

# HENDERSON DIVERSIFIED INCOME TRUST PLC

Annual General Meeting – Tuesday 21 August 2018

## Results of Proxy Voting Rights Received

| Resolution |   | Proxy Votes Cast |         |               | Withheld | Total Votes Cast<br>(excluding votes withheld) |
|------------|---|------------------|---------|---------------|----------|--|
|            |   | For              | Against | Discretionary |          |  |
| 1          | Approval of Company's Report and audited financial statements | 21,530,230       | 16,080  | 36,343        | 7,000    | 21,582,653                                     |
| 2          | Approval of Company's Remuneration Policy                     | 20,891,889       | 552,302 | 36,343        | 109,119  | 21,480,534                                     |
| 3          | Approval of Directors' Remuneration Report                    | 20,884,349       | 599,842 | 36,343        | 69,119   | 21,520,534                                     |
| 4          | Election of Angus Macpherson as a Director.                   | 21,498,892       | 32,697  | 36,343        | 21,721   | 21,567,932                                     |
| 5          | Election of Denise Hadgill as a Director                      | 21,442,942       | 88,647  | 36,343        | 21,721   | 21,567,932                                     |
| 6          | Election of Stewart Wood as a Director                        | 21,419,308       | 112,281 | 36,343        | 21,721   | 21,567,932                                     |
| 7          | Election of Ian Wright as a Director                          | 21,498,892       | 32,697  | 36,343        | 21,721   | 21,567,932                                     |
| 8          | Appointment of Ernst & Young LLP as the statutory auditor     | 21,040,604       | 507,706 | 36,343        | 5,000    | 21,584,653                                     |
| 9          | Directors to determine the statutory auditors' Remuneration   | 21,480,555       | 45,443  | 58,655        | 5,000    | 21,584,653                                     |
| 10         | Approval of the Company's dividend policy                     | 21,505,431       | 47,879  | 36,343        | 0        | 21,589,653                                     |
| 11         | Directors ' Authority to allot relevant securities            | 21,055,614       | 462,152 | 36,343        | 35,544   | 21,554,109                                     |
| 12         | Authority for Company to dis-apply pre-emption rights *       | 20,973,940       | 509,812 | 38,343        | 67,558   | 21,522,095                                     |
| 13         | Authority for Company to make market purchases of own shares* | 21,021,991       | 505,019 | 36,343        | 26,300   | 21,563,353                                     |
| 14         | Authority for general meeting on 14 clear days' notice*       | 21,168,207       | 378,103 | 36,343        | 7,000    | 21,582,653                                     |

\* Special Resolution

### Calculation of Voting Rights

Ordinary Shares – One vote for every share held