversight responsibilities.

The Board of each Fund has established Audit, Governance and Nominating, Valuation and Qualified Legal Compliance Committees to assist the Board in the oversight of the management and affairs of the Fund. All of the members of these Committees are Independent Trustees, except for Dr. Omstead, who serves on the Valuation Committee. From time to time the Board may establish additional committees or informal working groups to deal with specific matters.

Each Fund is subject to a number of risks including investment, compliance, operational and valuation risks. Although the Adviser and the officers of each Fund are responsible for managing these risks on a day-to-day basis, the Board of each Fund has adopted, and periodically reviews, policies and procedures designed to address these risks. As part of its regular oversight, the Board of each Fund, directly or through a Committee, interacts with the Fund's Chief Compliance Officer, the Fund's independent public accounting firm, and the Fund's legal counsel. These interactions include discussing the Fund's risk management and controls with the independent registered public accounting firm engaged by the Fund, reviewing valuation policies and procedures and the valuations of specific restricted securities, and receiving periodic reports from the Fund's Chief Compliance Officer regarding compliance matters relating to the Fund and its major service providers, including results of the implementation and testing of the Fund's and such providers' compliance programs. The Board's oversight function is facilitated by management reporting processes designed to provide information to the Board regarding the identification, assessment, and management of critical risks and the controls and policies and procedures used to mitigate those risks. The Board reviews its role in supervising the Fund's risk management from time to time and may change the manner in which it fulfills its oversight responsibilities at its discretion at any time.

The Board of each Fund has determined that its leadership structure is appropriate for the Fund because it enables the Board to exercise informed and independent judgment over matters under its purview, allocates responsibility among committees in a manner that fosters effective oversight and allows the Board to devote appropriate resources to specific issues in a flexible manner as they arise. The Board periodically reviews its leadership structure as well as its overall structure, composition, and functioning and may make changes at its discretion at any time.

### **Standing Committees**

*Audit Committee.* Each Fund has an Audit Committee comprised solely of Independent Trustees who are "independent" as defined in the New York Stock Exchange ("NYSE") Listing Standards. The Board of each Fund has adopted a written charter for the Audit Committee. The Audit Committee charter is available at <http://www.teklacap.com/hqh-reports.html>. The principal purpose of each Fund's Audit Committee is to assist the Board in fulfilling its responsibility to oversee management's conduct of the Fund's financial reporting process, including reviewing the financial reports and other financial information provided by the Fund, the Fund's systems of internal accounting and financial controls and the annual independent audit process.

Each Audit Committee's role is one of oversight, and it is recognized that each Fund's management is responsible for preparing each Fund's financial statements and that each Fund's independent registered public accountant is responsible for auditing those financial statements. Although each Audit Committee

member must be financially literate and one member must have accounting or financial management expertise (as determined by the Board in its business judgment), Audit Committee members are not professionally engaged in the practice of accounting or auditing and are not experts in the fields of accounting or auditing, including with respect to auditor independence. Audit Committee members rely, without independent verification, on the information provided to them and on the representations made by management and each Fund's independent registered public accountants.

The members of each Fund's Audit Committee are Mr. Pohotsky, Mr. Reardon, Dr. Reinhardt and Ms. Stebbins. Ms. Stebbins is the Chairman of each Fund's Audit Committee. The Audit Committee of each of HQH, HQL and THQ held four meetings during the fiscal year ended September 30, 2015. The Audit Committee of THW held two meetings during the fiscal year ended September 30, 2015.

*Governance and Nominating Committee.* Each Fund has a Governance and Nominating Committee comprised solely of Independent Trustees who are "independent" as defined in the NYSE Listing Standards. The Committee charter is not available on the Fund's website but the written charter is included as Exhibit A to this Proxy Statement dated April 20, 2016.

The principal missions of the Governance and Nominating Committee of each Fund are to (i) review, evaluate, and enhance the effectiveness of the Board in its role in governing the Fund and overseeing the management of the Fund and (ii) to promote the effective participation of qualified individuals on the Board, on committees of the Board, and as executive officers of the Fund. The Committee shall consider the Corporate Governance Guidelines that have been approved by the Board in fulfilling its missions.

The Committee of each Fund reviews, discusses and makes recommendations to the Board relating to those issues that pertain to the effectiveness of the Board in carrying out its responsibilities in governing the Fund and overseeing the Fund's management. The Committee makes nominations for Trustees and officers of the Fund and for membership on all committees of the Board and submits such nominations to the full Board for consideration.

Each Fund's By-Laws require that each prospective trustee candidate have a college degree or equivalent business experience and provide a list of minimum qualifications for trustees, which include expertise, experience or relationships relevant to the business of the Fund. Each Fund's By-Laws also require that a candidate not be serving in any of various positions with another investment company (as defined in the 1940 Act) that focuses its investments in the healthcare and/or life sciences industries, unless such investment company is managed by the Fund's investment adviser or an affiliate, or in various positions with the investment adviser, sponsor or equivalent of such an investment company. Each Committee may also take into account other factors when considering and evaluating potential trustee candidates, including but not limited to: (i) availability and commitment to attend meetings and perform responsibilities of the Board; (ii) relevant industry and related experience; (iii) educational background; (iv) financial expertise; (v) the candidate's ability, judgment and expertise; and (vi) the overall diversity of the Board's composition.

The Committee of each Fund may identify prospective trustees from any reasonable source, including, but not limited to, the consultation of third-party trustee search services. The Committee will consider potential trustee candidates recommended by shareholders, provided that the proposed candidates (i) satisfy any minimum qualifications of the Fund for its trustees; (ii) are not "interested persons" (as that term is defined in Section 2(a)(19) of the 1940 Act) of the Fund or the Adviser; and (iii) are "independent" as defined in the NYSE Listing Standards. In order to be evaluated by the Committee, trustee candidates recommended by shareholders must also meet certain eligibility requirements as

set out in the Committees' charter. Other than those eligibility requirements, the Committee shall not evaluate shareholder trustee nominees in a different manner than other nominees. The standard of the Committee is to treat all equally qualified nominees in the same manner.

All recommendations by shareholders must be received by a Fund by the deadline for submission of any shareholder proposals which would be included in the Fund's proxy statement for the next annual meeting of the Fund. Each shareholder or shareholder group must meet the requirements stated in the Committee's charter in order to recommend a candidate. A shareholder or shareholder group may not submit more than one candidate per year. When recommending a trustee candidate, shareholders must include in their notice to the Fund's Secretary: (i) the shareholder's contact information; (ii) the trustee candidate's contact information and the number of Fund shares owned by the proposed candidate; (iii) all information regarding the candidate that would be required to be disclosed in solicitations of proxies for elections of trustees required by Regulation 14A of the Securities Act of 1934, as amended (the "Exchange Act"); and (iv) a notarized letter executed by the trustee candidate, stating his or her intention to be a nominee and be named in the Fund's proxy statement, if nominated by the Board, and to serve as a trustee, if so elected. Once a recommendation has been timely received in proper form, the candidate will be asked to complete an eligibility questionnaire to assist the Fund in assessing the candidate's qualifications as a potential Independent Trustee and as someone who is "independent" under the NYSE Listing Standards. The Committee will make such determinations in its sole discretion and such determinations shall be final.

The members of each Fund's Committee are Mr. Bonney, Dr. Jain and Ms. Stebbins. Mr. Bonney is the Chairman of the Committee. The Governance and Nominating Committees of each of HQH, HQL and THQ held two meetings during the fiscal year ended September 30, 2015. The Governance and Nominating Committee of THW held one meeting during the fiscal year ended September 30, 2015.

*Valuation Committee.* Each Fund's Board has delegated to the Fund's Valuation Committee general responsibility for determining, in accordance with the Fund's valuation procedures, the value of assets held by the Fund on any day on which the net asset value per share is determined. The Valuation Committee may appoint, and has appointed, a Sub-Committee made up of employees and officers of the Adviser to deal with day to day valuation decisions, subject to oversight by the Valuation Committee. The Valuation Committee shall meet as often as necessary to ensure that each action taken by the Sub-Committee is reviewed within a calendar quarter of the occurrence. In connection with its review, the Valuation Committee shall ratify or revise the pricing methodologies authorized by the Sub-Committee since the last meeting of the Valuation Committee. The Valuation Committee is charged with the responsibility of determining the fair value of the Fund's securities or other assets in situations set forth in the Fund's valuation procedures.

The members of each Fund's Valuation Committee are Mr. Bonney, Dr. Omstead, Mr. Pohotsky and Mr. Reardon. Mr. Pohotsky is the Chairman of each Fund's Valuation Committee. The Valuation Committees of each of HQH, HQL and THQ held four meetings during the fiscal year ended September 30, 2015. The Valuation Committee of THW held one meeting during the fiscal year ended September 30, 2015.

*Qualified Legal Compliance Committee.* Each Fund has a Qualified Legal Compliance Committee ("QLCC") comprised solely of Independent Trustees. The Board of each Fund has adopted a written charter for the QLCC. The principal purpose of the Fund's QLCC is to review and respond to reports of Evidence of a Material Violation (as defined in the QLCC charter). Reporting Evidence of a Material Violation is required under the Standards of Professional Conduct for Attorneys adopted by the U.S. Securities and Exchange

Commission (the "SEC") under the Sarbanes-Oxley Act of 2002 (the "Standards"). Under the Standards, if an attorney appearing and practicing before the SEC in the representation of an issuer, such as the Fund, becomes aware of Evidence of a Material Violation by the issuer or by any officer, trustee, employee or agent of the issuer, the Standards provide for the attorney to report such evidence to the issuer's QLCC forthwith. In discharging its role, the QLCC is granted the power to investigate any Evidence of a Material Violation brought to its attention with full access to all books, records, facilities and personnel of the Fund and the power to retain outside counsel, auditors or other experts for this purpose.

The members of each Fund's QLCC are Dr. Jain, Mr. Pohotsky and Mr. Reardon. Mr. Reardon is the Chairman of each Fund's QLCC. Each Fund's QLCC had no cause to meet during the fiscal year ended September 30, 2015.

*Attendance.* During the fiscal year ended September 30, 2015, HQH's and HQL's Boards each held six meetings, THQ's Board of Trustees held five meetings and THW's Board of Trustees held three meetings; HQH, HQL and THQ's Audit Committees each held four meetings and THW's Audit Committee held two meetings; HQH and HQL's Governance and Nominating Committees each held two meetings and THQ and THW's Governance and Nominating Committees each held one meeting; HQH, HQL and THQ's Valuation Committees each held four meetings and THW's Valuation Committee held one meeting.

Each of the Trustees attended at least 100% of the aggregate number of meetings of the Boards of HQH, HQL and THQ and each of the Trustees attended at least 80% of the aggregate number of meetings of the Board of THW and the Committees of the Board of each Fund on which such Trustee served during the fiscal year-ended September 30, 2015.

#### **Compensation of Trustees and Officers**

For the fiscal year ended September 30, 2015, each Fund paid an annual fee of \$15,000 to its Independent Trustees and the Chairman of the Board receives an additional annual fee of \$5,000. Additionally, each Fund paid each Independent Trustee \$1,000 for each Board and \$750 for each Committee meeting attended in person and \$250 for each Board and Committee meeting attended by telephone. The Chairman of the Board, the Chairman of the Audit Committee and the Chairman of the Valuation Committee of each Fund each received an additional annual fee of \$2,500. The Chairman of the Governance and Nominating Committee of each Fund each received an additional annual fee of \$1,250. Independent Trustees are also reimbursed for travel expenses incurred in connection with attending such meetings. For the fiscal year ended September 30, 2015, the Independent Trustees as a group received \$2,082 from HQH, \$897 from HQL, \$428 from THQ and \$136 from THW for reimbursed expenses. No Fund directly paid any additional compensation to the Trustees for the fiscal year ended September 30, 2015.

