

Henderson International Income Trust plc
Notice of the 2020 Annual General Meeting

Letter from the Chairman

Dear Shareholder,

Notice of annual general meeting

The Company's annual general meeting ("AGM" or "meeting") will take place at 2.30pm on Tuesday, 8 December 2020. The notice of meeting can be found on pages 3 and 4 of this document. An explanation of each of the resolutions to be proposed at the meeting is set out on pages 4 to 6. I also refer you to the Company's annual report for the year ended 31 August 2020 ("the annual report"), which is being sent with this document.

At the date of this notice, there remain in place UK Government restrictions on larger 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 meeting". The only attendees who will be permitted entry to the 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 AGM. We will update shareholders in the event that alternative arrangements prove to be necessary.

This year's voting on the resolutions will therefore be conducted on a poll rather than a show of hands. The board strongly encourages all shareholders to submit their forms of proxy to ensure their vote counts at the AGM. Further instructions on proxy voting can be found on pages 7 and 8 of this notice of meeting. **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.**

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.

I encourage shareholders to submit any questions they may have in relation to the 2020 annual report or the resolutions being proposed at the AGM, in advance, by contacting the Company Secretary at ITSecretariat@janushenderson.com. Questions received will be forwarded to the board and/or the fund manager and responses will be made available on the Company's website.

A presentation on the results for the year by Ben Lofthouse, our fund manager, will be available to watch on the Company's website, www.hendersoninternationalincometrust.com, from the day of the AGM.

The board considers that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. The board therefore recommends 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.

I do hope that you will vote by completing and returning your form of proxy.

Yours faithfully,

Simon Jeffreys
Chairman

28 October 2020

Registered Office:
201 Bishopsgate
London
EC2M 3AE

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 independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the UK, or, if not, another appropriately authorised independent financial adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in Henderson International Income Trust plc ("the Company"), please pass this document but not the accompanying personalised form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee. If you have sold or 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 International 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 7549407)

Notice of annual general meeting

Notice is hereby given that the annual general meeting of Henderson International Income Trust plc (the "Company") will be held on **Tuesday, 8 December 2020 at 2:30 pm**, to consider and, if thought fit, pass the following resolutions:

Ordinary Business

- 1 To receive the annual report for the year ended 31 August 2020.
- 2 To approve the directors' remuneration report for the year ended 31 August 2020.
- 3 To approve the directors' remuneration policy.
- 4 To re-appoint Simon Jeffreys as a director of the Company.
- 5 To re-appoint Richard Hills as a director of the Company.
- 6 To re-appoint Aidan Lisser as a director of the Company.
- 7 To appoint Lucy Walker as a director of the Company.
- 8 To appoint BDO LLP as statutory auditor to the Company.
- 9 To authorise the directors to determine the statutory auditors' remuneration.
- 10 THAT the Company should continue as an investment trust for a further three year period.

Other Business

To consider and, if thought fit, pass the following resolutions of which resolutions 11 and 12 will be proposed as ordinary resolutions and resolutions 13 to 16 will be proposed as special resolutions.

- 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 6.0p per ordinary share.
- 12 THAT, in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares of 1p each in the capital of the Company ("ordinary shares") and to grant rights to subscribe for, or to convert any security into, ordinary shares up to an aggregate nominal amount of £195,978 (or such other amount as shall be equivalent to 10% of the issued share capital at the date of passing of the resolution, excluding treasury shares) 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 annual general meeting of the Company in 2021, but that the directors may make an offer

or agreement which would or might require ordinary shares to be allotted or rights to be granted after expiry of this authority and the directors may allot ordinary shares and grant rights in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

- 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 section 570 and 573 of 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 to the allotment or sale of ordinary shares:
 - a) up to an aggregate nominal amount of £195,978 (or such other amount as shall be equivalent to 10% of the issued share capital at the date of passing of the resolution); and
 - b) at a price of not less than the net asset value per ordinary share; and

shall expire at the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company in 2021 (unless previously renewed, varied or revoked, by the Company in general meeting), save that the directors may before such expiry make an offer or agreement which would or may require ordinary shares to be allotted or sold from treasury after the expiry of this authority and the directors may allot ordinary shares or sell ordinary shares from treasury pursuant to any such offer or agreement as if this authority had not expired.

