

HENDERSON EUROPEAN FOCUS TRUST PLC

Annual General Meeting – Form of Proxy

to be held on 28 January 2021 at 2.30 p.m. via Zoom videoconferencing software

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Shareholder Reference Number

In view of the ongoing restrictions on public gatherings, we invite our shareholders to attend our Annual General Meeting ("AGM") via a Zoom webinar. The details for joining are in the Notice of AGM and on the Company's website at www.henderson-european-focus.com. We urge shareholders to submit a proxy form to ensure their vote counts as there will be no live voting. The statutory business of the AGM will be conducted on a poll, counting the directors in the quorum, with the Chair holding the proxy votes, casting these as shareholders have instructed.

I/We, being (a) member(s) of Henderson European Focus Trust plc ("the Company"), hereby appoint the Chair of the AGM as my/our proxy to vote in my/our name(s) and on my/our behalf at the AGM of the Company to be held on 28 January 2021 at 2.30 pm and at any adjournment thereof.

Please insert here the number of shares over which this proxy is authorised.

Please indicate how you wish your votes to be cast by completing one box for each resolution in **black ink**, like this: Please also read note 3 overleaf.

Ordinary resolutions

	For	Against	Vote withheld
1. To receive the Annual Report and audited financial statements for the year ended 30 September 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report for the year ended 30 September 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve a final dividend of 21.70 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mrs Victoria (Vicky) Hastings as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Ms Eliza Dungworth as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr Robin Archibald as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Ernst & Young LLP as the statutory auditor to the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the directors to determine the statutory auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the directors to allot new ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Company to send information to shareholders electronically.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions

12. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Company to make market purchases of its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise general meetings to be held on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To approve and adopt the amended Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated

Signature

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Notes:

1. Right to attend the meeting and vote: Only members registered in the Register of Members of the Company at close of business on 26 January 2021 ("the specified time") shall be entitled to attend and vote at the AGM in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after the specified time shall be disregarded in determining the rights of any person to attend and vote at the AGM. In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

2. Right to appoint a proxy: You are entitled to appoint the Chair of the AGM to attend, speak and vote on your behalf at the AGM.

3. Voting by Proxy: Please indicate how you wish your votes to be cast by completing one box for each resolution in black ink. If you mark the vote withheld box for any resolution, you are directing your proxy not to vote on your behalf on a poll on that resolution and your votes will not be counted in computing the required majority on that poll. If no specific instructions are given, your proxy will have discretion to vote or abstain as he or she thinks fit on these resolutions, and your proxy will also have discretion to vote or abstain as he or she thinks fit on any other business which may properly come before the meeting.

Please sign and date this Form of Proxy. Any alterations to this Form of Proxy should be initialled. If this Form of Proxy is returned unsigned, your proxy appointment will be invalid.

A corporation must seal the Form of Proxy and have it signed by an officer or attorney or other person authorised to sign.

4. Deadline for returning this Form of Proxy: To be valid, this Form of Proxy must be lodged with the Company's registrar, Equiniti Limited, before 2.30 pm on 26 January 2021. A business reply paid envelope has been supplied to you for this purpose. You may terminate your proxy's authority at any time before the commencement of the AGM by writing to the registrar. The address to which proxy cards and terminations of proxies should be sent is:

Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU.

5. CREST Proxy Appointment: The CREST electronic proxy appointment service is available for this meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's registrar, Equiniti Limited (CREST participant ID RA19) by no later than 2.30 pm on 26 January 2021. Further details on the use of the CREST system are set out in the explanatory notes to the Notice of the AGM.