Each Fund has entered into a Services Agreement (the "Agreement") with the Adviser. Pursuant to the terms of the Agreement, each Fund reimburses the Adviser for a portion of the payment of salary and provision of benefits to each Fund's Chief Compliance Officer. During the fiscal year ended September 30, 2015 these payments amounted to \$95,789 for HQH, \$39,935 for HQL, \$79,201 for THQ and \$7,137 for THW. Trustees and officers of each Fund who hold positions with the Adviser receive indirect compensation from the investment advisory fee paid to the Adviser by each Fund.

The following table sets forth information regarding compensation of Trustees by each Fund for the fiscal year ended September 30, 2015, but does not include reimbursed expenses as described above.

## Compensation Table\*

| Name of Person,<br>Position | Aggregate Compensation<br>from each Fund |           |           |           | Pension or<br>Retirement<br>Benefits<br>Accrued<br>as part of<br>each<br>Fund's<br>Expenses | Estimated<br>Annual<br>Benefits<br>upon<br>Retirement | Total<br>Compensation<br>from All Funds<br>in Fund<br>Complex<br>Paid to Trustees |
|-----------------------------|--|-----------|-----------|-----------|---|---|---|
|                             | HQH                                      | HQL       | THQ       | THW       |   |   |   |
| <b>Independent Trustees</b> |  |           |           |           |   |   |   |
| Michael W. Bonney           | \$ 25,375                                | \$ 25,375 | \$ 23,105 | \$ 23,750 | N/A   | N/A   | \$ 97,605   |
| Rakesh K. Jain, Ph.D.       | \$ 20,938                                | \$ 20,938 | \$ 19,542 | \$ 19,500 | N/A   | N/A   | \$ 80,918   |
| Oleg M. Pohotsky            | \$ 33,125                                | \$ 33,125 | \$ 27,460 | \$ 32,500 | N/A   | N/A   | \$ 126,210  |
| William S. Reardon, CPA     | \$ 26,000                                | \$ 26,000 | \$ 24,418 | \$ 25,000 | N/A   | N/A   | \$ 101,418  |
| Uwe E. Reinhardt, Ph.D.     | \$ 19,375                                | \$ 19,375 | \$ 18,834 | \$ 20,000 | N/A   | N/A   | \$ 77,584   |
| Lucinda H. Stebbins, CPA    | \$ 25,438                                | \$ 25,438 | \$ 22,584 | \$ 25,000 | N/A   | N/A   | \$ 98,460   |
| <b>Interested Trustees</b>  |  |           |           |           |   |   |   |
| Daniel R. Omstead, Ph.D.    | \$ 0                                     | \$ 0      | \$ 0      | \$ 0      | N/A   | N/A   | \$ 0  |

\* The table includes compensation paid by HQH, HQL and THQ for the fiscal year ended September 30, 2015. As THW has not completed a full year of operation, information provided for THW estimates payments to be made for the fiscal year ending September 30, 2016.

**Executive Officers**

Set forth below is information for at least the last five years with respect to the executive officers of each Fund who do not also serve as Trustees. Each officer has been elected by the Board of each Fund and serves at the pleasure of the Board.

Laura Woodward, CPA (47), 100 Federal Street, 19th Floor, Boston MA 02110: Chief Compliance Officer, HQH and HQL and Tekla Capital Management LLC (since 2009), of THQ (since 2014) and of THW (since 2015); Secretary and Treasurer, HQH, HQL (since 2009), of THQ (since 2014) and of THW (since 2015); Senior Manager, PricewaterhouseCoopers LLP (prior to 2009).

**Required Vote**

Each Fund's Declaration of Trust states that the Trustees shall be elected by a plurality of each Fund's shares voting at the Annual Meeting. The Trustees recommend a vote FOR all nominees. Plurality voting means the nominee for each seat receiving the greatest number of votes will be elected.

**INFORMATION PERTAINING TO THE ADVISER**

The Adviser is a limited liability company organized under the laws of Delaware. Under each Fund's Investment Advisory Agreement, the Adviser is responsible for the management of the Fund's assets, subject to the supervision of the Board. The Adviser manages the investments of each Fund in accordance with its investment objective and policies. The Adviser is also obligated to supervise and perform certain administrative and management services and is obligated to provide the office space, facilities, equipment and personnel necessary to perform its duties. Except for a portion of the salary of each Funds' Chief Compliance Officer, the salaries of all officers of each Fund and all personnel of each Fund or of the Adviser performing services relating to research, statistical or investment activities, and of all Trustees who are "interested persons" of the Fund or of the Adviser (as defined in the 1940 Act), are paid by the Adviser. The Adviser is located at 100 Federal Street, 19th Floor, Boston, MA 02110.



Daniel R. Omstead Ph.D. serves as President and Chief Executive Officer of the Adviser. The address for Dr. Omstead is c/o the Adviser at 100 Federal Street, 19th Floor, Boston, MA 02110.

**REPORT OF THE AUDIT COMMITTEE OF EACH FUND**

Each Fund's Audit Committee reviewed and discussed the Fund's audited financial statements with management for the Fund's fiscal year ended September 30, 2015, and discussed with the Fund's independent registered public accountants, Deloitte & Touche LLP, the matters required to be discussed by the Public Company Accounting Oversight Board ("PCAOB") Standard No. 16, as modified or supplemented. Each Fund's Audit Committee received written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB Ethics and Independence Rule 3526 regarding Deloitte & Touche's communications with the Audit Committee concerning independence and discussed with Deloitte & Touche LLP its independence. Based on its review and discussions with management and Deloitte & Touche LLP, the Fund's Audit Committee recommended to the Board that the Fund's audited financial statements for the Fund's fiscal year ended September 30, 2015, be included in the Fund's Annual Report filed with the SEC.

**SUBMITTED BY THE AUDIT COMMITTEE OF EACH FUND**

Oleg M. Pohotsky  
 William S. Reardon  
 Uwe E. Reinhardt  
 Lucinda Stebbins

**Proposal 2  
 RATIFICATION OR REJECTION OF SELECTION OF INDEPENDENT  
 REGISTERED PUBLIC ACCOUNTANTS**

Each Fund's Audit Committee has approved the appointment of Deloitte & Touche LLP as the independent registered public accountants for the fiscal year ending September 30, 2016, and a majority of the Board of each Fund, including a majority of the Independent Trustees, subsequently ratified the appointment.

Accounting services to be performed by Deloitte & Touche LLP for each Fund will consist of the examination of the annual financial statements of the Fund, consultation on financial, accounting and reporting matters, review and consultation regarding various filings with the SEC and attendance at some meetings of the Board. Deloitte & Touche LLP also will perform non-audit services consisting of review of income tax returns of each Fund.

A representative of Deloitte & Touche LLP is expected to participate in the Joint Annual Meeting and to be available for questioning and have an opportunity to make a statement.

The following tables set forth the aggregate fees billed for professional services rendered by Deloitte & Touche LLP to each Fund during each Fund's two most recent fiscal years:

| <b>Fund</b> | <b>Fiscal year</b> | <b>Audit Fees</b> | <b>Audit-Related Fees</b> | <b>Tax Fees</b> | <b>All Other Fees</b> |
|-------------|--------------------|-------------------|---------------------------|-----------------|-----------------------|
| HQH         | 2015               | \$ 108,010        | \$ 0                      | \$ 4,650        | \$ 0                  |
|             | 2014               | \$ 109,000        | \$ 0                      | \$ 4,650        | \$ 0                  |
| HQL         | 2015               | \$ 108,010        | \$ 0                      | \$ 4,650        | \$ 0                  |
|             | 2014               | \$ 109,000        | \$ 0                      | \$ 4,650        | \$ 0                  |

| <b>Fund</b> | <b>Fiscal year</b> | <b>Audit Fees</b> | <b>Audit-Related Fees</b> | <b>Tax Fees</b> | <b>All Other Fees</b> |
|-------------|--------------------|-------------------|---------------------------|-----------------|-----------------------|
| THQ         | 2015               | \$ 36,000         | \$ 0                      | \$ 4,650        | \$ 0                  |
|             | 2014               | \$ 36,000         | \$ 0                      | \$ 4,650        | \$ 0                  |
| THW         | 2015               | \$ 39,000         | \$ 0                      | \$ 4,650        | \$ 0                  |
|             | 2014               | n/a               | n/a                       | n/a             | n/a                   |

All of the services described in the table above were approved by each Audit Committee pursuant to its pre-approval policies and procedures (the "Pre-Approval Policies and Procedures") which are summarized below to the extent that such services were required to be pre-approved by each Audit Committee.

The aggregate non-audit fees billed by Deloitte & Touche LLP for services rendered to each Fund and to the Adviser, or an affiliate thereof that provides ongoing services to each Fund, amounted to \$4,650 for the fiscal years ended September 30, 2015 and 2014 for HQH, HQL and THQ and \$4,650 for the fiscal year ended September 30, 2015 for THW.

Each Fund's Audit Committee has adopted Pre-Approval Policies and Procedures pursuant to which the Committee pre-approves all audit and non-audit services provided by the Fund's independent auditor (the "Auditor") and any non-audit services provided by the Auditor to the Fund's investment adviser and service affiliates ("Service Affiliates") during the period of the Auditor's engagement to provide audit services to the Fund, if those services directly impact the Fund's operations and financial reporting. Audit services include those typically associated with the annual audit such as evaluation of internal controls. Non-Audit services include certain services that are audit-related, such as consultations regarding financial accounting and reporting standards and tax services. Certain services may not be provided by the Auditor to the Fund's or the Fund's Service Affiliates without jeopardizing the Auditor's independence. These services are deemed prohibited services and include certain management functions; human resources services; broker-dealer, investment adviser or investment banking services; legal services; and expert services unrelated to the audit. Other services are conditionally prohibited and may be provided, if the Audit Committee reasonably concludes that the results of the services will not be subject to audit procedures during an audit of the Fund's financial statements. These types of services include bookkeeping; financial information systems design and implementation; appraisal or valuation services; actuarial services; and internal audit outsourcing services.

The Pre-Approval Policies and Procedures of each Fund's Audit Committee require Audit Committee approval of the engagement of the Auditor for each fiscal year and approval of the engagement by at least a majority of the Fund's Independent Trustees. In determining whether to engage the Auditor for its audit services, each Fund's Audit Committee will consider the Auditor's proposed fees for the engagement, in light of the scope and nature of the audit services that the Fund will receive. The Pre-Approval Policies and Procedures also permit each Fund's Audit Committee to pre-approve the provisions of types or categories of permissible non-audit services for the Fund and its Service Affiliates on an annual basis at the time of the Auditor's engagement and on a project-by-project basis. At the time of the annual engagement of each Fund's Auditor, each Audit Committee is to receive a list of the categories of expected non-audit services with a description and an estimated budget of fees. In their pre-approval, each Audit Committee should determine that the provision of the service is consistent with, and will not impair, the ongoing independence of the Auditor and set any limits on fees or other conditions they find appropriate. Non-audit services may also be approved on a project-by-project basis by each Audit Committee consistent with the same standards for determination and information.

Each Audit Committee may also appoint a member of each Committee to pre-approve non-audit services that have not been pre-approved or material changes in the nature or cost of any non-audit services previously pre-approved. The member may not pre-approve any project the estimated budget (or budgeted range) of fees of which exceed or may exceed \$15,000. Any actions by the member are to be ratified by the Audit Committee by the time of its next scheduled meeting. Each Fund's Pre-Approval Policies and Procedures are reviewed annually by the Fund's Audit Committee, and the Fund maintains a record of the decisions made by the Committee pursuant to these procedures.

