

Henderson Opportunities Trust plc
Notice of 2012 Annual General Meeting

Letter from the Chairman

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

I hope that you will be able to attend this year's Annual General Meeting of the Company (the "AGM" or "Meeting"), which is to be held on Thursday 15 March 2012 at 2.30 pm at 201 Bishopsgate, London EC2M 3AE (the offices of Henderson Global Investors).

The Notice of Meeting can be found on pages 1 and 2 of this document, together with a map showing the venue for the Meeting on page 6. Further details of each of the resolutions to be proposed at the Meeting are set out in the Explanatory Notes on pages 3 and 4. I also refer you to the Company's Report and Financial Statements for the year ended 31 October 2011 (the "Annual Report"), which is being sent to shareholders with this document.

Our Portfolio Manager, James Henderson, will give a presentation at the AGM and there will be opportunities to ask questions. If you are unable to attend the Meeting, I encourage you to vote by completing and returning your Form of Proxy.

The Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company's shareholders as a whole. The Board therefore recommends unanimously to shareholders that they vote in favour of each of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

G B Burnett

Chairman

27 January 2012

Registered Office:

201 Bishopsgate

London

EC2M 3AE

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK, or if not from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in Henderson Opportunities Trust plc (the "Company"), please pass this circular and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold or transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this circular and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

Henderson Opportunities Trust plc

(an investment company within the meaning of section 833 of the Companies Act 2006,
incorporated in England and Wales with registered number 1940906)

Notice of Annual General Meeting

Notice is hereby given that the Twenty-Sixth Annual General Meeting of Henderson Opportunities Trust plc will be held at 201 Bishopsgate, London EC2M 3AE on **Thursday 15 March 2012 at 2.30 pm** for the purpose of transacting the following business of the Company:

Ordinary Business

- 1 To receive the Report and Financial Statements for the year ended 31 October 2011.
- 2 To approve the Directors' Remuneration Report for the year ended 31 October 2011.
- 3 To approve a final dividend.
- 4 To re-appoint Mr G B Burnett as a director of the Company.
- 5 To re-appoint Mr M R King as a director of the Company.
- 6 To appoint Mr P A Jones as a director of the Company.
- 7 To re-appoint PricewaterhouseCoopers LLP as Statutory Auditors to the Company.
- 8 To authorise the directors to determine the remuneration of the Statutory Auditors.

Other Business

To consider and, if thought fit, to pass the following resolutions:

as an Ordinary Resolution

- 9 THAT the Board be and it is hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £99,564 (or such other amount as shall be equivalent to 5% of the issued ordinary share capital at the date of passing of the Resolution) PROVIDED THAT this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

as a Special Resolution

- 10 THAT, subject to resolution 9 being passed, the Board be and it is hereby empowered pursuant to section 570

and/or section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act), and/or where such allotment constitutes an allotment of equity securities by virtue of section 560 of the Act, for cash pursuant to the authority conferred by resolution 9 as if section 561 of the Act did not apply to any such allotment and to sell relevant shares (within the meaning of section 560 of the Act) held by the Company immediately before the sale as treasury shares (as defined in section 724 of the Act) for cash as if section 561 of the Act did not apply to any such sale, PROVIDED THAT this power shall be limited:

- (a) the allotment of equity securities whether by way of a rights issue, open offer or otherwise in favour of Ordinary shareholders on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them (or are otherwise allotted in accordance with the rights attaching to such equity securities) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or local or practical problems arising under the laws of, or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and
- (b) to the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal value of £99,564 (or such other amount as shall be equivalent to 5% of the issued ordinary share capital at the date of passing of the Resolution); and
- (c) to the allotment of equity securities at a price of no less than the net asset value per share;

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Notice of Annual General Meeting

continued

as a Special Resolution

11 THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25p each in the capital of the Company ("Ordinary Shares"), provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 1,193,978 (or such other amount as shall be equivalent to approximately 14.99% of the Ordinary Shares, excluding treasury shares, at the date of passing of the Resolution);
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 25p;
- (c) the maximum price which may be paid for an Ordinary share shall be an amount equal to the higher of:
 - (i) 105% of the average middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is purchased; and
 - (ii) the value of an Ordinary share calculated on the basis of the higher of the price quote for: (1) the last independent trade of, and (2) the highest current independent bid for any number of the Ordinary shares on the London Stock Exchangethe minimum and maximum prices per Ordinary share referred to in sub-paragraphs (b) and (c) of this resolution are in each case exclusive of any expenses payable by the Company;

