

# HENDERSON HIGH INCOME TRUST PLC

## Role of the Senior Independent Director

### Shareholders

- Be available to shareholders if they have concerns relating to matters which contact through the usual channels has failed to resolve, or for which such contact is inappropriate.
- Maintain contact as required with major shareholders to understand their issues and concerns, including attending meetings where necessary with shareholders to listen to their views.
- Support the Chair in ensuring the Board is aware of the views of major shareholders.

### Evaluation of the Chairman

- Liaise with the non-executive directors without the Chair present, at least annually, to consider the performance of the Chair and communicate the results of the evaluation to the Chair.

### Governance

- Lead the Nominations and Remuneration Committee in succession planning and the identification of potential candidates having regard to the skills, experience and diversity which the Board requires to be effective
- Conduct 'exit' interviews for non-executive directors when they leave the Board and feedback to the Board as appropriate
- Act as an intermediary for non-executive directors for any concerns regarding the Chairman and/or the relationship between the Chairman and the Manager.
- Approve dealing and other appointment requests from the Chairman and for other directors in his/her absence.