### **Required Vote**

The selection of Deloitte & Touche LLP as each Fund's independent public accountants for the fiscal year ending September 30, 2016 is submitted to shareholders for ratification and requires approval by a majority of each Fund's shares voting at the Joint Annual Meeting. The Trustees recommend a vote FOR the selection of Deloitte & Touche LLP as the independent registered public accountants of each Fund.

### **Proposal 3 CHANGE THE SUBCLASSIFICATION OF HQH FROM DIVERSIFIED TO NON-DIVERSIFIED AND ELIMINATE THE RELATED FUNDAMENTAL INVESTMENT RESTRICTION**

The Board has unanimously approved, and recommends that shareholders of HQH approve, changing the subclassification of HQH from a "diversified" fund to a "non-diversified" fund, as such terms are defined in the 1940 Act. Section 13(a)(1) of the 1940 Act provides that shareholder approval is required for a fund to change its subclassification from diversified to non-diversified. If shareholders approve the proposal, HQH would become classified as a "non-diversified" fund under the 1940 Act and in this connection its fundamental investment restriction concerning diversification, set forth below, would be eliminated. Changing the subclassification of HQH from a "diversified" fund to a "non-diversified" fund means that HQH may invest a higher percentage of its assets in any one issuer and thus in a smaller number of companies overall, and may also invest in a greater percentage of the outstanding voting securities of any one issuer. Thus, such a fund may have more risks than a diversified fund, as described below.

As a 1940 Act diversified fund, HQH must invest at least 75% of its total assets so that: (i) no more than 5% of its total assets is invested in the securities of any issuer, and (ii) it holds no more than 10% of the outstanding voting securities of any issuer. With respect to the remaining 25% of its total assets, there is no limit on the amount of assets HQH may invest in the securities of a single issuer. These 1940 Act limits do not apply to securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities or repurchase agreements collateralized by any of such obligations. These limits apply at the time HQH purchases a security; HQH may exceed these limits if positions it already holds increase in value relative to the rest of HQH's holdings. A 1940 Act non-diversified fund is not subject to these requirements, but as described further below, HQH would still be subject to the more liberal diversification requirements under the Internal Revenue Code of 1986, as amended (the "Code"), as a non-diversified fund.

The following sets forth both the current and proposed fundamental restriction on diversification, as well as the diversification restriction under the Code. Regardless of whether shareholders approve the change in diversification classification and the elimination of the fundamental restriction, HQH will remain subject to the more liberal diversification restriction under the Code.

| <b>Current Fundamental Restriction</b>   | <b>Proposed Fundamental Restriction</b> | <b>Internal Revenue Code of 1986 Diversification Restriction</b>   |
|--|---|--|
| <p>With respect to 75% of its total assets, invest in securities of any one issuer if immediately after and as a result of such investment more than 5% of the total assets of the Trust, taken at market value, would be invested in the securities of such issuer. This restriction does not apply to investments in U.S. Government Securities.</p> <p>The Adviser believes that the requirements under the 1940 Act for diversified funds may, at times, hinder HQH's ability to invest in attractive securities that are suitable for it, particularly given its investment focus on healthcare companies and in venture companies in this sector. Additionally, the increased flexibility would enable the Adviser to invest HQH's assets more effectively. The Adviser believes the flexibility to acquire more than 10% of the voting securities of any one issuer would be particularly useful in connection with HQH's venture investments, which are typically small companies. The Adviser believes the 10% limit can constrain such venture investments. Additionally, the Adviser believes that its ability to manage HQH's portfolio in a changing regulatory and investment environment will be enhanced by this change.</p> | <p>None.</p>                            | <p>With respect to 50% of its total assets, HQH must invest so that no more than 5% of its total assets is invested in the securities of any one issuer, and so that it holds no more than 10% of the outstanding voting securities of any one issuer. With respect to the remaining 50% of its total assets, HQH may invest up to 25% in the securities of a single issuer.</p> |

As a general matter, the Board believes that changing HQH from a diversified fund to a non-diversified fund may give the Adviser more flexibility in implementing HQH's investment strategy. If approved, HQH's investment strategy is not expected to change as a result of the change from a diversified fund to a non-diversified fund.

It should also be noted that many industry and sector focused funds, such as HQH, operate as non-diversified funds in order to utilize the same flexibility the proposed changes would afford HQH.

*Risks.* Shareholder approval of the proposal would enable HQH to operate as a non-diversified fund, which means that it would not be limited by the 1940 Act in the proportion of its assets that may be invested in the obligations of a single issuer or the percentage of an issuer's voting securities it may acquire. As a result, HQH may hold a smaller number of issuers than if it were diversified. Investing in a non-diversified fund could involve more risk than investing in a fund that holds a broader range of securities because HQH's net asset value may be more vulnerable to changes in the market value of a single issuer or group of issuers and may be relatively more susceptible to adverse effects from any single corporate, industry, economic, market, political or regulatory occurrence.

The Board believes that this increased investment flexibility may provide opportunities to enhance HQH's performance, although investing a larger percentage of HQH's assets in any one issuer or a greater percentage of the voting securities of any one issuer could increase HQH's risk of loss and its share price volatility because the value of its shares would be more susceptible to adverse events affecting that issuer. If HQH takes a larger position in an issuer that subsequently has an adverse return, HQH may have a greater loss than it would have had if it had more diversified investments. The Adviser may use this increased investment flexibility for HQH to take larger positions in the securities of a single issuer or a greater percentage of the voting securities of any one issuer when it believes the investment opportunity may justify the risks involved.



As described earlier, the limits applicable to a diversified fund's holdings apply only at the time a fund purchases a security. As a result, it is currently possible for HQH, as a diversified fund, to have holdings that significantly exceed the diversification limits, provided that this is the result of market movements, such as the appreciation of a particular security or, conversely, the depreciation of other securities in HQH's portfolio, and not as the result of a purchase transaction. If holdings exceed a limit due to market movements, no action is required by HQH to bring the relevant position back below the limit. In these situations, HQH is exposed to the same risks relating to exposure to a particular issuer as is a non-diversified fund. However, unlike a non-diversified fund, HQH is unable to take advantage of investment opportunities through subsequent purchases.

For example, consider the situation where HQH exceeds the diversification limits in the securities of a particular issuer as a result of market movements (*e.g.*, the appreciation of the security relative to HQH's other holdings). Assume that the company subsequently appears to the Adviser to be on the verge of a major scientific breakthrough. In such a case, HQH would be prohibited from purchasing additional shares of such security to take advantage of this perceived opportunity.

Additionally, *the time of purchase* aspect of the diversification limits would even prevent HQH from reestablishing a position in excess of a limit that it previously held but more recently reduced. Again considering the situation where HQH exceeds the diversification limits for a security as a result of market movements, the diversification limits would allow the Adviser to reduce HQH's holding in that security, but would *prohibit* the Adviser from purchasing additional shares of the security after reducing it (where the Adviser did not sell enough of the position to move below the diversification limits). The diversification limits, in some cases, therefore, would effectively limit the Adviser's ability to reestablish a position that HQH recently held and that the Adviser believes is in the best interest of HQH.

Although operating as a non-diversified fund would make HQH subject to the risks described above, it would also provide HQH and the Adviser with the ability to take advantage of market opportunities that may be present and that would otherwise be unavailable if HQH remained as a diversified fund.

*Ability To Use Or Not Use Such Flexibility.* If HQH's shareholders approve this proposal, HQH may operate as non-diversified or it may not, depending on the investment opportunities available to HQH. The flexibility to take larger positions in the securities of a single issuer (whether as a percentage of HQH's assets or as a percentage of the outstanding voting securities of an issuer) may not be used immediately upon shareholder approval, and may be implemented over time depending on market conditions. The Adviser intends to operate HQH as non-diversified when it believes it would be in shareholders' best interests to do so.

*Similar But More Liberal Limits Under Internal Revenue Code.* HQH's current intention, however, is to continue to qualify as a regulated investment company under the Code and be subject to its diversification rules. Although the Code's diversification limits provide a fund with relatively more investment flexibility than the diversification limits of the 1940 Act, qualifying as a regulated investment company under the Code will prevent HQH from fully realizing the investment flexibility from the conversion from diversified to non-diversified under the 1940 Act. The Code's diversification rules provide that, to maintain favorable tax treatment, HQH must invest at least 50% of its total assets so that no more than 5% of its total assets is invested in the securities of any issuer, and so that it holds no more than 10% of the outstanding voting securities of any issuer. With respect to the remaining 50% of its total assets, HQH is limited to investing 25% in the securities of a single issuer. These limits apply only as of the end of each quarter of HQH's fiscal year, so HQH may actually have a higher concentration in an issuer during periods between the ends of its fiscal quarters. Like the 1940 Act limits, the Code limits do not apply to securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, or repurchase agreements collateralized by any of such obligations.

**Required Vote**

Changing HQT from a diversified fund to a non-diversified fund requires approval of the holders of a majority of HQT's outstanding voting securities. A "majority of HQT's outstanding voting securities" for this purpose and under the 1940 Act means the lesser of (1) 67% or more of HQT's shares present at a meeting if more than 50% of the outstanding shares of HQT are present and represented by proxy, or (2) more than 50% of the outstanding shares of HQT (a "1940 Act Majority"). The Trustees recommend a vote FOR changing HQT from a diversified fund to a non-diversified fund.

**Proposal 4  
CHANGE THE SUBCLASSIFICATION OF HQL  
FROM DIVERSIFIED TO NON-DIVERSIFIED AND  
ELIMINATE THE RELATED FUNDAMENTAL INVESTMENT RESTRICTION**

The Board has unanimously approved, and recommends that shareholders of HQL approve, changing the subclassification of HQL from a "diversified" fund to a "non-diversified" fund, as such terms are defined in the 1940 Act. Section 13(a)(1) of the 1940 Act provides that shareholder approval is required for a fund to change its subclassification from diversified to non-diversified. If shareholders approve the proposal, HQL would become classified as a "non-diversified" fund under the 1940 Act and in this connection its fundamental investment restriction concerning diversification, set forth below, would be eliminated. Changing the subclassification of HQL from a "diversified" fund to a "non-diversified" fund means that HQL may invest a higher percentage of its assets in any one issuer and thus in a smaller number of companies overall, and may also invest in a greater percentage of the outstanding voting securities of any one issuer. Thus, such a fund may have more risks than a diversified fund, as described below.

As a 1940 Act diversified fund, HQL must invest at least 75% of its total assets so that: (i) no more than 5% of its total assets is invested in the securities of any issuer, and (ii) it holds no more than 10% of the outstanding voting securities of any issuer. With respect to the remaining 25% of its total assets, there is no limit on the amount of assets HQL may invest in the securities of a single issuer. These 1940 Act limits do not apply to securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities or repurchase agreements collateralized by any of such obligations. These limits apply at the time HQL purchases a security; HQL may exceed these limits if positions it already holds increase in value relative to the rest of HQL's holdings. A 1940 Act non-diversified fund is not subject to these requirements, but as described further below, HQL would still be subject to the more liberal diversification requirements under the Code as a non-diversified fund.

