

Henderson High Income Trust plc  
Notice of 2021 Annual General Meeting

# Letter from the Chairman

## Dear Shareholders

I hope that this Notice of Annual General Meeting ('AGM' or 'Meeting') finds you and your loved ones well.

In light of the ongoing COVID-19 pandemic and with a view to making the AGM as safe and accessible for shareholders as possible, we are inviting you to attend our virtual AGM this year, which will be held on **Monday 24 May 2021 at 12.30pm**, as a webinar using the conferencing software Zoom. This will allow you to be present for the usual presentation from our Fund Manager, David Smith, and will enable you to ask questions of the Fund Manager and Board, as you would at a physical AGM.

To attend the AGM, please register in advance using the link below which you will need to copy and paste into a web browser, or you can access the link by visiting the Company's website at **www.hendersonhighincome.com**. You will then receive a dedicated invitation to join the webinar.

**[https://jhi.zoom.us/webinar/register/WN\\_I8zVe1VQgyTDPd6PLdB8w](https://jhi.zoom.us/webinar/register/WN_I8zVe1VQgyTDPd6PLdB8w)**

The Board is committed to holding physical meetings when restrictions are not in place and these can be held safely. However, in case of any further extraordinary crises such as the COVID-19 lockdown, the Company is putting a proposed amendment to the Company's Articles of Association to shareholders this year (please see resolution 16) to enable a combination of virtual and physical shareholder meetings to be held in the future, as necessary. This is simply to enable the Company to adapt to extreme circumstances where physical meetings are prohibited, as was the case in 2020. I would like to stress, however, that it will always be the Company's intention to hold face to face meetings with shareholders whenever possible as we value highly the opportunity this provides for engagement with our shareholders.

Due to technological restrictions, voting will be conducted on a poll among the directors, rather than on a show of hands, with the Chairman of the AGM holding the proxy votes. We therefore request all shareholders to submit their votes by proxy, ahead of the deadline of **Thursday 20 May 2021**, to ensure that their vote counts at the AGM, as there will be no live voting. If you hold your shares in a nominee account, such as through a share dealing service or platform, you will need to contact your provider and ask them to submit the proxy votes on your behalf. For further instructions on proxy voting please refer to the notes on pages 5 and 6.

The Notice of AGM can be found on pages 1 and 2. Further details of each of the resolutions to be proposed at the AGM are set out in the explanatory notes to the resolutions on pages 2 to 5. I also refer you to the Company's Annual Report and audited financial statements for the year ended 31 December 2020 which is being sent to shareholders with this document. If shareholders would like to submit any questions in advance of the AGM, they are welcome to send these to the Corporate Secretary at **ITSecretariat@janushenderson.com**.

The Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company's shareholders as a whole and therefore recommend unanimously to shareholders that they vote in favour of each of the resolutions, as the directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

**Margaret Littlejohns**

*Chairman*

31 March 2021

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK, or if not, from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in Henderson High Income Trust plc (the 'Company'), please pass this document but not the accompanying personalised Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold, transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

# Henderson High Income Trust plc

(an investment company within the meaning of Section 833 of the Companies Act 2006,  
incorporated in England and Wales with registered number 02422514)

## Notice of Annual General Meeting

Notice is hereby given that the thirty-second Annual General Meeting of Henderson High Income Trust plc will be held at 201 Bishopsgate, London EC2M 3AE on **Monday 24 May 2021 at 12.30pm** for the transaction of the following business:

### Ordinary Business

- 1 To receive the Annual Report and audited financial statements for the year ended 31 December 2020.
- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2020.
- 3 To re-appoint Richard Cranfield as a director of the Company.
- 4 To re-appoint Zoe King as a director of the Company.
- 5 To re-appoint Jeremy Rigg as a director of the Company.
- 6 To re-appoint Jonathan Silver as a director of the Company.
- 7 To appoint Penny Lovell as a director of the Company.
- 8 To re-appoint PricewaterhouseCoopers LLP as statutory auditor to the Company.
- 9 To authorise the directors to determine the statutory auditor's remuneration.

