

THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC

Annual General Meeting on Friday 14 September 2018 Number of proxy votes lodged

Resolution	Description	Proxy Votes Cast					Total Votes Cast (excluding votes withheld)
		For	Against	Chairman's Discretion	Third Party Discretion	Withheld	
1	Annual Report & audited financial statements	31,603,863	733	43,135	37,239	0	31,684,970
2	Directors' Remuneration Report	31,523,196	51,932	43,135	37,239	29,468	31,655,502
3	Final Dividend	31,597,339	233	43,135	37,239	7,024	31,677,946
4	Re-appointment of Jamie Cayzer-Colvin as a Director	31,590,488	5,028	43,135	37,239	9,080	31,675,890
5	Re-appointment of Beatrice Hollond as a Director	30,000,086	1,593,295	43,135	37,239	11,215	31,673,755
6	Re-appointment of David Lamb as a Director	31,590,153	3,228	43,135	37,239	11,215	31,673,755
7	Re-appointment of Victoria Sant as a Director	31,570,898	22,483	43,135	37,239	11,215	31,673,755
8	Appointment of the Statutory Auditor	31,558,083	22,683	43,135	37,239	23,830	31,661,140

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Number of proxy votes lodged (continued)

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		For	Against	Chairman's Discretion	Third Party Discretion	Withheld	
9	Directors' authority to determine Auditors' remuneration	31,580,302	4,310	43,135	37,239	19,984	31,664,986
10	Authority to allot ordinary shares	31,563,357	19,303	43,135	37,239	21,936	31,663,034
11*	Disapplication of pre-emption rights	31,523,902	46,342	43,135	37,239	34,352	31,650,618
12*	Authority to purchase Preference Stock	31,570,080	24,586	43,135	37,239	9,930	31,675,040
13*	Authority to make market purchases of the Company's ordinary shares	31,550,429	46,142	43,135	37,239	8,025	31,676,945
14*	14 days' notice for a General Meeting	31,179,078	415,828	43,135	37,239	9,690	31,675,280

* Special resolutions

The number of ordinary shares of 25p each in issue as at 14 September 2018 was 74,701,796. Each vote represents one ordinary share of 25p each.