The following sets forth both the current and proposed fundamental restriction on diversification, as well as the diversification restriction under the Code. Regardless of whether shareholders approve the change in diversification classification and the elimination of the fundamental restriction, HQL will remain subject to the more liberal diversification restriction under the Code.

| <b>Current Fundamental Restriction</b>   | <b>Proposed Fundamental Restriction</b> | <b>Internal Revenue Code of 1986 Diversification Restriction</b>   |
|--|---|--|
| <p>With respect to 75% of its total assets, invest in securities of any one issuer if immediately after and as a result of such investment more than 5% of the total assets of the Trust, taken at market value, would be invested in the securities of such issuer. This restriction does not apply to investments in U.S. Government Securities.</p> | <p>None.</p>                            | <p>With respect to 50% of its total assets, HQL must invest so that no more than 5% of its total assets is invested in the securities of any one issuer, and so that it holds no more than 10% of the outstanding voting securities of any one issuer. With respect to the remaining 50% of its total assets, HQL may invest up to 25% in the securities of a single issuer.</p> |





The Adviser believes that the requirements under the 1940 Act for diversified funds may, at times, hinder HQL's ability to invest in attractive securities that are suitable for it, particularly given its investment focus on life sciences companies and in venture companies in this sector. Additionally, the increased flexibility would enable the Adviser to invest HQL's assets more effectively. The Adviser believes the flexibility to acquire more than 10% of the voting securities of any one issuer would be particularly useful in connection with HQL's venture investments, which are typically small companies. The Adviser believes the 10% limit can constrain such venture investments. Additionally, the Adviser believes that its ability to manage HQL's portfolio in a changing regulatory and investment environment will be enhanced by this change.

As a general matter, the Board believes that changing HQL from a diversified fund to a non-diversified fund may give the Adviser more flexibility in implementing HQL's investment strategy. If approved, HQL's investment strategy is not expected to change as a result of the change from a diversified fund to a non-diversified fund.

It should also be noted that many industry and sector focused funds, such as HQL, operate as non-diversified funds in order to utilize the same flexibility the proposed changes would afford HQL.

*Risks.* Shareholder approval of the proposal would enable HQL to operate as a non-diversified fund, which means that it would not be limited by the 1940 Act in the proportion of its assets that may be invested in the obligations of a single issuer or the percentage of an issuer's voting securities it may acquire. As a result, HQL may hold a smaller number of issuers than if it were diversified. Investing in a non-diversified fund could involve more risk than investing in a fund that holds a broader range of securities because HQL's net asset value may be more vulnerable to changes in the market value of a single issuer or group of issuers and may be relatively more susceptible to adverse effects from any single corporate, industry, economic, market, political or regulatory occurrence.

The Board believes that this increased investment flexibility may provide opportunities to enhance HQL's performance, although investing a larger percentage of HQL's assets in any one issuer or a greater percentage of the voting securities of any one issuer could increase HQL's risk of loss and its share price volatility because the value of its shares would be more susceptible to adverse events affecting that issuer. If HQL takes a larger position in an issuer that subsequently has an adverse return, HQL may have a greater loss than it would have had if it had more diversified investments. The Adviser may use this increased investment flexibility for HQL to take larger positions in the securities of a single issuer or a greater percentage of the voting securities of any one issuer when it believes the investment opportunity may justify the risks involved.

As described earlier, the limits applicable to a diversified fund's holdings apply only at the time a fund purchases a security. As a result, it is currently possible for HQL, as a diversified fund, to have holdings that significantly exceed the diversification limits, provided that this is the result of market movements, such as the appreciation of a particular security or, conversely, the depreciation of other securities in HQL's portfolio, and not as the result of a purchase transaction. If holdings exceed a limit due to market movements, no action is required by HQL to bring the relevant position back below the limit. In these situations, HQL is exposed to the same risks relating to exposure to a particular issuer as is a non-diversified fund. However, unlike a non-diversified fund, HQL is unable to take advantage of investment opportunities through subsequent purchases.

For example, consider the situation where HQL exceeds the diversification limits in the securities of a particular issuer as a result of market movements (*e.g.*, the appreciation of the security relative to HQL's other holdings). Assume that the company subsequently appears to the Adviser to be on the verge of a major scientific breakthrough. In such a case, HQL would be prohibited from purchasing additional shares of such security to take advantage of this perceived opportunity.



Additionally, *the time of purchase* aspect of the diversification limits would even prevent HQL from reestablishing a position in excess of a limit that it previously held but more recently reduced. Again considering the situation where HQL exceeds the diversification limits for a security as a result of market movements, the diversification limits would allow the Adviser to reduce HQL's holding in that security, but would *prohibit* the Adviser from purchasing additional shares of the security after reducing it (where the Adviser did not sell enough of the position to move below the diversification limits). The diversification limits, in some cases, therefore, would effectively limit the Adviser's ability to reestablish a position that HQL recently held and that the Adviser believes is in the best interest of HQL.

Although operating as a non-diversified fund would make HQL subject to the risks described above, it would also provide HQL and the Adviser with the ability to take advantage of market opportunities that may be present and that would otherwise be unavailable if HQL remained as a diversified fund.

*Ability To Use Or Not Use Such Flexibility.* If HQL's shareholders approve this proposal, HQL may operate as non-diversified or it may not, depending on the investment opportunities available to HQL. The flexibility to take larger positions in the securities of a single issuer (whether as a percentage of HQL's assets or as a percentage of the outstanding voting securities of an issuer) may not be used immediately upon shareholder approval, and may be implemented over time depending on market conditions. The Adviser intends to operate HQL as non-diversified when it believes it would be in shareholders' best interests to do so.

*Similar But More Liberal Limits Under Internal Revenue Code.* HQL's current intention, however, is to continue to qualify as a regulated investment company under the Code and be subject to its diversification rules. Although the Code's diversification limits provide a fund with relatively more investment flexibility than the diversification limits of the 1940 Act, qualifying as a regulated investment company under the Code will prevent HQL from fully realizing the investment flexibility from the conversion from diversified to non-diversified under the 1940 Act. The Code's diversification rules provide that, to maintain favorable tax treatment, HQL must invest at least 50% of its total assets so that no more than 5% of its total assets is invested in the securities of any issuer, and so that it holds no more than 10% of the outstanding voting securities of any issuer. With respect to the remaining 50% of its total assets, HQL is limited to investing 25% in the securities of a single issuer. These limits apply only as of the end of each quarter of HQL's fiscal year, so HQL may actually have a higher concentration in an issuer during periods between the ends of its fiscal quarters. Like the 1940 Act limits, the Code limits do not apply to securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, or repurchase agreements collateralized by any of such obligations.

## **Required Vote**

Changing HQL from a diversified fund to a non-diversified fund requires approval of the holders of a 1940 Act Majority of HQL's outstanding voting securities. The Trustees recommend a vote FOR changing HQL from a diversified fund to a non-diversified fund.

## **Proposal 5 APPROVAL TO AMEND OR ELIMINATE CERTAIN FUNDAMENTAL INVESTMENT RESTRICTIONS OF HQH AND HQL**

Proposal 5 relates to proposed changes to certain of the fundamental investment restrictions of HQH and HQL. Currently, some of HQH's and HQL's fundamental investment policies are antiquated or more restrictive than current law requires. Proposal 5 is intended to simplify and modernize HQH's and HQL's investment policies to reflect current law and to increase each Fund's investment flexibility to be able to adapt over time.

The 1940 Act requires HQH and HQL to have certain fundamental policies and restrictions. Fundamental policies and restrictions can be changed only by a shareholder vote. The proposed changes to the fundamental investment restrictions would continue to satisfy current regulatory requirements and are proposed to provide HQH and HQL with the flexibility to respond to future legal, regulatory and market changes. Clarifying and modernizing these investment restrictions generally would allow HQH and HQL to operate more efficiently within the limits of the 1940 Act and rules and related guidance by the SEC and its staff. These revisions are expected to give HQH and HQL greater flexibility to take advantage of, and react to, changes in financial markets and new investment vehicles. It is possible that as the financial markets continue to evolve over time, the 1940 Act and the related rules and guidance may be amended or evolve to address changed situations and new investment opportunities. The Adviser believes that its ability to manage HQH's and HQL's portfolios in a changing regulatory or investment environment will be enhanced by these changes. In addition, by eliminating those fundamental restrictions that are not required by the 1940 Act to be fundamental, HQH and HQL may be able to avoid the costs and delay associated with a shareholder meeting should the desire or need arise suddenly to change such a restriction in the future.

The Board has authorized the submission to HQH's and HQL's shareholders for their approval, and the Board recommends that shareholders approve the proposed amendments to, or elimination of, certain HQH's and HQL's fundamental restrictions as outlined herein. Set forth below is a discussion of each of the proposed changes to HQH's and HQL's fundamental investment restrictions, including the language of each proposed fundamental investment restriction.

**Proposal 5.A Senior Securities HQH and HQL only**

The current and proposed fundamental investment restriction regarding issuing senior securities for HQH is the following:

**Current Fundamental Investment Restriction**

[The Fund may not] issue senior securities or borrow amounts in excess of 10% of its net assets at the time of borrowing, and then only from banks as a temporary measure for extraordinary or emergency purposes or for the repurchase of its securities. The Trust will not repurchase its securities during periods when it has outstanding borrowings in excess of 5% of its net assets. The Trust will not borrow for investment purposes.

**Proposed Fundamental Investment Restriction**

The Fund may issue senior securities to the extent permitted under the 1940 Act and the rules and regulations thereunder.

The current and proposed fundamental investment restriction regarding issuing senior securities for HQL is the following:

**Current Fundamental Investment Restriction**

[The Fund may not] issue senior securities or borrow amounts in excess of 10% of its net assets at the time of borrowing, and then only from banks (except in the case of reverse repurchase agreements) as a temporary measure for extraordinary or emergency purposes or for the repurchase of its securities. The Trust will not repurchase its securities during periods when it has outstanding borrowings in excess of 5% of its net assets. The Trust will not borrow for investment purposes.

**Proposed Fundamental Investment Restriction**

The Fund may issue senior securities to the extent permitted under the 1940 Act and the rules and regulations thereunder.

The existing fundamental investment restriction regarding issuing senior securities for HQH and HQL imposes limitations that are in excess of those imposed by the 1940 Act for a closed-end fund. The 1940 Act prohibits investment companies from issuing "senior securities," except for borrowings where certain conditions are met. In addition, under the 1940 Act, certain types of transactions entered into by a fund, including borrowings, reverse repurchase agreements, short sales, and when-issued and delayed delivery transactions, may be considered forms of indebtedness having priority over shareholders to fund assets in liquidation and, therefore, may be considered to be senior securities. Currently, these activities or investments are permissible under the 1940 Act so long as certain collateral asset coverage requirements designed to protect shareholders are met.

To the extent HQH or HQL engages in transactions that may be interpreted as resulting in the issuance of senior securities, HQH or HQL would be subject to the risks associated with leveraging. Leveraging, including borrowing, may magnify investment losses and may generally cause HQH or HQL to be more volatile than if HQH or HQL had not been leveraged. This is because leverage tends to increase a fund's exposure to market risk or other risks by, in effect, increasing assets available for investment. The use of leverage may also cause HQH or HQL to be required to liquidate portfolio positions when it may not be advantageous to do so.

**Proposal 5.B Investments in Other Investment Companies HQH and HQL only**

The current and proposed fundamental investment restriction regarding investments in other investment companies for HQH is the following:

| <b>Current Fundamental Investment Restriction</b>  | <b>Proposed Fundamental Investment Restriction</b> |
|--|--|
| [The Fund may not] purchase securities of other investment companies except in connection with a merger, consolidation, acquisition or reorganization, if (a) more than 10% of its total assets would be invested in securities of other investment companies, (b) more than 5% of its total assets would be invested in the securities of any one investment company, or (c) the Trust would own more than 3% of any other investment company's securities. | None.  |

The current and proposed fundamental investment restriction regarding investments in other investment companies for HQL is the following:

| <b>Current Fundamental Investment Restriction</b>   | <b>Proposed Fundamental Investment Restriction</b> |
|---|--|
| [The Fund may not] purchase securities of other investment companies, if (a) more than 10% of its total assets would be invested in securities of other investment companies, (b) more than 5% of its total assets would be invested in the securities of any one investment company, or (c) the Trust would own more than 3% of any other investment company's securities. | None.  |

Each of HQH and HQL has a fundamental investment restriction set forth above that limits the extent to which it may invest in other investment companies, including exchange traded funds. This restriction is more restrictive than the rules and regulations under the 1940 Act and applicable exemptive relief by the SEC. The 1940 Act also does not require a fund to adopt such a provision as a fundamental investment policy. If the proposal is approved by shareholders, HQH and HQL would remain subject to the limitations on investments in other investment companies imposed on all investment companies under the 1940 Act and related rules and SEC exemptive relief.