### Other Business

To consider, and if thought fit, pass the following resolutions:

#### as Ordinary Resolutions

- 10 THAT the shareholders approve an increase in the Company's overseas exposure from 20% of gross assets to 30% of gross assets.
- 11 THAT the shareholders approve the Company's dividend policy to continue to pay four quarterly interim dividends, which in the year under review have totalled 9.90p per ordinary share.
- 12 THAT in substitution for all existing authorities the directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) in the capital of the Company, up to an aggregate nominal amount of £642,981 (or such amount being equivalent to 10% of the Company's issued ordinary share capital, excluding treasury shares, at the date of the passing of this resolution) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2022, save that the directors may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

#### as Special Resolutions

- 13 THAT, in substitution for all existing authorities and subject to the passing of resolution 12, the directors be and are hereby empowered pursuant to Sections 570 and 573 of the Act (the 'Act') to allot ordinary shares for cash pursuant to the authority conferred by resolution 12 above and to sell ordinary shares from treasury for cash as if Section 561(1) of the Act did not apply to the allotment or sale, provided that this authority shall be limited:
  - (a) to the allotment or sale of equity securities whether by way of a rights issue, open offer or otherwise to ordinary shareholders and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary shareholders and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or are otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or local or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever;
  - (b) to the allotment or sale (otherwise than pursuant to subparagraph (a) above) of equity securities up to a maximum aggregate nominal value of £642,981 (or such amount being equivalent to 10% of the Company's issued ordinary share capital at the date of the passing of this resolution); and
  - (c) to the allotment or sale of equity securities at a price not less than the net asset value per share;
 

and shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2022, save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
- 14 THAT in substitution for all existing authorities the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 (4) of the Act) of ordinary shares of 5p each in issue in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
  - (a) the maximum number of ordinary shares which may be purchased is 14.99% of the Company's issued ordinary share capital at the date of the passing of this resolution (equivalent to 19,276,582 ordinary shares at the date of this Notice);
  - (b) the maximum price (exclusive of expenses) which may be

# Notice of Annual General Meeting

continued

- paid for an ordinary share shall not exceed the higher of:
- i) 5% above the average market price of the equity shares for the five business days prior to the day the purchase is made; and
  - ii) the amount being the higher price of the last independent trade and the highest current independent bid on the London Stock Exchange for a share in the Company
- (c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 5p, being the nominal value per share;
- (d) the authority hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM of the Company in 2022 (unless such authority is previously renewed, varied or revoked by the Company in general meeting);
- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract; and
- (f) any ordinary shares so purchased shall be cancelled or, if the directors so determine, be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.
- 15 THAT a General Meeting other than an AGM may be called on not less than 14 clear days' notice. Such authority to expire at the conclusion of the AGM in 2022.
- 16 THAT the Articles of Association produced to the meeting and signed by the Chairman of the Meeting for the purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association with effect from the conclusion of the meeting.

By order of the Board

Henderson Secretarial Services Limited  
Corporate Secretary  
31 March 2021

Registered Office:  
201 Bishopsgate, London EC2M 3AE

## Explanations of the Resolutions

The information set out below is an explanation of the business to be considered at the 2021 AGM.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 16 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### Ordinary Business

#### Resolution 1: Company's Annual Report and audited financial statements (ordinary resolution)

The directors are required to lay before the Meeting the Annual Report and audited financial statements in respect of the financial year ended 31 December 2020. Shareholders can submit any questions on the Annual Report ahead of the Meeting by contacting the Corporate Secretary on 020 7818 2345 or emailing [ITSecretariat@janushenderson.com](mailto:ITSecretariat@janushenderson.com).

Shareholders are invited to receive the Annual Report and audited financial statements.

#### Resolution 2: Approval of the Directors' Remuneration Report (ordinary resolution)

In accordance with The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 ('Regulations') shareholders are asked to approve the Directors' Remuneration Report for the year ended 31 December 2020 which is set out on pages 51 to 53 of the Annual Report. This vote is advisory and does not affect the remuneration payable to any individual director however the Board will take feedback from shareholders regarding remuneration and incorporate this into any future remuneration discussions.

