

**HENDERSON INTERNATIONAL INCOME TRUST PLC**  
**Annual General Meeting – Tuesday, 8 December 2020**

**Poll Results**

Resolutions		Votes For (including at Chairman's Discretion)	%	Votes Against	%	Total Votes Cast	Total Votes Cast (excluding Votes Withheld) as a % of Total Voting Rights	Votes Withheld
1	Annual report and audited financial statements	64,463,887	99.99	6,078	0.01	64,469,965	32.90	30,865
2	Directors' remuneration report	64,062,471	99.58	273,393	0.42	64,335,864	32.83	164,965
3	Directors' remuneration policy	64,049,793	99.57	273,896	0.43	64,323,689	32.82	177,141
4	Re-appointment of Simon Jeffreys as a director	59,876,579	93.16	4,396,672	6.84	64,273,251	32.80	227,578
5	Re-appointment of Richard Hills as a director	64,172,970	99.84	100,463	0.16	64,273,433	32.80	227,397
6	Re-appointment of Aidan Lisser as a director	64,206,413	99.87	82,307	0.13	64,288,720	32.80	212,110
7	Appointment of Lucy Walker as a director	64,123,585	99.86	87,544	0.14	64,211,129	32.76	289,701
8	Appointment of BDO LLP as statutory auditors to the Company	64,322,009	99.89	70,493	0.11	64,392,502	32.86	108,328
9	Directors to determine the auditors' remuneration	64,370,535	99.91	58,730	0.09	64,429,265	32.88	71,565
10	That the Company continue as an investment trust	64,443,493	99.96	26,472	0.04	64,469,965	32.90	30,865
11	Approval of the dividend payment policy	64,434,946	99.97	20,646	0.03	64,455,592	32.89	45,238
12	Authority to allot ordinary shares	64,333,376	99.93	47,067	0.07	64,380,443	32.85	120,387
13	Authority to dis-apply pre-emption rights on allotment or sale of ordinary shares *	63,940,308	99.58	267,320	0.42	64,207,628	32.76	293,202
14	Authority to make market repurchases of ordinary shares *	64,354,974	99.89	73,154	0.11	64,428,128	32.88	72,701
15	Authority to call a general meeting 14 clear days' notice *	64,231,698	99.73	174,562	0.27	64,406,260	32.86	94,570
16	Adoption of new articles of association *	60,084,776	93.70	4,040,596	6.30	64,125,372	32.72	375,457

\* Special resolution

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## **Calculation of Voting Rights**

For the purposes of section 341 of the Companies Act 2006, the votes validly cast are expressed in the table above as a percentage of the Company's total voting rights as at the close of business on 4 December 2020 (195,978,716), being the time at which a shareholder had to be registered in the register of members in order to vote at the Annual General Meeting. Each vote represents one ordinary share of 1p each.

A vote "withheld" is not a vote in law and has not been counted as a vote "for" or "against" a resolution.