From time to time, each of HQH and HQL makes certain investments in other investment companies, particularly exchange traded funds, in order to gain exposure to the market or a particular market segment. Such investments may be made as a means to invest cash quickly and efficiently when a market opportunity arises until the Adviser conducts diligence on individual issuers that will replace the investment company holding.

Most exchange traded funds have obtained exemptive relief from the SEC that permits other funds, such as HQH and HQL, to acquire their shares in amounts in excess of the 1940 Act limits, subject to certain conditions. Because the 1940 Act limits are expressly set forth in HQH's and HQL's fundamental investment restrictions, however, HQH and HQL are separately bound to these limits and cannot take advantage of this relief available to other investing funds.

Investments in other investment companies in excess of the amounts currently set forth in the restriction would generally be temporary. To the extent HQH and HQL invest in securities of other investment companies, HQH and HQL may incur duplication of advisory fees and certain other expenses. By investing in another investment company, HQH or HQL, like any other investors becomes a shareholder of that investment company. As a result, HQH's and HQL's own shareholders indirectly would bear the underlying fund's proportionate share of the fees and expenses paid by all shareholders of the other investment company, in addition to the fees and expenses HQH's and HQL's shareholders directly bear in connection with HQH's and HQL's own operations.

Similarly, to the extent it takes advantage of this flexibility to make investments in other investment companies to a greater degree, HQH and HQL may become subject, to a greater degree, to the risks associated with investments in other investment companies. As such other investment companies are typically broadly diversified by issuer holdings, however, to some extent such investments may actually diversify risks.

#### **Proposal 5.C Securities on Margin and Short Sales HQH only**

The current and proposed fundamental restriction regarding purchasing securities on margin and short sales for HQH is the following:

| <b>Current Fundamental Investment Restriction</b>  | <b>Proposed Fundamental Investment Restriction</b> |
|--|--|
| <p>[The Fund may not] purchase any securities on margin or make short sales of securities, except for short-term credit necessary for the clearance of portfolio transactions.</p> <p>HQH has a current fundamental investment restriction that prohibits the Fund from purchasing securities on margin or engaging in short sales of securities. This restriction is more prohibitive than the rules and regulations under the 1940 Act and related guidance by the SEC and its staff applicable to closed-end funds. Further, the 1940 Act and guidance also do not require a fund to adopt such a provision as a fundamental investment policy. Both the Adviser and the Board believe that the current fundamental investment restriction is unduly restrictive.</p> | <p>None.</p>                                       |

There are certain risks associated with purchasing securities on margin and short sales. The risks associated with purchasing securities on margin generally are the same as those involved in borrowing. Borrowing money creates leverage. The use of leverage has the potential to increase returns to shareholders, but also involves additional risks. Leverage increases the volatility of an investment portfolio and could result in larger losses than if it were not used. HQH would typically pay interest or incur other borrowing costs in connection with leverage transactions. Short sales likewise may

enhance returns, but also involve risk. A short sale refers to the practice of selling a security a fund does not own. In order to deliver the security to the buyer, the seller (here HQH) would "borrow" the security from a third party pursuant to a promise to replace it at a later time, regardless of its value at that time. To replace it, HQH would need to go into the market place to acquire the security for delivery. The difference between the original short sale price and the replacement price (each adjusted for transactions costs) is the profit or loss on the transaction. If HQH sells a security short, it will make money if the security's price goes down (in an amount greater than any transaction costs) and will lose money if the security's price goes up. For the same reason, there is no limit theoretically on the amount of money HQH may lose on a short sale. HQH may not be able to close out a short sale when it might wish to do so, or may do so only at an unfavorable price.

This proposed change in policy may allow for added flexibility to purchase securities on margin when the Adviser believes it to be advantageous. Likewise, the 1940 Act generally allows a fund to engage in short sales of securities, consistent with applicable law and the fund's investment objective and policies. If the current investment restriction is removed, HQH would be able to engage in short sales of securities, consistent with applicable law and HQH's investment objective and policies. The removal of the current investment restriction may afford HQH added flexibility in the future in pursuing its investment objective and strategy.

### **Required Vote**

Changing or removing certain of HQH's and HQL's fundamental investment restrictions requires approval of the holders of a 1940 Act Majority of HQH and HQL, respectively.

### **INFORMATION PERTAINING TO THE CUSTODIAN AND ADMINISTRATOR AND TRANSFER AGENT, DIVIDEND DISBURSING AGENT AND REGISTRAR**

Each Fund's securities and cash are held under a custodian contract by State Street Bank and Trust Company ("State Street"), whose principal business address is One Lincoln Street, Boston, MA 02111. State Street is also the Administrator of each Fund and also performs certain accounting related functions for each Fund, including calculation of net asset value and net income.

Computershare Inc. serves as Dividend Disbursing Agent. Computershare Trust Company, N.A., a fully owned subsidiary of Computershare Inc., serves as (1) the Plan Agent for each Fund's Dividend Reinvestment Plan and (2) the Transfer Agent and Registrar for Shares of each Fund. Computershare Trust Company, N.A. and Computershare Inc. have their principal business at 250 Royall Street, Canton, MA 02021.

### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act and Section 30(j) of the 1940 Act, as applied to each Fund, require the Fund's officers and trustees, investment manager, affiliates of the investment manager, and persons who beneficially own more than ten percent of a registered class of the Fund's outstanding securities ("Reporting Persons") to file reports of ownership of the Fund's securities and changes in such ownership with the SEC and the NYSE. Such persons are required by SEC regulations to furnish the Fund with copies of all such filings.



Based solely upon its review of the copies of such forms received by it, and written representations from certain Reporting Persons that no year-end reports were required for those persons, each Fund believes that during the fiscal year ended September 30, 2015, its Reporting Persons complied with all applicable filing requirements.

### **OTHER BUSINESS**

As of the date of this Joint Proxy Statement, the Board of each Fund is not aware that any matters are to be presented for action at the Joint Annual Meeting other than those described above. Should other business properly be brought before the Annual Meeting, it is intended that the accompanying Proxy will be voted thereon in accordance with the judgment of the persons named as proxies.

### **PROXIES AND VOTING AT THE ANNUAL MEETING**

Shareholders who execute proxies may revoke them at any time before they are voted by written notice to the Secretary of the Fund at 100 Federal Street, 19th Floor, Boston, MA 02110, or by casting a vote at the Joint Annual Meeting. Instructions on how to attend the meeting and vote in person can be obtained by calling (617) 772-8500. All valid proxies received prior to the Joint Annual Meeting, or any adjournment(s) or postponements(s) thereof, will be voted at the Joint Annual Meeting and any adjournments or postponements thereof.

The representation in person or by proxy of a majority of the outstanding shares of each Fund is necessary to constitute a quorum for transacting business at the Joint Annual Meeting. For purposes of determining the presence of a quorum, abstentions and broker "non-votes" will be treated as shares that are present. Broker non-votes are proxies received by each Fund from brokers or nominees when the broker or nominee has neither received instructions from the beneficial owner or other persons entitled to vote nor has discretionary power to vote on a particular matter. Proposals 1 and 2 to be voted upon by the shareholders involve matters that the NYSE considers to be routine and within the discretion of brokers to vote if no customer instructions are received.

Proposal 1 requires the approval of a plurality of shares voting at the Joint Annual Meeting (i.e., the nominee for each seat receiving the greatest number of votes will be elected).

Proposal 2 requires the approval of a majority of all votes validly cast at the Joint Annual Meeting.

Proposal 3, Proposal 4 and Proposal 5 require the approval of a 1940 Act Majority for the applicable Fund.

Abstentions and broker non-votes will be considered shares present or represented by a proxy but will not be considered shares voted. As a result, they will: (i) have no effect on Proposals 1 or 2; and (ii) have the effect of votes against Proposals 3, 4 and 5.

Matters on which a choice has been provided will be voted as indicated on the proxy card and, if no instruction is given, the persons named as proxies will vote the shares represented thereby FOR all nominees for election as Trustee, FOR Proposal 2, FOR Proposal 3, FOR Proposal 4 and FOR Proposal 5. and will use their best judgment in connection with the transaction of such other business as may properly come before the Joint Annual Meeting or any adjournment(s) or postponement(s) thereof.

In the event that sufficient votes in accordance with the Trustees' recommendations on any Proposal are not received by June 14, 2016 or the necessary quorum has not been obtained, or if other matters arise requiring shareholder attention, the persons named as proxies on the enclosed proxy card may propose one or more adjournments of the Joint Annual Meeting to permit further solicitation. Any such adjournment will require approval by a majority of the votes validly cast on the matter at



the session of the Joint Annual Meeting to be adjourned. When voting on a proposed adjournment, the persons named as proxies will vote FOR the proposed adjournment all shares that they are entitled to vote with respect to each item, unless directed to vote AGAINST an item, in which case such shares will be voted AGAINST the proposed adjournment with respect to that item. A shareholder vote may be taken on one or more items prior to such adjournment, if sufficient votes have been received and it is otherwise appropriate. Abstentions and broker non-votes will be disregarded for purposes of voting on adjournment.

As of April 19, 2016, there were:

|                               | HQH        | HQL        | THQ        | THW        |
|-------------------------------|------------|------------|------------|------------|
| Shares of beneficial interest | 38,193,673 | 20,123,437 | 43,878,221 | 31,179,992 |

Shareholders of each Fund will be entitled to one vote for each share held. Only shareholders of record at the close of business on April 19, 2016, the record date, will be entitled to vote at the Joint Annual Meeting. As of March 31, 2016, the Trustees and officers of each Fund individually and as a group beneficially owned less than 1% of the outstanding voting securities of the Fund. To the best of each Fund's knowledge, based upon filings made with the SEC, as of April 13, 2016, the below persons or groups beneficially owned more than 5% of the voting securities of the Fund:

| (1) Title of class | (2) Name and address of beneficial owner  | (3) Amount and nature of beneficial ownership | (4) Percent of class |
|--------------------|---|---|----------------------|
| HQH Common Stock   | Morgan Stanley<br>Morgan Stanley Smith Barney LLC<br>1858 Broadway<br>New York, NY 10036  | 3,565,032 shares*                             | 12.9%                |
| HQL Common Stock   | First Trust Portfolios L.P.<br>First Trust Advisors L.P.<br>The Charger Corporation<br>120 East Liberty Drive, Suite 400<br>Wheaton, IL 60187 | 1,583,591**<br>1,668,375**<br>1,668,375**     | 8.64%                |
| HQL Common Stock   | Morgan Stanley<br>Morgan Stanley Smith Barney LLC<br>1858 Broadway<br>New York, NY 10036  | 666,491***                                    | 5.5%                 |
| THQ Common Stock   | Morgan Stanley<br>Morgan Stanley Smith Barney LLC<br>1858 Broadway<br>New York, NY 10036  | 1,915,940****                                 | 6.4%                 |

\* Morgan Stanley and/or certain of its operating units (including Morgan Stanley Smith Barney LLC) have shared dispositive power with respect to 3,565,032 shares and shared voting power with respect to 4,677,491 shares.