(d) the authority hereby conferred will expire at the conclusion of the annual general meeting of the Company in 2013, or, if earlier, on the expiry of 18 months from the passing of this resolution, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract provided that all Ordinary Shares purchased pursuant to the said authority shall be either

- (i) cancelled immediately upon completion of the purchase; or
- (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

as a Special Resolution

12 THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693 of the Act) of subscription shares of 1p each in the capital of the Company ("Subscription Shares"), provided that:

- (a) the maximum aggregate number of Subscription Shares hereby authorised to be purchased shall be 245,786 (or such other amount as shall be equivalent to approximately 14.99% of the Subscription Shares, at the date of passing of the Resolution);
- (b) the minimum price (exclusive of expenses) which may be paid for a Subscription Share is 1p;
- (c) the maximum price (exclusive of expenses) which may be paid for a Subscription Share is an amount equal to 105% of the average middle market quotations for a Subscription Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Subscription Share is purchased, or such other amount as may be specified by the UK Listing Authority from time to time;
- (d) the authority hereby conferred will expire at the conclusion of the annual general meeting of the Company in 2013, or, if earlier, on the expiry of 18 months from the passing of this resolution, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase Subscription Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Subscription Shares pursuant to any such contract provided that all Subscription Shares purchased pursuant to the said authority shall be cancelled immediately upon completion of the purchase.

as a Special Resolution

13 THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days notice.

By Order of the Board

T A Lago, ACIS
For and on behalf of
Henderson Secretarial Services Limited, Secretary
27 January 2012

Registered Office:
201 Bishopsgate London EC2M 3AE

Explanations of the Resolutions

The information set out below is an explanation of the business to be considered at the 2012 Annual General Meeting.

Annual Report (Resolution 1) (ordinary resolution)

The first item of business concerns the Annual Report. The directors are required to lay before the Meeting the Report and Financial Statements of the Company for the year ended 31 October 2011 ("the Annual Report"), including the Directors' Report and the Independent Auditors' Report on the financial statements, and the shareholders are asked to receive the Annual Report.

Directors' Remuneration Report (Resolution 2)

(ordinary resolution)

The shareholders are asked to approve the Directors' Remuneration Report for the year ended 31 October 2011, as set out on pages 25 and 26 of the Annual Report.

Dividend (Resolution 3) (ordinary resolution)

The directors propose a final dividend of 5.00p per ordinary share. The payment of a final dividend is subject to the approval of the shareholders, although the scope to pay a lesser amount would be restricted by the Company's status as an investment trust. The shareholders are asked to approve the payment of a final dividend of 5.00p in respect of the year ended 31 October 2011.

Directors (Resolutions 4 to 6) (ordinary resolutions)

The articles of association of the Company require some of the directors to retire at each annual general meeting; all directors stand for re-election not less frequently than every three years. In addition, under the UK Corporate Governance Code, directors are expected to stand for re-election annually if they have served for nine years or more.

George Burnett, the Chairman, has served for more than nine years and Max King last stood for re-election in 2009. Both therefore stand for re-election. Peter Jones was appointed to the Board on 12 December 2011 and stands for election by shareholders at this, his first, AGM.

The directors have reviewed the performance and commitment of the directors standing for election and consider that each of the directors should continue as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company.

Information about the directors is set out in the Annual Report, in particular on page 3.

Auditors (Resolutions 7 and 8) (ordinary resolutions)

There is a requirement to appoint auditors at each general meeting at which financial statements are laid before the

Company, with the expectation that the auditors will then hold office until the next such meeting. In accordance with sections 489 and 492 of the Companies Act 2006, shareholders are required to approve the appointment of the Company's auditors each year and to give directors the authority to determine the auditors' remuneration.

PricewaterhouseCoopers LLP have indicated their willingness to continue in office. Resolution 7 covers their re-appointment and Resolution 8 authorises the directors to determine their remuneration (details of which are set out in note 6 on page 37 of the Annual Report).