#### Resolutions 3 to 7: Re-appointment and appointment of directors (ordinary resolutions)

**Resolution 3** relates to the re-appointment of Richard Cranfield as a director of the Company. Richard was appointed to the Board on 1 March 2020.

**Background:** Richard has been with Allen & Overy LLP since he joined them from university in 1978. In 2000, Richard was appointed Global Head of Corporate and in 2010 took a step back from management to focus on client relationships. In June 2019, Richard was appointed to the board of IntegraFin Holdings plc and became Chair in October 2019. IntegraFin Holdings plc is a FTSE 250 company, the ultimate owner of the investment platform provider Transact.

**Skills and experience:** Richard has spent 40 years at the highest levels of legal practice. He has extensive understanding of corporate governance and understands financial institutions from his career at Allen & Overy LLP and as the Chair of IntegraFin Holdings plc. This has also given him a good understanding of the workings of investment platforms which the board believes is important as more of the Company's shareholders choose to hold their shares through platforms.

**External appointments:** Richard is a Partner in law firm Allen & Overy LLP, where he is Global Chairman of the Corporate Practice and Co-Head of its Financial Institutions Group. He is also Chair of IntegraFin Holdings plc.

**Resolution 4** relates to the re-appointment of Zoe King as a director of the Company. Zoe was appointed to the Board on 1 April 2016 and became the Senior Independent Director on 23 June 2020. Zoe is also Chairman of the Nominations & Remuneration Committee.

**Background:** Zoe was formerly Vice President at Merrill Lynch Mercury Asset Management and a Fund Manager at Foreign & Colonial Investment Management. She graduated from Oxford University in 1994.

**Skills and experience:** Zoe is an experienced investment professional and a director of Smith & Williamson Investment Management Limited,

# Explanations of the Resolutions

continued

which ensures that her fund management skills and knowledge remain up to date. Zoe utilises her fund management background to bring an objective view to the Manager's investment strategy and to challenge the Manager on investment decisions, while her years of experience in looking after the capital of individuals bring a shareholder's perspective to board discussions.

**External appointments:** Zoe is a director of Smith & Williamson Investment Management Limited, specialising in the management of private client portfolios. She is also a member of the Trinity College Oxford Investment Committee, the Carvetian Capital Fund Investment Committee and the Stramongate S.A Shareholder Advisory Committee.

**Resolution 5** relates to the re-appointment of Jeremy Rigg as a director of the Company. Jeremy was appointed to the Board on 1 April 2018. Jeremy will become Chairman of the Board, the Management Engagement Committee and the Insider Committee at the conclusion of the Meeting.

**Background:** Jeremy is an independent investment consultant. He was a Director of Schroder Investment Management (UK) Ltd and a Senior Investment Manager at Investec Asset Management Limited. In 2004, he was a Founding Partner of Origin Asset Management LLP, a boutique equity investment manager which grew successfully and was acquired by Principal Global Investors Limited in 2011. Jeremy graduated from St Andrews University in 1989.

**Skills and experience:** Jeremy provides an objective and broad view to board discussions and challenges the Manager on investment decisions. His role as an independent investment consultant means he stays up to date on industry trends and knowledge. Jeremy has over 25 years' experience in the investment management industry and has proven himself as a key member of the board. He was therefore chosen to become the Company's next Chairman at the conclusion of the 2021 AGM when the existing Chairman retires.

**External appointments:** Jeremy is a Director of Moorland Green Properties Limited.

**Resolution 6** relates to the re-appointment of Jonathan Silver as a director of the Company. Jonathan was appointed to the Board on 2 January 2019 and subsequently became Chairman of the Audit & Risk Committee on 8 May 2019.

**Background:** Jonathan is a member of the Institute of Chartered Accountants of Scotland. He has held various senior financial positions throughout his career, including 21 years as Chief Financial Officer on the main Board of Laird plc from 1994 until 2015.