- 14 THAT, in substitution for all existing authorities, the Company be and is hereby 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 1p each 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 aggregate number of ordinary shares hereby authorised to be purchased is 14.99% of the Company's issued ordinary share capital at the date of passing of this resolution (equivalent to 29,377,209 ordinary shares as at 27 October 2020, being the last practicable date prior to publication of this notice) excluding shares held in treasury;
 - b) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 1p being the nominal value per share;
 - c) 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) 105% of the average middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quote for: (1) the last independent trade of, and (2) the highest current independent bid for any number of the ordinary shares on the London Stock Exchange.
- d) the authority hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company in 2021 (unless 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 prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to such contract; and
- f) any ordinary share so purchased shall be:
- (i) cancelled immediately upon completion of the purchase; or
 - (ii) 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 annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the annual general meeting of the Company in 2021.
- 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.

By order of the board

Henderson Secretarial Services Limited
Corporate Secretary
28 October 2020

Registered Office:
201 Bishopsgate
London EC2M 3AE

Explanation of the resolutions

The information set out below is an explanation of the business to be considered at the annual general meeting ("AGM") which will be held on Tuesday, 8 December 2020 at 2:30pm.

Resolutions 1 to 12 are proposed as ordinary resolutions, which, to be passed, require more than half of the votes cast to be in favour of the resolution. Resolutions 13 to 16 are proposed as special resolutions, which, to be passed, require at least three-quarters of the votes cast to be in favour of the resolution.

Resolution 1 – Company's annual report (ordinary resolution)

The first item of business concerns the annual report. The directors are required to lay before the meeting the annual report and financial statements of the Company for the year ended 31 August 2020, including the strategic report, directors' report, the independent auditor's report on the financial statements and the directors' remuneration report. The shareholders are asked to receive the annual report.

Resolutions 2 and 3 – directors' remuneration report and remuneration policy (ordinary resolutions)

Shareholders are requested to approve the directors' remuneration report for the year ended 31 August 2020, which is set out on pages 44 to 46 of the annual report. The 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.

In accordance with legislation in relation to remuneration, shareholders are required to approve the Company's directors' remuneration policy every three years. The policy was last approved by shareholders in 2017. Shareholders are asked to approve the policy as set out in the directors' remuneration report. The vote to approve the remuneration policy is binding.

Resolutions 4 to 7 – re-appointment of directors (ordinary resolutions)

All the directors will offer themselves for re-appointment at the annual general meeting in line with the UK Corporate Governance Code provisions. Resolutions 4 to 7 are to seek the re-election of Simon Jeffreys, Richard Hills and Aidan Lissner and the election of Lucy Walker respectively.

Simon is chairman of Aon UK Limited, a director and chair of the audit committees of St James's Place plc, SimCorp A/S

Explanation of the resolutions

continued

and Templeton Emerging Markets Trust plc. He is also chair of the audit and risk committee of the Crown Prosecution Service. Simon was chief operating officer of the Wellcome Trust where he was responsible for a wide range of business services including finance, legal, human resources, information technology and operations. He was previously chief administrative officer for Fidelity International. For most of his professional life he was a partner in PricewaterhouseCoopers, where he was the global leader of the firm's investment management and real estate practice.

Richard's career has been in the investment management industry where he has held senior executive positions at two major houses. More recently he has been a non-executive director of a number of investment companies, both listed and private. He is currently Chairman of Strategic Equity Capital plc and a director of EQT Services (UK) Limited.

Aidan is Head of Strategy at Investec Wealth & Investment Limited, where he was previously chief marketing officer until June 2017. He has broad senior level brand and marketing experience across consumer products, banking, asset management and wealth, having been chief marketing officer at Allianz Global Investors and head of group brand at Standard Chartered Bank plc. From 1983 until 2005 he held various positions at Unilever, including four years based in China and three years in Thailand. Latterly he was senior vice president of the Global Household Products category. He is also a non-executive director of JP Morgan Emerging Markets Investment Trust plc and a Marketing Ambassador for the Association of Investment Companies. He was previously a non-executive director of Henderson Global Trust plc.

Lucy is a director of Aurora Investment Trust, an independent member of the audit & risk committee for SportsAid, and a trustee of KEEN London. Lucy has spent her career in the investment management industry, most recently as a fund manager and Head of Third Party Funds at Sarasin & Partners LLP, and before that at HSBC Global Asset Management. At Sarasin, Lucy managed the team responsible for researching over £1.2 billion of assets under management, as well as a range of funds, and the model portfolio service.

At its meeting in July 2020, the nominations and remuneration committee reviewed the performance, contribution and commitment of each of the directors. The committee considers that each director continues to bring extensive current and relevant business experience that allows them to contribute effectively to the leadership of the Company, both in terms of performance and commitment. The board is therefore pleased to recommend the re-election/election of the directors at the meeting.