\*\* First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation have shared dispositive power with respect to 1,583,591, 1,668,375, and 1,668,375 shares, respectively, and shared voting power with respect to 0, 84,784, and 84,784 shares, respectively.

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\*\*\* Morgan Stanley and/or certain operating units (including Morgan Stanley Smith Barney LLC) have shared dispositive power with respect to 666,491 shares, sole voting power with respect to 902 shares and shared voting power with respect to 1,057,507.

\*\*\*\* Morgan Stanley and/or certain operating units (including Morgan Stanley Smith Barney LLC) have shared dispositive power with respect to 1,915,940 shares and shared voting power with respect to 2,680,439.

## **PROPOSALS FOR 2017 ANNUAL MEETING**

Shareholder proposals for each Fund's 2017 Joint Annual Meeting must be received at the Fund's executive offices at 100 Federal Street, 19th Floor, Boston, Massachusetts 02110 no later than January 1, 2017 for inclusion in the Fund's 2017 proxy statement and form of proxy, unless the meeting date is more than 30 days before or after June 14, 2017, in which case the proposal must be submitted a reasonable time before the time the Fund begins to print and send its proxy materials for the 2017 annual meeting. Submission of such proposals does not insure that they will be included in the Fund's 2017 proxy statement or submitted for a vote at the Fund's 2017 annual meeting.

In addition, shareholder proposals for each Fund's 2017 annual meeting of shareholders (other than proposals submitted for inclusion in the Fund's 2017 proxy statement) must be submitted to the Fund's Secretary between February 9, 2017 and March 11, 2017, unless the meeting date is more than 30 days before or after June 4, 2017, in which case the proposal must be submitted by the later of the close of business on (1) the date 90 days prior to the 2017 annual meeting date or (2) the tenth business day following the date on which the 2017 annual meeting date is first publicly announced or disclosed.

## **GENERAL**

Each Fund will pay the cost of preparing, printing and mailing the enclosed proxy card(s) and Joint Proxy Statement and all other costs incurred in connection with the solicitation of proxies, including any additional solicitation made by letter, Internet, telephone or telegraph. The solicitation of proxies will be largely by mail. In addition, certain officers of the Fund and certain employees of the Adviser, who will receive no compensation for their services other than their regular salaries, may solicit the return of proxies personally or by telephone or facsimile. Banks, brokerage houses, nominees and other fiduciaries will be requested to forward the proxy soliciting materials to the beneficial owners of the shares of each Fund. Each Fund may reimburse brokerage houses, nominees and other fiduciaries for postage and reasonable expenses incurred by them in forwarding of proxy material to beneficial owners.

A number of banks, brokers and financial institutions have instituted "householding". Under this practice, only one Joint Proxy Statement may be delivered to multiple shareholders who share the same address and satisfy other conditions. Each Fund will deliver promptly a separate copy of this Joint Proxy Statement to a shareholder at a shared address upon request. To request a separate copy of this Joint Proxy Statement, write or call the Fund at the address and phone number set forth above.

## **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON JUNE 14, 2016**

The Joint Proxy Statement for the Joint Annual Meeting of Shareholders of Tekla Healthcare Investors, Tekla Life Sciences Investors, Tekla Healthcare Opportunities Fund and Tekla World Healthcare Fund and form of proxy are available at [www.proxy-direct.com/TKL-27713](http://www.proxy-direct.com/TKL-27713).

TEKLA HEALTHCARE INVESTORS  
TEKLA LIFE SCIENCES INVESTORS  
TEKLA HEALTHCARE OPPORTUNITIES FUND  
TEKLA WORLD HEALTHCARE FUND

April 20, 2016

## **EXHIBIT A**

### **Governance and Nominating Committee Charter**

For convenience, this Charter refers to the Funds and their respective Boards of Trustees (each the "Board"), and their respective Governance and Nominating Committees (each the "Committee" or the "Governance and Nominating Committee") in the singular. However, this Charter applies to each Fund, its Board and its Committee independently.

#### ***Committee Membership***

The Committee shall consist entirely of trustees of the Fund who (1) are not "interested persons," as that term is defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of the Fund or the Fund's investment adviser and (2) are "independent" as defined in the New York Stock Exchange ("NYSE") Listing Standards ("Independent Trustees"). The President of the Fund, although not a member of the Committee, will cooperate with the Committee by assisting the Committee to discharge its responsibilities, including by recommending candidates and recruiting them for the Board or to serve as executive officers of the Fund.

#### ***Missions***

The principal missions of the Committee are (i) to review, evaluate, and enhance the effectiveness of the Board in its role in governing the Fund and overseeing the management of the Fund and (ii) to promote the effective participation of qualified individuals on the Board, on committees of the Board, and as executive officers of the Fund. The Committee shall consider the Corporate Governance Guidelines attached to this Charter as Appendix A in fulfilling its missions.

#### ***Governance Function***

The Committee shall review, discuss, and make recommendations to the Board relating to those issues that pertain to the effectiveness of the Board in carrying out its responsibilities in governing the Fund and overseeing the management of the Fund. These may include, but are not limited to, issues relating to:

1. the selection of the Fund's investment adviser (the "Adviser") and approval of the Fund's investment advisory contract;
2. the selection and approval of the Fund's outside counsel ("Fund Counsel");
3. the composition of the Board, including:
  - (a) the size of the Board and the qualifications and representative areas of expertise of the members of the Board; and
  - (b) retirement and succession policies relating to members of the Board;
4. the members of the Board, including:
  - (a) guidelines relating to ownership of shares of the Fund by members of the Board;
  - (b) whether members of the Board may not serve in a similar capacity on the board of a registered investment company (i) which is not sponsored or advised by the Adviser or its affiliates and (ii) which the Committee in its discretion has determined to be competitive with the Fund taking into account such registered investment company's investment mandate;



- (c) continuing education of members of the Board; and
  - (d) identification of best practices for members of the Board;
5. the meetings of the Board, including:
- (a) coordination with the Chairman of the Board in developing the agenda for the meetings of the Board, with the assistance of the Adviser and Fund Counsel;
  - (b) frequency of meetings of the Board; and
  - (c) Board meeting attendance policies;
6. the role of the Independent Trustees, including:
- (a) limitations on the ability of Independent Trustees to act and function independently of the Board and the Adviser; and
  - (b) the quality of information received by the Independent Trustees;
7. compensation for Independent Trustees;
8. the role of the committees of the Board, including:
- (a) number and type of committees; and
  - (b) periodic approval of the charter and scope of the responsibilities of each committee;
9. the relationship between the Board and management, including:
- (a) oversight of and communication with management;
  - (b) coordination with management to ensure that management has developed an appropriate plan to deal with succession and potential crisis management situations; and
10. Board self-evaluation.

***Nominating Function Board***

1. The Committee shall make nominations for trustees and officers of the Fund and submit such nominations to the full Board. The Committee shall evaluate candidates' qualifications for such positions and, in the case of candidates for election to the Board, whether they would qualify as Independent Trustees. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence (e.g. business, financial or family relationships with the Adviser). In determining candidates' qualifications for Board membership, the Committee shall consider factors which may be delineated in this Charter or the Fund's By-Laws and may consider such other factors as it may determine to be relevant to fulfilling the role of being a member of the Board.
2. The Committee may consider potential trustee candidates recommended by shareholders, provided that the proposed candidates: (i) satisfy any minimum qualifications of the Fund for its trustees; and (ii) qualify as Independent Trustees. In order for the Committee to evaluate any nominee recommended by a shareholder or



shareholder group, potential trustee candidates and nominating shareholders or shareholder groups must satisfy the requirements provided in Appendix B to this Charter. The Committee shall not otherwise evaluate shareholder trustee nominees in a different manner than other nominees, and the standard of the Committee is to treat all equally qualified

nominees in the same manner. Once a nomination has been timely received in proper form, the nominee will be asked to complete an eligibility questionnaire to assist the Committee in assessing the nominee's qualifications as a potential Independent Trustee. The Committee will make such determinations in its sole discretion and such determinations shall be final.

3. The Committee may identify prospective trustees from any reasonable source, including, but not limited to, the consultation of third-party trustee search services.

4. The Committee requires that each prospective trustee have a college degree or equivalent business experience. In addition to the requirements delineated in the Fund's By-Laws, the Committee may take into account a wide variety of factors in considering prospective trustees, including (but not limited to): (i) availability and commitment of a candidate to attend meetings and perform his or her responsibilities on the Board; (ii) relevant industry and related experience; (iii) educational background; (iv) financial expertise; (v) the candidate's ability, judgment and expertise; and (vi) overall diversity of the Board's composition.

6. The Committee shall evaluate the participation and contribution of each trustee coming to the end of his or her term before deciding whether to recommend reelection. The Committee may seek the views of other trustees to assist them in this evaluation.

#### ***Nominating Function Committees***

The Committee shall make nominations for membership on all committees of the Board and submit such nominations to the full Board and shall review committee assignments as necessary.

#### ***Other Powers and Responsibilities***

1. The Committee shall meet at least annually so it can carry out its review of the investment advisory agreement, recommend the selection of an Adviser, and consider Board and Committee nominations. The Committee shall meet at such other time or times as the Committee or the Board may determine appropriate or necessary and is empowered to hold special meetings as circumstances require.

2. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to utilize Fund Counsel and to retain experts or other persons with specific competence at the expense of the Fund.

3. The Committee shall review this Charter periodically and recommend any changes to the Board.

## APPENDIX A

### Corporate Governance Guidelines

#### 1. General

The intent is that the Board shall, wherever possible, comply in its structure and operations with the guidelines issued by the NYSE and the Securities and Exchange Commission ("SEC").

#### 2. Board Composition

- (a) The Fund's Declaration of Trust, as amended, provides that the Trustees shall be at least three and not more than fifteen in number, as fixed by the Trustees, and the number of Trustees is currently fixed at seven.
- (b) Independent Trustees shall represent at least 75% of Board membership.
- (c) The President of the Adviser, and such other officers of the Adviser as the Board may designate, shall be included among those nominated for Board membership, but they shall not be considered as Independent Trustees.
- (d) The Board shall seek to be broadly representative of the various skills and experience deemed necessary to ensure sound oversight of the Fund.

#### 3. Selection of Chairman of the Board

The Board shall annually elect its own Chairman from among those Independent Trustees elected by the shareholders. This election shall take place at the first Board meeting following the annual meeting of shareholders or upon the initiative of a two-thirds majority of the trustees.

#### 4. General Expectations

- (a) In serving as a trustee, each trustee must exercise duties of care and loyalty to the Fund.
- (b) Each Independent Trustee is expected to be knowledgeable about Fund business and financial operations through Board and Board committee meetings and personal inquiry and observation, and to contribute to the Board's oversight of the Fund's investment performance.
- (c) Each trustee is expected to devote sufficient time and attention to carrying out his or her duties and responsibilities as a trustee of the Fund and to ensure that other commitments or responsibilities do not materially interfere with his or her duties and responsibilities to the Fund.
- (d) The criteria to be used to evaluate candidates to serve as trustees, which will be reviewed from time to time by the Board or the Governance and Nominating Committee, will stress personal and professional integrity, sound judgment, relevant experience, a proven record of professional accomplishment, and a commitment to devote sufficient time and attention to Fund matters, among other relevant factors. In the case of a candidate to serve as an Independent Trustee, independence will be required in terms of both the letter and spirit of applicable law.

#### 5. Retirement of Trustees

Trustees shall serve for a three-year term upon nomination by the Committee and election by the shareholders. No person may be nominated for election to the Board, if that person is 75 years of age or older at the time of

consideration, unless such nomination is approved by at least  $66\frac{2}{3}\%$  of the Independent Trustees.