**Skills and experience:** Jonathan is a qualified accountant and therefore brings financial and accounting skills and experience to the board. He is an experienced non-executive director and in particular brings previous investment trust experience and leadership skills to the board from his roles as Chief Financial Officer of Laird plc, and as Audit Committee Chairman of Spirent Communications plc and Invesco Income and Growth Trust plc. Jonathan has recent and relevant financial experience, a principal requirement for the composition of an Audit Committee under the UK Corporate Governance Code. The board also believes this experience is fundamental to an effective board. The board specifically wanted to recruit a non-executive director with this level and breadth of experience at the time of Jonathan's appointment to ensure that there was a sensible balance of experienced directors on the board.

**External appointments:** Jonathan is a non-executive director and Chairman of the Audit Committee of Spirent Communications plc, a position he has held since 2015. He is also the Chairman of the Audit Committee at Invesco Income and Growth Trust plc, having been appointed in 2007. Since 2017 Jonathan has been a non-executive director of East and North Hertfordshire NHS Trust.

The board has reviewed the performance and commitment of the directors standing for re-appointment and considers that each of the directors should continue in office as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company. Furthermore, the board is satisfied that, having considered each directors' experience and the nature of, and anticipated demands on his or her time by virtue of their other business commitments, that each director is able to commit the time required to fulfil his or her responsibilities as a director of the Company.

**Resolution 7** relates to the appointment of Penny Lovell as a director of the Company. Penny was appointed to the Board on 1 January 2021. In accordance with the Company's Articles of Association, Penny will offer herself for appointment by the shareholders at the Meeting.

**Background:** Penny was previously Head of Marketing, Sales and Distribution at Close Brothers Asset Management and has held various senior positions in the private wealth and asset management sectors.

**Skills and experience:** Penny has extensive experience in investment management and financial planning, including succession planning, family governance, philanthropy and next generation advice. Given the increasing number of retail investors on the Company's share register the board recognised the importance of seeking potential candidates with experience of retail investors, with a background in product development and/or platform distribution and Penny's experience fulfils this requirement.

**External appointments:** Penny is the CEO of Sanlam Private Wealth. In addition to her executive role, she is a trustee of Pennies the Digital Moneybox and Prism, the Gift Fund.

The board are pleased to recommend her appointment to shareholders. Her skills and experience will be of great benefit to shareholders, and the Company's long-term sustainable success.

Biographical details for the directors are shown on pages 38 and 39 of the Annual Report.

## **Resolutions 8 and 9: Re-appointment and remuneration of the statutory auditor** (ordinary resolutions)

In accordance with Sections 489 and 492 of the Act Shareholders are required to approve the appointment of the Company's auditor each year and to give authority to the directors to determine their remuneration. Pricewaterhousecoopers LLP ('PwC') were appointed as the auditor at the 2020 AGM in respect of the year ended 31 December 2020. Following satisfactory performance, the Company is recommending the re-appointment of PwC in respect of the year ending 31 December 2021 and seeking authority for the directors to determine their remuneration.

## **Other Business**

### **Resolution 10: Increase in the Company's overseas exposure to 30% of gross assets**

Resolution 10 seeks authority to approve an increase in the limit upon overseas holdings in the portfolio from 20% to 30% of gross assets. Doing so would provide the Fund Manager with additional flexibility to invest from time to time in overseas opportunities that may not be available in the UK market. The Company's ability to invest a small portion of its portfolio in bonds and equities in developed markets abroad proved beneficial in 2020. It further diversified the portfolio and preserved income by accessing reliable dividend payers beyond the concentrated UK market. The Fund Manager will continue to conduct his own due diligence on potential overseas investments ably supported by the wider team of specialist investment managers within Janus Henderson. Regardless of this proposed increase in overseas exposure, the portfolio will remain predominantly invested in the UK equity market.

# Explanations of the Resolutions

continued

## **Resolution 11: Approval of dividend policy** (ordinary resolution)

The directors seek approval of the Company's dividend policy to continue to pay four quarterly interim dividends each year. In the year ended 31 December 2020 these four quarterly dividends totalled 9.90p per ordinary share.

