

16 January 2024

Henderson Diversified Income Trust plc

Legal Entity Identifier: 213800RV2228EO1JEN02

Result of Second General Meeting & Scheme Entitlements

In connection with the proposals for a combination of the assets of Henderson Diversified Income Trust plc (the "Company") with Henderson High Income Trust plc ("HHI") by means of a scheme of reconstruction and winding up of the Company under section 110 of the Insolvency Act 1986 (the "Scheme"), the Board is pleased to announce the result of the Second General Meeting and the Scheme entitlements.

Defined terms used in this announcement have the meanings given in the Company's circular to Shareholders dated 12 December 2023 (the "Circular") unless the context otherwise requires.

The Circular is available for viewing at the National Storage Mechanism which can be located at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Company's website at www.hendersondiversifiedincome.com.

Result of Second General Meeting

The Company announces that the special resolution to place the Company into members' voluntary liquidation was voted on and approved by Shareholders at the Second General Meeting held earlier today. Accordingly, Stuart Arthur Gardner and Derek Neil Hyslop (together the "Liquidators"), both of Ernst & Young LLP of 1 More London Place, London, SE1 2AF have been appointed as joint liquidators of the Company. Details of the number of votes cast for, against and withheld in respect of the resolution, which was held on a poll, is set out below and will also be published on the Company's website www.hendersondiversifiedincome.com.

Resolution	Votes for (including discretionary)	%	Votes against	%	Total votes cast	Votes cast (excl. votes withheld) ¹	Votes withheld
To place the Company into members' voluntary liquidation and appoint the Liquidators	35,891,331	99.2	302,866	0.8	36,194,217	19.9	442,791

¹ As a percentage of total voting rights

For the purposes of section 341 of the Companies Act 2006, the votes validly cast are expressed in the table above as a percentage of the Company's total voting rights as at 6.30 p.m. on 12 January 2024 (182,072,717), being the time at which a shareholder had to be registered in the Register of Members in order to vote at the Second General Meeting. A vote "withheld" is not a vote in law and has not been counted as a vote "for" or "against" a resolution.

The number of Shares in issue at the date of this announcement is 182,072,717. There are no Shares held in treasury. Therefore, as at the date of this announcement the number of voting rights in the Company are 182,072,717.

The full text of the special resolution can be found in the notice of Second General Meeting contained in the Circular.

Suspension and Cancellation of Reclassified Shares

The Company's Reclassified Shares were suspended from listing on the Official List of the Financial Conduct Authority and from trading on the London Stock Exchange at 7.30 a.m. this morning, 16 January 2024, in anticipation of the Second General Meeting.

The Company, through its advisers, has notified the Financial Conduct Authority and the London Stock Exchange of the Company's intention to cancel the Company's admission of the Reclassified Shares to listing and trading at 8:00 a.m. on 17 January 2024.

Scheme Entitlements

As at the Calculation Date the entitlements calculated in accordance with the terms of the Scheme were as follows:

- HDIV FAV per Share: 72.055120 pence
- Cash NAV per Share: 71.080106 pence
- HHI FAV per Share: 170.245412 pence

Therefore, Shareholders will receive the following cash and/or number of New HHI Shares.

For Shareholders that elected (or are deemed to have elected) to receive New HHI Shares:

- each Reclassified Share with "A" rights attached to it will receive 0.423242 New HHI Shares.

Fractional entitlements to New HHI Shares will not be issued under the Scheme and entitlements will be rounded down to the nearest whole number. No cash payment will be made or returned in respect of any fractional entitlements, which will be retained for the benefit of HHI.

For Shareholders that elected for the Cash Option:

- each Reclassified Share with "B" rights attached to it will receive 71.080106 pence in cash.

As noted in the Circular, the Directors have set aside sufficient assets in the Liquidation Pool to meet all estimated liabilities and contingencies, including the costs of the winding up of the Company and the costs of implementing the Scheme. The Directors have also provided in the Liquidation Pool for a retention of £50,000 which they, together with the Liquidators, consider sufficient to meet any unknown or unascertained liabilities of the Company.

The Liquidation Pool will be applied by the Liquidators in discharging all current and future actual and contingent liabilities of the Company. Any balance remaining after discharging such liabilities from the Liquidation Pool will in due course be distributed to Shareholders pro rata to their respective holdings of Shares in accordance with the terms of the Scheme.

In accordance with the Circular, Shareholders who elected, or were deemed to have elected, for the Rollover Option will receive their New HHI Shares via CREST on 17 January 2024 and, in relation to certificated Shareholders, share certificates in respect of New HHI Shares will be despatched in the week commencing 22 January 2024. Shareholders who elected, or were deemed to have elected, for the Cash Option will have their entitlements despatched in the week commencing 22 January 2024 via CREST and/or cheque.

Following the appointment of the Liquidators, all further enquiries regarding the Company should be made to the Liquidators, whose contact details are below.

For further information please contact:

Liquidators

+44 (0) 131 240 2597

Stuart Arthur Gardner

Derek Neil Hyslop