Authority to issue new shares (Resolution 9) and to disapply pre-emption rights (Resolution 10)

(ordinary and special resolutions respectively)

The directors have not used the powers granted to them at the annual general meeting in March 2011 to allot new ordinary shares for cash on a non pre-emptive basis but the directors wish these powers to be renewed. Accordingly, these two resolutions seek to give the Board authority to allot shares for cash, whether from treasury or otherwise, on a non pre-emptive basis.

The resolutions, if passed, will give the directors authority to allot ordinary shares for cash on a non pre-emptive basis up to an aggregate nominal amount of £99,564 (or such other amount as shall be equivalent to 5% of the issued ordinary share capital at the date of passing of the Resolution). The directors intend to use the authority to issue ordinary shares only if or when they believe it to be advantageous to the Company's existing shareholders to do so. In particular, shares, whether new ordinary shares or ordinary shares held in treasury, will never be allotted or sold at other than a premium to the net asset value per ordinary share. The authority will lapse unless renewed at the annual general meeting in 2013.

Share buy-back facility (Resolution 11: ordinary shares and Resolution 12: subscription shares)

(special resolutions)

The Company's Articles of Association permit the Company to purchase its own shares and to fund such purchases from its accumulated realised capital reserves. The directors believe that buying back the Company's own shares in the market, at appropriate times and prices, is in the best interests of shareholders generally. Therefore Board considers that the Company should continue to have authority to buy-back its own ordinary shares, either for cancellation or to hold in treasury for possible resale in the future (in accordance with Resolutions 9 and 10 above).

Resolution 11 authorises the Company to make market purchases for cancellation of up to 14.99% of the ordinary

Explanations of the Resolutions

continued

shares in issue at the date of the Annual General Meeting. Under the Listing Rules of the UK Listing Authority, this is the maximum percentage of its equity share capital that a company may purchase through the market pursuant to such authority.

The Company will make purchases within guidelines set from time to time by the Board and if or when market conditions are suitable, with the aim of maximising the benefit to the remaining shareholders. The shares will either be cancelled or held in treasury. The directors will not use this authority unless to do so would result in an increase in the net asset value per ordinary share. Shares will not be bought back at a price that is less than 25p (the nominal value) or more than 5 per cent above the average middle market price of the shares over the preceding five business days. The directors intend to seek a fresh authority at the annual general meeting in 2013.

Resolution 12 authorises the Company to make market purchases for cancellation of up to 14.99% of the subscription shares in issue at the date of the Annual General Meeting.

Under the Listing Rules of the UK Listing Authority, this is the maximum percentage of that a company may purchase through the market pursuant to such authority. The Company will make purchases within guidelines set from time to time by the Board and if or when market conditions are suitable, with the aim of maximising the benefit to the Company. Shares will not be bought back at a price that is less than 1p (the nominal value) or more than 5 per cent above the average middle

market price of the shares over the preceding five business days. The directors intend to seek a fresh authority at the annual general meeting in 2013.

Resolution 13 changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs and general meetings proposing special resolutions will continue to be held on at least 21 clear days' notice. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Resolutions 1 to 9 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10 to 13 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Notes to the Notice of Annual General Meeting

1. Voting record date

Only members registered in the Register of Members of the Company at 6.00 pm on Tuesday 13 March 2012 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 6.00 pm on Tuesday 13 March 2012 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

If the AGM is adjourned for more than 48 hours after the original time, the same voting record date will also apply for the purpose of determining the entitlement of members to attend, speak and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the AGM is adjourned for more than 48 hours then the voting record date will be close of business on the day which is two days (excluding non-working days) before the day of the adjourned meeting or, if the Company gives notice of the

adjourned meeting, at any time specified in that notice.

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. Rights to attend and vote

Holders of ordinary shares are entitled to attend and vote at the AGM or at any adjournment(s) thereof. On a poll every ordinary shareholder has one vote for every one share held.

3. Subscription shareholders

This notice is sent for information only to holders of the subscription shares who are not entitled to attend or vote at the meeting.

Notes to the Notice of Annual General Meeting

continued

4. Right to appoint proxies

Pursuant to section 324 of the Companies Act 2006, a member entitled to attend and vote at the meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company. A form of proxy is enclosed. The completion of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting.

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure and Transparency Rules of the UK Listing Authority, the Chairman will make the necessary notifications to the Company and to the Financial Services Authority. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and to the Financial Services Authority. However, any member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the Disclosure and Transparency Rules.

