

HENDERSON DIVERSIFIED INCOME TRUST PLC

Annual General Meeting – Tuesday 3 September 2019

Results of Proxy Voting Rights Received

Resolution		Proxy Votes Cast			Withheld	Total Votes Cast (excluding votes withheld)
		For	Against	Discretionary		
1	Approval of the Company's Annual Report and audited financial statements	38,782,343	8,000	29,045	130,095	38,819,388
2	Approval of Directors' Remuneration Report	38,418,151	265,404	29,045	236,883	38,712,600
3	Re-appointment of Angus Macpherson as a Director	38,668,645	54,551	29,045	197,242	38,752,241
4	Re-appointment of Denise Hadgill as a Director	38,687,565	35,631	29,045	197,242	38,752,241
5	Re-appointment of Stewart Wood as a Director	38,649,126	46,358	29,045	224,954	38,724,529
6	Re-appointment of Ian Wright as a Director	38,701,351	21,845	29,045	197,242	38,752,241
7	Appointment of Win Robbins as a Director	38,672,703	28,845	29,045	218,890	38,730,593
8	Re-appointment of Ernst & Young LLP as statutory auditors to the Company	38,464,125	307,275	29,045	149,037	38,800,445
9	Directors to determine the statutory auditor's remuneration	38,685,056	54,017	29,045	181,364	38,768,118
10	Approval of the Company's dividend policy	38,804,205	0	29,045	116,233	38,833,250
11	Directors' authority to allot relevant securities	38,533,977	198,661	29,045	170,851	38,761,683
12	Authority for the Company to dis-apply pre-emption rights *	38,456,931	233,129	29,045	213,429	38,719,105
13	Authority for the Company to make market purchases of own shares*	38,583,795	220,410	29,045	116,233	38,833,250
14	Authority for general meetings to be held on 14 clear days' notice*	38,066,096	735,212	29,045	119,130	38,830,353

* Special Resolution

Calculation of Voting Rights

Ordinary Shares – One vote for every share held