## 6. Independent Trustee Sessions

Independent Trustees are expected to meet in separate session at least once each quarter, typically in conjunction with the regularly scheduled Board meeting for that quarter. In such sessions, Independent Trustees are expected to engage in candid discussions about Fund management performance and other sensitive matters deemed appropriate.

## 7. Independent Trustee Authority to Hire Staff

Independent Trustees may hire their own staff to the extent deemed necessary to help Independent Trustees deal with matters on which they deem outside assistance to be necessary.

## 8. Committees of the Board

(a) The Board shall have four Committees:

(i) an Audit Committee;

(ii) a Valuation Committee;

(iii) a Governance and Nominating Committee; and

(iv) a Qualified Legal Compliance Committee.

(b) A Compensation Committee, generally required by SEC and NYSE guidelines, is not deemed necessary as personnel of the Adviser serve as the Fund's officers, and the compensation of such personnel is determined and payable by the Adviser (with the exception of the Fund's Chief Compliance Officer). Oversight of the Adviser's budget, including compensation, shall be a factor in the Board's approval of the Adviser's investment advisory contract.

(c) Each of the Board's committees shall have a charter (or policies and procedures), which shall have been approved by the Board. The Governance and Nominating Committee shall review periodically each such charter and recommend any changes to the Board. The Audit Committee shall review its charter annually to comply with NYSE Listing Standards and recommend any changes to the Board.

(d) Committee Chairman and members shall be nominated by the Governance and Nominating Committee and approved by the Board.

(e) The Audit Committee, Governance and Nominating Committee and Qualified Legal Compliance Committee shall each consist solely of Independent Trustees.

## 9. Board Meetings

(a) The Board is expected to meet no less than four times per year, including one meeting which coincides with the annual meeting of shareholders.

(b) Trustees are expected to attend all Board meetings in person. Where conflicts prevent attendance in person, trustees may attend by telephone or video conference. It is expected that, during their term, trustees shall attend no fewer than 50% of Board meetings in person and no less than 75% of meetings where a majority of Independent Trustees must be present in person.

(c) Agendas for Board meetings shall be proposed by the Adviser and Fund Counsel and approved by the Chairman of the Board at least two weeks in advance of each Board meeting and one month in advance of the annual meeting of shareholders.

(d) Minutes for each Board meeting shall be prepared and circulated within six weeks of each Board meeting and shall highlight items on which follow-up action is required.

(e) In their role as trustees, all trustees owe a duty of loyalty to the shareholders and to the Fund. This duty of loyalty mandates that the best interests of the shareholders and the Fund take precedence over any interests possessed by a trustee. In the event of any conflict of interests, a trustee shall promptly disclose such conflict to the Chairman of the Board and Fund Counsel and recuse him or herself from any discussions or votes involving the conflict.

(f) The proceedings of the Board and its committees are confidential. Each trustee shall maintain the confidentiality of information received as part of his or her duty as a trustee.

#### 10. Board Access to Senior Management and Key Service Providers

Trustees must have reasonable access to Fund management and senior management of the Adviser. Trustees must have reasonable access to Fund Counsel, auditors, and other key service providers. Independent Trustees must have reasonable access to independent legal counsel. The Chairman of the Board is responsible for fostering constructive interaction between Fund management and the Board. The chairman of each committee is responsible for fostering constructive interaction between Fund management and the committee.

#### 11. Trustee Education

(a) New trustees will review background materials and participate in an orientation program that includes discussions with incumbent trustees and senior management. Topics covered will include investment operations, compliance practices and operations, financial operations, and organizational structure.

(b) Continuing trustee education will be a standing agenda item for each regularly scheduled meeting to cover timely topics based on industry developments and Fund operations.

#### 12. Review of Strategic Planning

The Board will periodically review the continued organizational strength of the Fund, Fund management, and the Adviser to ensure the Fund's continued short-term and long-term viability. At least biannually, the Board will review the Fund's annual and longer term strategic business plans and management development and succession plan.

#### 13. Board Compensation

The Independent Trustees will establish and periodically review their compensation.

#### 14. Insurance Coverage and Indemnification

The Fund will maintain directors' and officers'/errors and omissions insurance coverage and/or indemnification that is adequate to ensure the independence and effectiveness of the Independent Trustees. The Independent Trustees will periodically review the effectiveness of such insurance coverage and/or indemnification.

#### 15. Board Evaluation

The Governance and Nominating Committee shall prepare a Board self-evaluation instrument that each trustee shall complete annually.





## Appendix B

### Procedures and Eligibility Requirements for Shareholder Submission of Nominee Candidates<sup>1</sup>

#### A. Nominee Requirements

Trustee nominees recommended by shareholders must fulfill the following requirements:

1. The nominee may not be the nominating shareholder, a member of the nominating shareholder group, or a member of the immediate family of the nominating shareholder or any member of the nominating shareholder group.
2. Neither the nominee nor any member of the nominee's immediate family may be currently employed or employed within the last year by any nominating shareholder entity or entity in a nominating shareholder group.
3. Neither the nominee nor any immediate family member of the nominee is permitted to have accepted directly or indirectly, during the year of the election for which the nominee's name was submitted, during the immediately preceding calendar year, or during the year when the nominee's name was submitted, any consulting, advisory, or other compensatory fee from the nominating shareholder or any member of a nominating shareholder group.
4. The nominee may not be an executive officer, director (or person performing similar functions) of the nominating shareholder or any member of the nominating shareholder group, or of an affiliate of the nominating shareholder or any such member of the nominating shareholder group.
5. The nominee may not control (as "control" is defined in the 1940 Act) the nominating shareholder or any member of the nominating shareholder group (or in the case of a holder or member that is a fund, an interested person of such holder or member as defined by Section 2(a)(19) of the 1940 Act).

#### B. Nominating Shareholder or Shareholder Group Requirements

The nominating shareholder or shareholder group must meet the following requirements:

1. Any shareholder or shareholder group submitting a proposed nominee must beneficially own, either individually or in the aggregate, more than 5% of the Fund's securities that are eligible to vote at the time of submission of the nominee and at the time of the meeting where the nominee may be elected. Each of the securities used for purposes of calculating the required ownership must have been held continuously for at least two years as of the date of the nomination. In addition, such securities must continue to be held through the date of the meeting. The nominating shareholder or shareholder group must also bear the economic risk of the investment, and the securities used for purposes of calculating the required ownership cannot be held "short."
2. The nominating shareholder or shareholder group must also submit a certification which provides the number of shares which the person or group has (i) sole power to vote or direct the vote; (ii) shared power to vote or direct the vote; (iii) sole power to dispose or direct the disposition of such shares; and (iv) shared power to dispose or direct the disposition of such shares. In addition, the certification shall provide that the shares have been held continuously for at least 2 years.

<sup>1</sup> Appendix B applies only to trustee nominee recommendations made by shareholders to the Governance and Nominating Committee. Refer to the Fund's By-laws regarding submission of shareholder proposals for the election of trustees. Unless otherwise specified herein, please refer to the Securities Exchange Act of 1934 and regulations thereunder for interpretations of terms used in this Appendix B.



C. Deadlines and Limitations

1. A nominating shareholder or shareholder group may not submit more than one nominee per year.
2. All nominee submissions must be received by the Fund by the deadline for submission of any shareholder proposals which would be included in the Fund's proxy statement for the next annual meeting of the Fund.

D. Making a Submission

Shareholders recommending potential trustee candidates must substantiate compliance with these requirements at the time of submitting their proposed trustee candidate to the attention of the Fund's Secretary. Notice to the Fund's Secretary should include: (i) the shareholder's contact information; (ii) the trustee candidate's contact information and the number of Fund shares owned by the proposed candidate; (iii) all information regarding the candidate that would be required to be disclosed in solicitations of proxies for elections of trustees required by Regulation 14A of the 1934 Act; and (iv) a notarized letter executed by the trustee candidate, stating his or her intention to stand for election and be named in the Fund's proxy statement, if nominated by the Board, and to serve as a trustee, if so elected.



## EVERY SHAREHOLDER S VOTE IS IMPORTANT

### EASY VOTING OPTIONS:

#### VOTE ON THE INTERNET

Log on to:

[www.proxy-direct.com](http://www.proxy-direct.com)

or scan the QR code

Follow the on-screen instructions

*available 24 hours*

#### VOTE BY PHONE

Call 1-800-337-3503

Follow the recorded instructions

*available 24 hours*

#### VOTE BY MAIL

Vote, sign and date this Proxy

Card and return in the

postage-paid envelope

#### VOTE IN PERSON

Attend Shareholder Meeting

100 Federal Street, 19th Floor

Boston, MA 02110

on June 14, 2016

at 10:00 A.M. Eastern Time

Please detach at perforation before mailing.

PROXY

TEKLA HEALTHCARE INVESTORS  
JOINT ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD JUNE 14, 2016

PROXY

**This Proxy is Being Solicited on Behalf of the Board of Trustees.** The undersigned hereby appoints Daniel R. Omstead, Ph.D., Oleg M. Pohotsky and Michael W. Bonney and each of them, proxies of the undersigned, with full powers of substitution, to vote at the Joint Annual Meeting of Shareholders of TEKLA HEALTHCARE INVESTORS (the Fund ) to be held on June 14, 2016 at 10:00 a.m., at 100 Federal Street, 19<sup>th</sup> Floor, Boston, Massachusetts 02110, and at any adjournment(s) or postponement(s) thereof, all the shares of the Fund outstanding in the name of the undersigned as follows on the reverse of this card.

**THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS.**

**VOTE VIA THE INTERNET:** [www.proxy-direct.com](http://www.proxy-direct.com)

**VOTE VIA THE TELEPHONE:** 1-800-337-3503

**Note:** Please sign this proxy exactly as your name appears on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Signature

Signature (if held jointly)

Date

HQH\_27713\_033116

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

---

**EVERY SHAREHOLDER S VOTE IS IMPORTANT**

**Important Notice Regarding the Availability of Proxy Materials for the  
Joint Annual Shareholder Meeting to Be Held on June 14, 2016.**

**The Joint Proxy Statement and Proxy Card for this meeting are available at:**

**<https://www.proxy-direct.com/TKL-27713>**

**IF YOU VOTE ON THE INTERNET OR BY TELEPHONE,  
YOU NEED NOT RETURN THIS PROXY CARD**

Please detach at perforation before mailing.

The Board of Trustees recommends a vote **FOR** all the nominees listed and **FOR** Proposals 2, 3, 5A, 5B and 5C.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK. Example:

|   | FOR<br>ALL | WITHHOLD<br>ALL | FOR ALL<br>EXCEPT |
|---|------------|-----------------|-------------------|
| <b>1. The election of three Class C Trustees:</b>   |            |                 |                   |
| 01. Michael W. Bonney    02. Oleg M. Pohotsky    03. William S. Reardon, CPA  | o          | o               | o                 |
| <b>INSTRUCTIONS:</b> To withhold authority to vote for any individual nominee(s), mark the box FOR ALL EXCEPT and write the nominee's number on the line provided below.                      |            |                 |                   |
|   | FOR        | AGAINST         | ABSTAIN           |
| <b>2.</b> The ratification or rejection of the selection of Deloitte & Touche LLP as the independent registered public accountants of the Fund for the fiscal year ending September 30, 2016. | o          | o               | o                 |
| <b>3.</b> Change the subclassification of HQH from diversified to non-diversified and eliminate the related fundamental investment restriction.   | o          | o               | o                 |
| <b>4.</b> Not Applicable  |            |                 |                   |
| <b>5A.</b> Amend HQH's fundamental investment restriction regarding issuing senior securities.  | o          | o               | o                 |
| <b>5B.</b> Remove HQH's fundamental investment restriction regarding investments in other investment companies.   | o          | o               | o                 |
| <b>5C.</b> Remove HQH's fundamental investment restriction regarding short sales and purchasing securities on margin.   | o          | o               | o                 |
| <b>6.</b>   |            |                 |                   |



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The transaction of such other business as may properly come before the Annual Meeting and any adjournment(s) or postponement(s) thereof.