Section 324 does not apply to persons nominated to receive information rights pursuant to section 146 of the Companies Act 2006. Persons nominated to receive information rights under section 146 of the Companies Act 2006 have been sent this notice of meeting and are hereby informed, in accordance with section 149(2) of the Companies Act 2006, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated (not the Company) in respect of these arrangements. The rights of members relating to the appointment of proxies do not apply to the nominated persons.

5. Proxies' rights to vote at the meeting

On a vote on a show of hands, each proxy has one vote.

If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote

"for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.

On a poll all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, section 285(4) of the Companies Act 2006 does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

6. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with section 323 of the Companies Act 2006.

7. Receipt and termination of proxies

To be valid, the enclosed form of proxy must be lodged with the Company's Registrars before 2.30 pm on Tuesday 13 March 2012.

A member may terminate a proxy's authority at any time before the commencement of the meeting. Termination must be provided in writing and submitted to the Company's Registrar. In accordance with the Company's articles of association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

8. Electronic receipt of proxies

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number 3RA50) no later than the deadline specified in Note 7 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

Instructions on how to vote through CREST can be found on the website www.euroclear.com/CREST.

9. Questions at the Annual General Meeting

Section 319A of the Companies Act 2006 requires the directors to answer any question raised at the AGM which relates to the business of the meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or

Notes to the Notice of Annual General Meeting

continued

(c) if it is undesirable in the best interests of the Company or the good order of the meeting that the question be answered.

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- (d) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
- (e) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

By attending the meeting, members and their proxies and representatives are understood by the Company to have agreed to receive any communications relating to the Company's shares made at the meeting.

10. Communications with the Company

Members may not use any electronic address provided either in the Notice or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.

11. Website

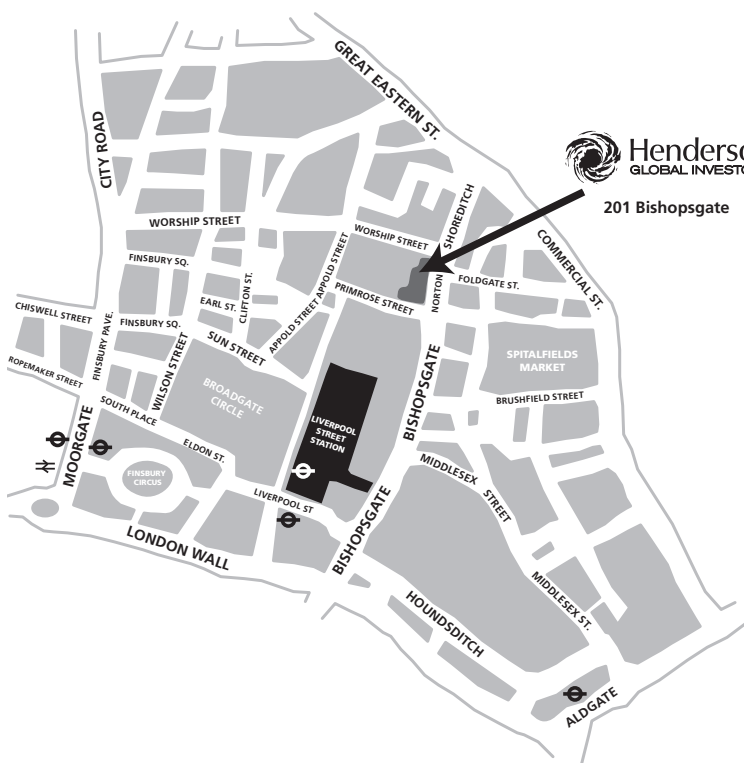
A copy of the notice of the Annual General Meeting, including these explanatory notes, is included on the Company's website, www.hendersonopportunitiestrust.com

12. Total voting rights at date of notice

As at 27 January 2012 (being the last practicable date prior to the publication of this Notice) the total number of votes in the Company is 7,965,168.

Annual General Meeting Venue

The AGM will be held at the offices of Henderson Global Investors at 201 Bishopsgate, London EC2M 3AE (12th floor).



Henderson Global Investors is located in the City of London at 201 Bishopsgate. It is a few minutes walk from Liverpool Street mainline and underground stations and Moorgate underground station.