Resolutions 8 and 9 – appointment and remuneration of the statutory auditor

(ordinary resolutions)

There is a requirement to appoint auditors at each general meeting at which accounts are laid before the Company, with the expectation that the auditors will then hold office until the next such meeting. In accordance with sections 489 and 492 of the Companies Act 2006, shareholders are required to approve the appointment of the Company's auditors each year and to give the

directors the authority to determine the auditors' remuneration. An audit tender has been held, details of which can be found in the report of the audit committee in the 2020 annual report. As a result of the tender, Grant Thornton LLP will be stepping down as auditors and their letter of circumstances is attached to this document. The board is recommending the appointment of BDO LLP as auditors. Resolution 8 relates to their appointment and resolution 9 relates to the determination of their remuneration.

Resolution 10 – continuation of the Company (ordinary resolution)

In accordance with the Company's articles of association the directors propose an ordinary resolution to the shareholders that the Company continues in existence as an investment trust. If the resolution is passed at the AGM then the directors shall propose the same resolution at every third AGM thereafter.

Other business

Resolution 11 – approval of dividend payment policy (ordinary resolution)

The Company's policy is to pay dividends on a quarterly basis, with dividends declared in January, April, July and October and paid in February, May, August and November each year. As the fourth dividend is payable prior to the AGM, which is held in December each year, it is declared as an interim dividend and there is accordingly no final dividend.

The board is conscious that this means that shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, shareholders are asked to confirm their ongoing approval of the approach to paying four quarterly interim dividends, which in the year ended 31 August 2020 totalled 6.0p per ordinary share.

Resolution 12 – authority to allot shares

(ordinary resolution)

On 5 December 2019 the directors were granted authority to allot ordinary shares. 4,095,000 new ordinary shares have been allotted under this authority, which will expire at the AGM.

An ordinary resolution to renew this authority will be proposed at the annual general meeting, which will allow the directors to allot shares up to a maximum of 10% of the issued share capital at the date of the AGM (excluding treasury shares), which at the date of this notice was 19,597,800 shares having an aggregate nominal value of £195,978.

If renewed, the authority will expire on the earlier of the date falling 15 months after the passing of the resolution or the conclusion of the annual general meeting in 2021.

Resolution 13 – power to dis-apply the pre-emption rights

(special resolution)

Resolution 13 authorises the directors to dis-apply the pre-emption rights of existing shareholders in relation to the issue of new ordinary shares under resolution 12 or the sale of treasury shares up to a maximum of 10% of the issued share capital, which at the date of the notice was 19,597,800 shares, having an aggregate nominal value of £195,978.

Explanation of the resolutions

continued

The directors will only allot or sell shares pursuant to resolutions 12 and 13 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 share (i.e. shares will only be issued or sold at a premium to net asset value).

Such authority will expire at the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the annual general meeting in 2021.

Resolution 14 – repurchase of the Company's ordinary shares (special resolution)

On 5 December 2019, the directors were granted authority to repurchase 28,763,369 shares (with an aggregate nominal value of £287,634). The directors have not bought back any shares under this authority and at the date of this notice of meeting, the directors have remaining authority to repurchase 28,763,369 shares.

Resolution 14 will allow the repurchase for cancellation or to be held in treasury of up to 14.99% of the shares in issue at the date of the annual general meeting, equal to 29,377,209 ordinary shares at the date of this notice. 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. The Company may cancel or hold in treasury shares bought back under this authority.

The minimum price which may be paid for an ordinary share is 1p, being the nominal value per share. In accordance with the Listing Rules of the FCA, the maximum price which may be paid for an ordinary share is the higher of:

- (i) 105% of the average of the middle market quotations for the shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
- (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange.

Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company.

Whilst no shares were 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 buy back the Company's shares. The Company would only buy back shares when they are trading at a discount to net asset value per share.

The authority will expire at the earlier of the date falling 15 months after the passing of the resolution or the conclusion of the annual general meeting in 2021 and it is the present intention of the directors to seek a similar authority annually.

Resolution 15 – notice of general meetings (special resolution)

The Act stipulates that the notice period for general meetings (other than annual general meetings) is 21 days unless shareholders' approval to reduce the notice period has been given. The board

is of the view that it is in the Company's interest to have a shorter notice period which complies with the provisions of the Act. The passing of resolution 15 would preserve the Company's ability to call general meetings (other than an annual general meeting) on 14 clear days' notice where shareholders are given the opportunity to vote at such meetings by electronic means. The board would utilise this authority to provide flexibility when merited and would not use it as a matter of routine. The board intends to seek a renewal of such authority at subsequent annual general meetings.