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

HQH\_27713\_033116

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## EVERY SHAREHOLDER S VOTE IS IMPORTANT

### EASY VOTING OPTIONS:

#### VOTE ON THE INTERNET

Log on to:

[www.proxy-direct.com](http://www.proxy-direct.com)

or scan the QR code

Follow the on-screen instructions

*available 24 hours*

#### VOTE BY PHONE

Call 1-800-337-3503

Follow the recorded instructions

*available 24 hours*

#### VOTE BY MAIL

Vote, sign and date this Proxy

Card and return in the  
postage-paid envelope

#### VOTE IN PERSON

Attend Shareholder Meeting

100 Federal Street, 19th Floor

Boston, MA 02110

on June 14, 2016

at 10:00 A.M. Eastern Time

Please detach at perforation before mailing.

PROXY

TEKLA LIFE SCIENCES INVESTORS  
JOINT ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD JUNE 14, 2016

PROXY

**This Proxy is Being Solicited on Behalf of the Board of Trustees.** The undersigned hereby appoints Daniel R. Omstead, Ph.D., Oleg M. Pohotsky and Michael W. Bonney and each of them, proxies of the undersigned, with full powers of substitution, to vote at the Joint Annual Meeting of Shareholders of TEKLA LIFE SCIENCES INVESTORS (the Fund ) to be held on June 14, 2016 at 10:00 a.m., at 100 Federal Street, 19<sup>th</sup> Floor, Boston, Massachusetts 02110, and at any adjournment(s) or postponement(s) thereof, all the shares of the Fund outstanding in the name of the undersigned as follows on the reverse of this card.

**THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS.**

**VOTE VIA THE INTERNET: [www.proxy-direct.com](http://www.proxy-direct.com)**

**VOTE VIA THE TELEPHONE: 1-800-337-3503**



**Note:** Please sign this proxy exactly as your name appears on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Signature

Signature (if held jointly)

Date

HQL\_27713\_033116

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

**EVERY SHAREHOLDER S VOTE IS IMPORTANT**

**Important Notice Regarding the Availability of Proxy Materials for the  
Joint Annual Shareholder Meeting to Be Held on June 14, 2016.**

**The Joint Proxy Statement and Proxy Card for this meeting are available at:**

**<https://www.proxy-direct.com/TKL-27713>**

**IF YOU VOTE ON THE INTERNET OR BY TELEPHONE,  
YOU NEED NOT RETURN THIS PROXY CARD**

Please detach at perforation before mailing.

The Board of Trustees recommends a vote **FOR** the nominees listed and **FOR** Proposals 2, 4, 5A and 5B.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK. Example:

|   | FOR<br>ALL | WITHHOLD<br>ALL | FOR ALL<br>EXCEPT |
|---|------------|-----------------|-------------------|
| <b>1. The election of three Class C Trustees:</b>   |            |                 |                   |
| 01. Michael W. Bonney      02. Rakesh K. Jain, Ph.D.      03. Uwe E. Reinhardt, Ph.D.   | o          | o               | o                 |
| <b>INSTRUCTIONS:</b> To withhold authority to vote for any individual nominee(s), mark the box FOR ALL EXCEPT and write the nominee's number on the line provided below.                      |            |                 |                   |
|   | FOR        | AGAINST         | ABSTAIN           |
| <b>2.</b> The ratification or rejection of the selection of Deloitte & Touche LLP as the independent registered public accountants of the Fund for the fiscal year ending September 30, 2016. | o          | o               | o                 |
| <b>3.</b> Not Applicable  |            |                 |                   |
| <b>4.</b> Change the subclassification of HQL from diversified to non-diversified and eliminate the related fundamental investment restriction.   | o          | o               | o                 |
| <b>5A.</b> Amend HQL's fundamental investment restriction regarding issuing senior securities.  | o          | o               | o                 |
| <b>5B.</b> Remove HQL's fundamental investment restriction regarding investments in other investment companies.   | o          | o               | o                 |
| <b>5C.</b> Not Applicable   |            |                 |                   |
| <b>6.</b> The transaction of such other business as may properly come before the Annual Meeting and any adjournment(s) or postponement(s) thereof.  |            |                 |                   |

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

HQL\_27713\_033116

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## EVERY SHAREHOLDER S VOTE IS IMPORTANT

### EASY VOTING OPTIONS:

#### VOTE ON THE INTERNET

Log on to:

[www.proxy-direct.com](http://www.proxy-direct.com)

or scan the QR code

Follow the on-screen instructions

*available 24 hours*

#### VOTE BY PHONE

Call 1-800-337-3503

Follow the recorded instructions

*available 24 hours*

#### VOTE BY MAIL

Vote, sign and date this Proxy

Card and return in the

postage-paid envelope

#### VOTE IN PERSON

Attend Shareholder Meeting

100 Federal Street, 19th Floor

Boston, MA 02110

on June 14, 2016

at 10:00 A.M. Eastern Time

Please detach at perforation before mailing.

PROXY

**TEKLA HEALTHCARE OPPORTUNITIES FUND  
JOINT ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD JUNE 14, 2016**

PROXY

**This Proxy is Being Solicited on Behalf of the Board of Trustees.** The undersigned hereby appoints Daniel R. Omstead, Ph.D., Oleg M. Pohotsky and Michael W. Bonney and each of them, proxies of the undersigned, with full powers of substitution, to vote at the Joint Annual Meeting of Shareholders of TEKLA HEALTHCARE OPPORTUNITIES FUND (the Fund ) to be held on June 14, 2016 at 10:00 a.m., at 100 Federal Street, 19<sup>th</sup> Floor, Boston, Massachusetts 02110, and at any adjournment(s) or postponement(s) thereof, all the shares of the Fund outstanding in the name of the undersigned as follows on the reverse of this card.

**THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS.**

**VOTE VIA THE INTERNET: [www.proxy-direct.com](http://www.proxy-direct.com)**

**VOTE VIA THE TELEPHONE: 1-800-337-3503**



**Note:** Please sign this proxy exactly as your name appears on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Signature

Signature (if held jointly)

Date

THQ\_27713\_033116

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**



**EVERY SHAREHOLDER S VOTE IS IMPORTANT**

**Important Notice Regarding the Availability of Proxy Materials for the  
Joint Annual Shareholder Meeting to Be Held on June 14, 2016.**

**The Joint Proxy Statement and Proxy Card for this meeting are available at:**

**<https://www.proxy-direct.com/TKL-27713>**

**IF YOU VOTE ON THE INTERNET OR BY TELEPHONE,  
YOU NEED NOT RETURN THIS PROXY CARD**

Please detach at perforation before mailing.

The Board of Trustees recommends a vote **FOR** the nominees listed and **FOR** Proposal 2.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK. Example:

|   | FOR<br>ALL | WITHHOLD<br>ALL | FOR ALL<br>EXCEPT |
|---|------------|-----------------|-------------------|
| 1. The election of three Class B Trustees:  |            |                 |                   |
| 01. Rakesh K. Jain, Ph.D.    02. Daniel R. Omstead, Ph.D.    03. Lucinda H. Stebbins, CPA | o          | o               | o                 |

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark the box **FOR ALL EXCEPT** and write the nominee's number on the line provided below.

|  | FOR | AGAINST | ABSTAIN |
|--|-----|---------|---------|
| 2. The ratification or rejection of the selection of Deloitte & Touche LLP as the independent registered public accountants of the Fund for the fiscal year ending September 30, 2016. | o   | o       | o       |
| 3. Not Applicable  |     |         |         |
| 4. Not Applicable  |     |         |         |
| 5A. Not Applicable   |     |         |         |
| 5B. Not Applicable   |     |         |         |
| 5C. Not Applicable   |     |         |         |
| 6. The transaction of such other business as may properly come before the Annual Meeting and any adjournment(s) or postponement(s) thereof.  |     |         |         |

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

THQ\_27713\_033116

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## EVERY SHAREHOLDER S VOTE IS IMPORTANT

### EASY VOTING OPTIONS:

#### VOTE ON THE INTERNET

Log on to:

[www.proxy-direct.com](http://www.proxy-direct.com)

or scan the QR code

Follow the on-screen instructions

*available 24 hours*

#### VOTE BY PHONE

Call 1-800-337-3503

Follow the recorded instructions

*available 24 hours*

#### VOTE BY MAIL

Vote, sign and date this Proxy

Card and return in the

postage-paid envelope

#### VOTE IN PERSON

Attend Shareholder Meeting

100 Federal Street, 19th Floor

Boston, MA 02110

on June 14, 2016

at 10:00 A.M. Eastern Time

Please detach at perforation before mailing.

PROXY

TEKLA WORLD HEALTHCARE FUND  
JOINT ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD JUNE 14, 2016

PROXY

**This Proxy is Being Solicited on Behalf of the Board of Trustees.** The undersigned hereby appoints Daniel R. Omstead, Ph.D., Oleg M. Pohotsky and Michael W. Bonney and each of them, proxies of the undersigned, with full powers of substitution, to vote at the Joint Annual Meeting of Shareholders of TEKLA WORLD HEALTHCARE FUND (the Fund ) to be held on June 14, 2016 at 10:00 a.m., at 100 Federal Street, 19<sup>th</sup> Floor, Boston, Massachusetts 02110, and at any adjournment(s) or postponement(s) thereof, all the shares of the Fund outstanding in the name of the undersigned as follows on the reverse of this card.

**THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS.**

**VOTE VIA THE INTERNET:** [www.proxy-direct.com](http://www.proxy-direct.com)

**VOTE VIA THE TELEPHONE:** 1-800-337-3503



**Note:** Please sign this proxy exactly as your name appears on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Signature

Signature (if held jointly)

Date

THW\_27713\_033116

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

**EVERY SHAREHOLDER S VOTE IS IMPORTANT**

**Important Notice Regarding the Availability of Proxy Materials for the  
Joint Annual Shareholder Meeting to Be Held on June 14, 2016.**

**The Joint Proxy Statement and Proxy Card for this meeting are available at:**

**<https://www.proxy-direct.com/TKL-27713>**

**IF YOU VOTE ON THE INTERNET OR BY TELEPHONE,  
YOU NEED NOT RETURN THIS PROXY CARD**

Please detach at perforation before mailing.

The Board of Trustees recommends a vote **FOR** the nominees listed and **FOR** Proposal 2.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK. Example:

|   | FOR<br>ALL | WITHHOLD<br>ALL | FOR ALL<br>EXCEPT |
|---|------------|-----------------|-------------------|
| 1. The election of two Class A Trustees:              |            |                 |                   |
| 01. Oleg M. Pohotsky      02. William S. Reardon, CPA | o          | o               | o                 |

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark the box **FOR ALL EXCEPT** and write the nominee's number on the line provided below.

|  | FOR | AGAINST | ABSTAIN |
|--|-----|---------|---------|
| 2. The ratification or rejection of the selection of Deloitte & Touche LLP as the independent registered public accountants of the Fund for the fiscal year ending September 30, 2016. | o   | o       | o       |
| 3. Not Applicable  |     |         |         |
| 4. Not Applicable  |     |         |         |
| 5A. Not Applicable   |     |         |         |
| 5B. Not Applicable   |     |         |         |
| 5C. Not Applicable   |     |         |         |
| 6. The transaction of such other business as may properly come before the Annual Meeting and any adjournment(s) or postponement(s) thereof.  |     |         |         |

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

THW\_27713\_033116

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