## **Resolution 12: Authority to allot shares** (ordinary resolution)

At the Company's last AGM which was held on 23 June 2020, the directors were granted authority to issue 12,859,627 new ordinary shares. No shares have been allotted under this authority and this authority will expire at the forthcoming AGM. Accordingly, an ordinary resolution to renew this authority will be proposed at the forthcoming AGM, which will allow the directors to allot shares up to a maximum of 10% of the issued share capital, excluding treasury shares, which at the date of publication of this notice was 12,859,627 shares (aggregate nominal value of £642,981).

The resolution is set out in full in this notice on page 1. If renewed, the authority shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2022 unless such authority is renewed before that expiry.

## **Resolution 13: Power to disapply pre-emption rights**

(special resolution)

At the Company's last AGM which was held on 23 June 2020, the directors were given authority to allot or sell up to 12,859,627 shares without first having to offer these to existing shareholders in accordance with statutory pre-emption procedures. No new shares have been issued under this authority.

Resolution 13 therefore proposes to renew the directors' annual authority to allot or sell ordinary shares in the capital of the Company, for cash or from treasury, pursuant to resolution 12, up to a maximum of 12,859,627 shares, (aggregate nominal value of £642,981 or such amount being 10% of the Company's issued ordinary share capital, excluding treasury shares, as at the date of the passing of this resolution), without first having to offer these shares to existing shareholders. If renewed, the power shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2022 unless such authority is renewed before that expiry.

The directors do not intend to allot or sell shares pursuant to resolutions 12 and 13 other than to take advantage of opportunities in the market as they arise and only if they believe it to be advantageous to the Company's existing shareholders to do so, and when it would not result in any dilution of net asset value per ordinary share (i.e. shares will only be issued at a premium to net asset value).

## **Resolution 14: Repurchase of the Company's ordinary shares**

(special resolution)

At the Company's last AGM which was held on 23 June 2020, the directors were granted authority to repurchase 19,276,582 ordinary shares. The directors have not used this authority and therefore at the date of this notice the directors have remaining authority to repurchase 19,276,582 shares.

Resolution 14 seeks to renew the Company's authority to repurchase shares. The authority under this resolution is limited to the purchase of a maximum of 14.99% of the ordinary shares in issue at the date of the passing of this resolution, provided that there is no change to the issued share capital between the date of publication of this notice and the AGM. The maximum number of shares that the directors will be able to buyback will be 19,276,582.

In accordance with the Listing Rules of the Financial Conduct Authority ('FCA'), the maximum price which may be paid for an ordinary share is the higher of:

- (a) 5% above the average market price of the equity shares taken from the London Stock Exchange Daily Official List for the five business

days immediately preceding the day on which the purchase is made; and

- (b) the amount being the higher price of the last independent trade and the highest current independent bid on the London Stock Exchange for a share in the Company.

Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company. The Company may cancel or hold in treasury any shares bought back under this authority.

Whilst no shares have been bought back under the existing authority, the directors believe that, from time to time and subject to market conditions, it will continue to be in the shareholders' interests to buyback the Company's shares when they are trading at a discount to the underlying net asset value per ordinary share. The authority being sought provides an additional source of potential demand for the Company's shares.

The Company may utilise the authority to purchase shares by either a single purchase or a series of purchases when market conditions allow, with the aim of maximising the benefit to shareholders. This proposal does not indicate that the Company will purchase shares at any particular time or price, nor imply any opinion on the part of the directors as to the market or other value of the Company's shares.

This authority will expire at the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the 2022 AGM unless such authority is renewed before expiry. It is the present intention of the directors to seek a similar authority annually.

## **Resolution 15: Notice of general meetings** (special resolution)

Changes made to the Act by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 clear days' unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. At the Company's last AGM which was held on 23 June 2020, the directors were given such approval from shareholders. In order to preserve this ability, resolution 15 seeks reapproval from shareholders. The approval will be effective until the AGM in 2022 (unless such authority is renewed before that expiry) when it is intended that a similar resolution will be proposed.

