

HENDERSON EUROPEAN FOCUS TRUST PLC

Annual General Meeting – Form of Proxy

at 201 Bishopsgate, London EC2M 3AE on 25 January 2024 at 11.30 am

Cast your proxy online... It's fast, easy and secure! www.sharevote.co.uk
You'll be asked to enter your Voting ID, Task ID, and Shareholder reference number.

Shareholder reference number:

If you cannot attend the Annual General Meeting ("the Meeting"), you may appoint a proxy/proxies to act for you by completing and returning this Form. Please read the Notice of Meeting including the explanatory notes to the Notice, as well as the notes overleaf, before completing this Form. **The completion of this Form of Proxy will not preclude you from attending and voting in person at the Meeting.**

Voting ID:

Task ID:

Shareholder reference number:

I/We, being (a) member(s) of Henderson European Focus Trust plc ("the Company"), hereby appoint the Chair of the Meeting or

(insert name of proxy if you wish to appoint someone other than the Chair of the Meeting as your proxy – see note 2 overleaf) **as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General Meeting of the Company to be held at 11.30 am on 25 January 2024 and at any adjournment thereof.**

Please tick here ☐ if this proxy appointment is one of multiple appointments being made (please see note 3 overleaf for multiple appointments)

and please insert here the number of shares over which this proxy is authorised.

Please indicate how you wish your votes to be cast by completing one box for each resolution in **black ink**, like this: ☒ Please also read note 4 overleaf.

	For	Against	Vote withheld		For	Against	Vote withheld
Ordinary resolutions							
1. To receive the Annual Report and audited financial statements for the year ended 30 September 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint Ernst & Young LLP as the statutory auditor to the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 30 September 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the directors to determine the statutory auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the directors to allot new ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve a final dividend of 3.05p per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special resolutions			
5. To elect Melanie Blake as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To disapply pre-emption rights on the allotment or sale of ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Victoria (Vicky) Hastings as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Company to make market purchases of its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Robin Archibald as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise general meetings (other than AGMs) to be held on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Stephen Macklow-Smith as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To cancel the share premium account, subject to High Court approval.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Marco Maria Bianconi as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To cancel the capital redemption reserve, subject to High Court approval.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated

Signature

Notes:

- 1. Right to attend the meeting and vote:** Only members registered in the Register of Members of the Company at 6.30 pm on 23 January 2024 ("the specified time") shall be entitled to attend and vote at the AGM in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after the specified time shall be disregarded in determining the rights of any person to attend and vote at the AGM. In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
 - 2. Right to appoint a proxy:** You are entitled to appoint one or more proxies to attend, speak and vote on your behalf at the Meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by you. A proxy need not be a member of the Company. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy in the space provided overleaf.
 - 3. Procedure for appointing more than one proxy:** To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting the Registrar's helpline on +44 (0)371 384 2457 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement, with the result that your other proxy appointments may be invalidated or may supersede this proxy appointment. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
 - 4. Voting by proxy:** Please indicate how you wish your votes to be cast by completing one box for each resolution in black ink. If you mark the vote withheld box for any resolution, you are directing your proxy not to vote on your behalf on that resolution and your votes will not be counted in computing the required majority 'for' or 'against' the relevant resolution, as a 'vote withheld' is not a vote in law. If no specific instructions are given, your proxy will have discretion to vote or withhold their vote as they think fit on these resolutions. Your proxy will also have discretion to vote or abstain as they think fit on any other business which may properly come before the meeting and at any adjournment thereof. Please sign and date this Form of Proxy. Any alterations to this Form of Proxy should be initialled. If this Form of Proxy is returned unsigned, your proxy appointment will be invalid.
 - 5. Deadline for returning this Form of Proxy:** To be valid, this Form of Proxy must be lodged with the Company's registrar, Equiniti Limited ("EQ"), before 11.30 am on 23 January 2024. A business reply paid envelope has been supplied to you for this purpose. You may terminate your proxy's authority at any time before the commencement of the AGM by writing to the registrar. The address to which proxy cards and terminations of proxies should be sent is: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU.
 - 6. CREST proxy appointment:** The CREST electronic proxy appointment service is available for this meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's registrar, Equiniti Limited (CREST participant ID RA19), by no later than 11.30 am on 23 January 2024. Further details on the use of the CREST system are in the explanatory notes to the Notice of the AGM.
 - 7. Electronic voting:** You may appoint a proxy (or proxies) electronically to exercise all or any of your rights to attend, to speak and to vote on your behalf at the meeting through the website of our registrar, EQ (Equiniti Limited) at www.sharevote.co.uk. You will need your voting reference numbers (the voting ID, Task ID and shareholder reference number shown overleaf). If you have registered for a Shareview portfolio, please log onto your portfolio using your usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote, then follow the on-screen instructions. Please remember that, to be valid, the registrar must receive your appointment of a proxy no later than 11.30 am on 23 January 2024.
 - 8. If you have any questions:** Contact Henderson European Focus Trust plc Shareholder Services, at EQ on +44 (0)371 384 2457. Lines are open from 8.30 am to 5.30 pm, Monday to Friday (excluding public holidays in England and Wales).
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