Resolution 16 – adoption of new articles of association (the "articles") (special resolution)

The board is proposing to adopt new articles which amend the existing articles for the following reasons:

To permit general meetings to be held wholly or partly by electronic means

The proposed changes would enable the Company to hold general meetings (wholly or partly) by electronic means and give additional powers in respect of postponing or adjourning meetings in appropriate circumstances. The amendments are being sought in response to challenges posed by UK Government restrictions as a result of the Covid-19 pandemic, which have made it difficult for shareholders to attend physical general meetings. Whilst the UK Government's emergency Corporate Insolvency and Governance Act 2020 allows companies to hold virtual general meetings as a temporary measure, the board feels it is important that the Company is better able to react to any similar crisis in future. 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 shareholders are able to attend in person. The board's aim in introducing these changes is to make it easier for shareholders to participate in general meetings through introducing electronic access for those not able to travel or attend, and also to ensure that appropriate security measures are in place for the protection and wellbeing of shareholders. The board has no present intention of holding a wholly electronic general meeting but wants to be prepared for the future.

To require the directors to stand for re-appointment or appointment at each annual general meeting

In line with the requirements of the UK Corporate Governance Code and the AIC Code of Corporate Governance, the directors are expected to stand for re-appointment annually. The Company already complies with this recommendation but it is being incorporated in the Company's articles of association and the provisions relating to the retirement of directors by rotation removed.

The proposed new articles, marked to show the proposed changes, are available to view on the Company's website, www.hendersoninternationalincometrust.com and will be available until the conclusion of the annual general meeting.

Notes to the notice of annual general meeting

1 Voting record date

Only those shareholders registered in the register of members of the Company at 2.30pm on Friday, 4 December 2020 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 2.30pm on Friday, 4 December 2020 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

If the annual general meeting is adjourned then the voting record date will be the 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

Holders of ordinary shares are entitled to attend and vote at the meeting or at any adjournment(s) thereof. On a poll each ordinary shareholder has one vote for every one share held.

At the date of this notice, there remain in place UK Government restrictions on larger 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 meeting". The only attendees who will be permitted entry to the 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 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 Companies Act 2006 ("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 him. 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.**

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 he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules ("DTRs") 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 DTRs, 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 DTRs.

Section 324 does not apply to persons nominated to receive information rights pursuant to section 146 of the Act. Persons nominated to receive information rights under section 146 of the Act have been sent this notice of meeting 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 this meeting. If they have such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the 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 authorise 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, speak and vote on behalf of the corporate member in accordance with section 323 of the Companies Act 2006.

6 Receipt and termination of proxies

To be valid the form of proxy must be lodged with the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZZ no later than 48 hours before the time appointed for the meeting (excluding weekends and bank holidays) or any adjournment of the meeting.

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. 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 2.30pm on Friday, 4 December 2020 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

Notes to the notice of annual general meeting

continued

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 at the above address.

In accordance with the Company's articles of association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

7 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/CREST.

8 Questions at the annual general meeting

Shareholders can submit questions to the board in advance of the meeting by email to ITSecretariat@janushenderson.com by no later than 4 December 2020. The Company will consider all questions received and provide a written response.

Section 319A of the Act requires the directors to answer any question raised at the annual general meeting which relates to the business of the meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the preparation 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 interests of the Company or the good order of the meeting that the question be answered.

9 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 financial statements (including the auditor's 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 annual general meeting, 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 auditor 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 make.

A copy of the notice, including these explanatory notes, is included on the Company's website

www.hendersoninternationalincometrust.com

10 Total voting rights at date of notice

As at 27 October 2020 the Company's ordinary share capital and the total number of voting rights in the Company is 195,978,716. No shares are held in treasury.

11 Documents available for inspection

In normal circumstances, copies of the directors' 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 from 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 Company Secretary at ITSecretariat@janushenderson.com. The proposed new articles will be available to view on the Company's website at www.hendersoninternationalincometrust.com until the conclusion of the AGM or may be obtained from the Company Secretary.

12 Communication

Except as provided above, members who have general queries about the meeting should send such queries to the Corporate Secretary, Henderson International Income Trust plc, 201 Bishopsgate, London EC2M 3AE.

You may not use any electronic address provided either in this notice of meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.