

HENDERSON INTERNATIONAL 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 chairman in ensuring the board is aware of the view of major shareholders.

Chairman

- Meet the non-executive directors without the chairman present at least annually to consider the performance of the chairman and communicate the results of the evaluation to the chairman.
- Chair the nominations and remuneration committee when considering succession plans for the chairman.
- Act as an intermediary for non-executive directors for any concerns regarding the chairman or the relationship between the chairman and the manager.