

**THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC**  
(the “Company”)

**Role of the Chairman**

**Board leadership**

- Provide leadership of the Board and manage the business of the Board through setting its agenda and taking account of the issues and concerns of Board members.
- Ensure that members of the Board receive accurate, timely and high-quality supporting information enabling them to monitor performance effectively and make sound decisions.
- Ensure that the Board meets with sufficient frequency to fulfil its oversight duties and fully discuss any matters requiring in-depth discussion.
- Facilitating open, honest and constructive debate among directors which challenges the Manager in its delivery of services to the Company.
- Build an effective and complimentary Board, initiating change and regularly considering succession planning and Board composition through the work of the Nomination Committee.

**Membership and composition of the Board**

- Lead the Nomination Committee in succession planning and the identification of potential candidates having regard to the skills, experience and diversity which the Board requires to be effective.
- Consider the developmental needs of the directors so that they continually update their skills and knowledge, and ensure that a comprehensive induction is provided to new directors.
- Ensure the performance of the Board, its committees and individual directors is evaluated at least annually and acting on the results of such evaluation.
- Hold meetings with the non-executive directors without the presence of representatives from the Manager.

**Relationship with the Manager**

- Maintain the relationship with the Manager, and Fund Manager, ensuring effective engagement with the Company whilst providing robust challenge to the Manager’s proposals.
- Ensure the performance of the Manager is evaluated formally at least annually and acting on the results of such evaluation.

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**Governance**

- Lead the Board’s determination of appropriate corporate governance and business values, including culture.

**Shareholders and other stakeholders**

- Represent the Board’s views and positions to shareholders, other stakeholders and the wider community.
- Ensure that the Manager provides effective and appropriate communication of performance and other information to the Company’s shareholders through the Fund Manager, sales and/or marketing teams.
- Engage with shareholders and ensuring the Board is aware of their views.
- Balance the interests of the different stakeholders, while preserving an independent view.
- Act as chairman of shareholder meetings.

(Adopted on 5 April 2019)