## **Resolution 16: Adopt New Articles of Association** (special resolution)

The Board is proposing to amend the Articles of Association ('Articles'). Set out below is a summary of the principal amendments which will be made to the Company's existing Articles through the adoption of the new Articles, if resolution 16 is approved by shareholders.

### **Hybrid/virtual-only shareholder meetings**

The new Articles permit the Company to hold shareholder meetings on a virtual basis, whereby shareholders are not required to attend the meeting in person at a physical location but may instead attend and participate using electronic means. A shareholder meeting may be virtual-only if attendees participate only by way of electronic means or may be held on a hybrid basis whereby some attendees attend in person at a physical location and others attend remotely using electronic means. This should make it easier for the Company's shareholders to attend shareholder meetings if the board elects to conduct meetings using electronic means. Amendments have been made throughout the new Articles to facilitate the holding of hybrid or virtual-only shareholder meetings.

While the new Articles (if adopted) would permit shareholder meetings to be conducted using electronic means, the directors have no present intention of holding a virtual-only meeting. It is the Board's intention that these new powers would only be used in exceptional circumstances where it is impractical to hold a shareholder meeting which

# Explanations of the Resolutions

continued

shareholders are able to attend in person (for example, if physical or hybrid meetings were prohibited or not possible due to government and regulatory restrictions on public gatherings). Nothing in the new Articles will prevent the Company from holding physical shareholder meetings.

## International tax regimes requiring the exchange of information

The Hiring Incentives to Restore Employment Act 2010 of the United States of America (commonly known as the Foreign Account Tax Compliance Act) and all associated regulations and official guidance ('FATCA') imposes a system of information reporting on certain entities including foreign financial institutions such as the Company following the enactment of the UK International Tax Compliance (United States of America) Regulations 2013 on 1 September 2013 (as replaced by the International Tax Compliance Regulations 2015 (the 'Regulations')).

It is proposed that the existing Articles will be amended to provide the Company with the ability to require shareholders to co-operate with it so that the Company is able to comply with its obligations under the Regulations in order to avoid being deemed to be a 'Nonparticipating Financial Institution' for the purposes of FATCA (and consequently having to pay withholding tax to the US Internal Revenue Service). The existing Articles will also be amended to ensure that the Company will not be liable for any monies that become subject to a deduction or withholding relating to FATCA, as such liability would be to the detriment of shareholders as a whole.

The Regulations also include the automatic exchange of information

regimes brought in by the tax regulation under the OECD (Organisation for Economic Co-operation and Development) Common Reporting Standard for Automatic Exchange of Financial Account Information (the 'Common Reporting Standard') which requires investment trust companies to provide personal information to HMRC on certain investors who purchase shares in investment trusts. As a result, the Company will have to provide information annually to the local tax authority on the tax residency of a number of non-UK based certified shareholders and corporate entities.

Therefore, the existing Articles will also be amended in order to provide the Company with the ability to require shareholders to co-operate in respect of these broader obligations including its obligations under the Common Reporting Standard and FATCA.

## Minor amendment

The Board is also taking the opportunity to make an additional minor technical amendment to the existing Articles by dispensing with the need for the Company to use newspaper adverts to trace members in the event the Board wished to postpone a general meeting. This change reflects modern best practice and is intended to relieve certain administrative burdens on the Company.

# Notes to the Notice of Annual General Meeting

## 1. Voting record date

Only members registered in the Register of Members of the Company at 12.30pm on Thursday 20 May 2021 shall be entitled to attend, speak 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 12.30pm on Thursday 20 May 2021 shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

If the AGM is adjourned for no more than 48 hours after the original time, the same voting record date will also apply for the purpose of determining the entitlement of members to attend, speak and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the AGM is adjourned for more than 48 hours then the voting record date will be close of business on the day which is two days (excluding non-working days) before the day of the adjourned meeting or, if the Company gives notice of the adjourned meeting, at any time specified in that notice.

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

## 2. Rights to attend and vote

Subject to note 1, all of the Company's members are entitled to attend and vote at the forthcoming AGM or at any adjournment(s) thereof. On a poll each member has one vote for each share held.

