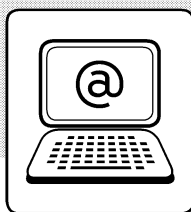




MR A SAMPLE  
 < DESIGNATION >  
 SAMPLE STREET  
 SAMPLE TOWN  
 SAMPLE CITY  
 SAMPLE COUNTY  
 AA11 1AA



## Form of Proxy - Annual General Meeting to be held on 24 May 2021



**Cast your Proxy online...It's fast, easy and secure!**

[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

Control Number:

SRN: C0000000000 PIN: 1245

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

View the Annual Report online: [www.hendersonhighincome.com](http://www.hendersonhighincome.com)

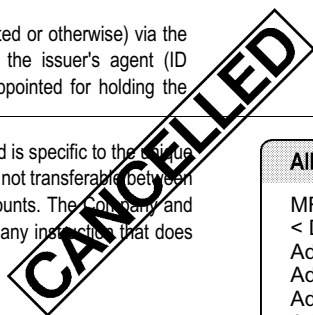
Register to access the AGM electronically - [https://jhi.zoom.us/webinar/register/WN\\_l8zVeI1VQgyTDPd6PLdB8w](https://jhi.zoom.us/webinar/register/WN_l8zVeI1VQgyTDPd6PLdB8w)

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 20 May 2021 at 12.30 pm.**

### Explanatory Notes:

- In view of the ongoing restrictions on public gatherings, we invite our shareholders to attend the AGM via a Zoom webinar, with details for joining in the Notice of AGM and on the Company's website at [www.hendersonhighincome.com](http://www.hendersonhighincome.com). We urge shareholders to submit proxy forms 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 only the directors in the quorum, and the Chairman will hold the proxy votes. Your Fund Manager will present his review of the year and thoughts on the future during the webinar, and answer your questions, as will your Board.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1039 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



#### All Named Holders

MR A SAMPLE  
 < Designation >  
 Additional Holder 1  
 Additional Holder 2  
 Additional Holder 3  
 Additional Holder 4

# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman of the Meeting. Please leave this box blank if you want to select the Chairman of the Meeting. Do not insert your own name(s).



|                             |   |
|-----------------------------|---|
| The Chairman of the Meeting | * |
|-----------------------------|---|

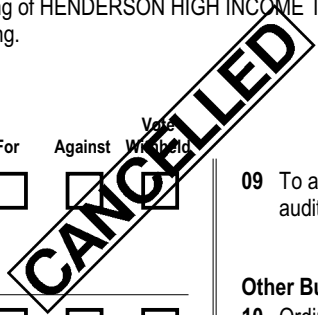
C000000000

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of HENDERSON HIGH INCOME TRUST PLC to be held at **201 Bishopsgate, London EC2M 3AE** on **24 May 2021** at **12.30 pm**, and at any adjourned meeting.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

## Ordinary Business

- |  | For                      | Against                  | Vote Withheld            |
|--|--------------------------|--------------------------|--------------------------|
| <b>01</b> To receive the Annual Report and financial statements for the year ended 31 December 2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>02</b> To approve the Directors' Remuneration Report for the year ended 31 December 2020.         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>03</b> To re-appoint Richard Cranfield as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>04</b> To re-appoint Zoe King as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>05</b> To re-appoint Jeremy Rigg as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>06</b> To re-appoint Jonathan Silver as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>07</b> To appoint Penny Lovell as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>08</b> To re-appoint PriceWaterhouseCoopers LLP as the auditors of the Company.                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| <b>09</b> To authorise the directors to determine the auditors' remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Other Business

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| <b>10.</b> Ordinary Resolution- To approve an increase in the Company's overseas exposure to 30% of gross assets.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>11.</b> Ordinary Resolution - To approve the dividend policy to pay four quarterly interim dividends.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>12.</b> Ordinary Resolution - To authorise the directors to allot relevant securities (10%).   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>13.</b> Special Resolution - To disapply pre-emption rights.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>14.</b> Special Resolution - To authorise the Company to make market purchases of its own ordinary shares (14.99%) for cancellation or to be held in Treasury. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>15.</b> Special Resolution - To enable a General Meeting other than an Annual General Meeting to be called on not less than 14 days' notice.                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>16.</b> Special Resolution - To adopt new Articles of Association.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

Date



\_\_\_\_ / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

