

THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC
Annual General Meeting 2019: Proxy Votes

Resolution	For	Against	Discretionary	Withheld	Votes cast (<i>ex withheld</i>)
Ordinary					
1. To receive the annual report and the audited financial statements for the year ended 31 May 2019	29,022,774	5,584	91,845	23,913	29,120,203
2. To approve the Directors' Remuneration Report for the year ended 31 May 2019	28,987,320	31,656	91,845	33,295	29,110,821
3. To approve a final dividend of 16.5p per ordinary share	29,024,670	5,035	97,837	17,139	29,127,542
4. To appoint Penelope Freer as a director	28,979,716	34,332	100,912	29,156	29,114,960
5. To appoint Alexandra Mackesy as a director	28,981,252	32,117	100,912	29,156	29,114,281
6. To re-appoint Jamie Cayzer-Colvin as a director	28,975,716	36,480	100,912	30,329	29,113,108
7. To re-appoint David Lamb as a director	29,002,875	5,045	105,188	30,329	29,113,108
8. To re-appoint Victoria Sant as a director	28,986,091	21,682	105,188	30,476	29,112,961
9. To re-appoint Ernst & Young LLP as the statutory auditor	28,982,759	29,784	101,912	29,661	29,114,455
10. To authorise the directors to determine the auditor's remuneration	29,008,104	8,931	100,912	26,169	29,117,947
11. That the Company continue as an investment trust	29,033,854	5,035	91,845	13,382	29,130,734
12. To authorise the allotment of relevant securities	28,998,794	25,058	102,397	17,867	29,126,249
Special					
13. To authorise the dis-application of pre-emption rights	28,962,726	48,771	102,397	30,222	29,113,894
14. To authorise the repurchase of preference stock	29,011,454	13,160	96,405	23,097	29,121,019
15. To authorise the repurchase of the Company's ordinary shares	29,006,822	23,783	96,405	17,671	29,127,010
16. To authorise the calling of a general meeting on not less than 14 clear days' notice	28,681,693	351,547	96,405	14,471	29,129,645

The number of ordinary shares of 25p each in issue as at 3 October 2019, being the closing date for the receipt of proxies, was 74,701,796 (shares held in treasury = 0).