

**HENDERSON OPPORTUNITIES TRUST PLC**  
**Annual General Meeting on Thursday 14 March 2019**  
**Number of proxy votes lodged**

Resolution	Description	Votes For	Votes Against	Chairman's Discretion	Third Party Discretion	Votes Withheld	Total votes cast (excluding votes withheld)
1	Annual Report and audited financial statements	1,726,998	238	200	4,635	2,789	1,731,833
2	Directors' Remuneration Report	1,699,240	14,057	200	4,635	16,728	1,704,075
3	Final dividend of 14.5p per share	1,722,105	821	200	4,635	7,099	1,726,940
4	Appoint Wendy Colquhoun as a Director	1,715,049	3,354	200	4,635	11,622	1,719,884
5	Re-appoint Frances Daley as a Director	1,705,592	3,354	200	4,635	21,079	1,710,427
6	Re-appoint Chris Hills as a Director	1,711,168	435	200	4,635	18,422	1,716,003
7	Reappoint Malcolm King as a Director	1,718,091	3,154	200	4,635	8,780	1,722,926
8	Re-appoint BDO LLP as Statutory Auditors	1,712,991	6,283	200	4,635	10,751	1,717,826
9	Remuneration of the Auditors	1,712,251	681	200	4,635	17,093	1,717,086
10	Authority to allot relevant securities	1,713,964	5,337	200	4,635	10,724	1,718,799
11*	Authority to disapply pre-emption rights	1,710,250	3,878	200	4,635	15,897	1,715,085
12*	Authority to repurchase ordinary shares	1,710,866	12,279	200	4,635	6,880	1,715,701
13*	14 clear days' notice for a General Meeting	1,723,906	3,330	200	4,635	2,789	1,728,741

As at 14 March 2019, the Company's issued share capital consisted of 8,000,858 ordinary shares of 25p of which 7,901,188 shares had voting rights and 99,670 shares were held in Treasury without voting rights. Each vote represented one ordinary share of 25p each.

\* Special Resolution