**At the date of this notice, there remain in place UK Government restrictions on gatherings as a result of the COVID-19 pandemic. Given these ongoing restrictions and the required social distancing measures, the Company's AGM will take place as a closed but broadcast meeting. The only attendees who will be permitted**

**entry to the physical Meeting will be those who will need to be present to form the quorum as set out in the Company's Articles of Association to allow the business to be conducted. Other shareholders, corporate representatives and proxies will not be able to attend the physical AGM. The voting will be conducted on a poll rather than a show of hands.**

## 3. Right to appoint proxies

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

A Form of Proxy is enclosed. **Given shareholders will not be able to attend the Meeting in person, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to vote on their behalf on this occasion.**

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which the Chairman is given discretion and any voting rights in respect of the Chairman's own shares) is such that the Chairman will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the FCA, the Chairman will make the necessary notifications to the Company and to the FCA. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and to the FCA. However, any member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

# Notes to the Notice of Annual General Meeting

continued

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

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

The statement of rights of shareholders in relation to the appointment of proxies in this paragraph does not apply to nominated persons.

#### 4. Proxies' rights to vote at the Meeting

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

#### 5. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Act provided they do not do so in relation to the same shares.

#### 6. Receipt and termination of proxies

To be valid the enclosed Form of Proxy must be received by the Company's Registrars (Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY) before 12.30pm on Thursday 20 May 2021.

A member may terminate a proxy's authority at any time before the commencement of the Meeting. Termination must be provided in writing and submitted to the Company's Registrar.

As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For security purposes, you will be asked to enter the control number, your shareholder reference number ('SRN') and personal identification number ('PIN') to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the Form of Proxy. To be valid proxies must be received no later than 12.30pm on Thursday 20 May 2021 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

In accordance with the Company's Articles of Association, in determining the deadline for receipt of proxies, no account shall be taken of any part of a day that is not a working day.

#### 7. Communication with the Company

Members may not use any electronic address provided either in the notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

#### 8. Electronic receipt of proxies

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number 3RA50) no later than the deadline specified in note 6. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in

the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Instructions on how to vote through CREST can be found on the website [www.euroclear.com](http://www.euroclear.com).

#### 9. Questions at the Annual General Meeting

Shareholders can submit questions to the Board in advance of the meeting by email to [ITSecretariat@janushenderson.com](mailto:ITSecretariat@janushenderson.com) by no later than Friday 21 May 2021. Section 319A of the Act requires the directors to answer any question raised at the AGM which relates to the business of the Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the proceedings of the Meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the best interests of the Company or the good order of the Meeting that the question be answered.

#### 10. Website

Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the Meeting; or
- (b) any circumstances connected with an Auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the Meeting.

The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

A copy of the Notice of the Meeting, including these explanatory notes and other information required by Section 311A of the Act, is included on the Company's website, [www.hendersonhighincome.com](http://www.hendersonhighincome.com).

#### 11. Documents available for inspection

In normal circumstances, copies of the director's letters of appointment (no director has a contract of service with the Company) and the proposed new Articles of Association may be inspected at the registered office of the Company during normal business hours on any day (Saturdays, Sundays and public holidays excepted) and would be available at the AGM for 15 minutes prior to the commencement of the Meeting until its conclusion. The registered office is currently closed as a result of the COVID-19 pandemic. Any shareholders wishing to inspect the letters of appointment are requested to contact the Corporate Secretary at [ITSecretariat@janushenderson.com](mailto:ITSecretariat@janushenderson.com).

A copy of the proposed new Articles of Association of the Company, together with a copy showing all of the proposed changes to the existing Articles of Association, will be available for inspection on the Company's website, [www.hendersonhighincome.com](http://www.hendersonhighincome.com), and/or may be obtained from the Corporate Secretary, from the date of this notice until the close of the AGM.

#### 12. Total voting rights

As at 31 March 2021 (being the date of the publication of this notice) the total number of shares in the Company in issue is 128,596,278. The total number of voting rights on that date is therefore also 128,596,278.