Registered Number: 01940906

The Companies Act 2006

Company Limited by Shares

RESOLUTIONS

of

HENDERSON OPPORTUNITIES TRUST PLC

Passed on 21 February 2025

At the General Meeting duly convened and held on 21 February 2025, the following two special resolutions were duly passed:

**[1]** **SPECIAL RESOLUTION**

THAT:

* 1. with effect from the date on which the amendment to the Ofﬁcial List of the FCA to reﬂect the reclassiﬁcation of the Ordinary Shares (the “Amendment”) becomes effective but subject always to paragraph 1.5 of this Resolution, each of the Ordinary Shares of 5p each (the “Ordinary Shares”) in issue at the date of the passing of this Resolution shall be reclassiﬁed as shares the holder of which has (or is deemed to have) elected to have reclassiﬁed as shares with “A” rights, “B” rights or “C” rights as the case may be (the “Reclassiﬁed Shares”), in such respective numbers as may be required to give effect to any Election validly made (or deemed to have been made) by the holders of the Ordinary Shares and otherwise in accordance with the terms of the Scheme set out in Part 2 of the circular dated 3 February 2025 to Shareholders of the Company (the “Circular”), a copy of which has been laid before the meeting and signed for the purpose of identiﬁcation by the Chairman;
	2. for the purposes of this special resolution:
		1. to the extent any holder of Ordinary Shares shall have validly elected (or shall be deemed to have elected) to receive I Class OEIC Shares, such Ordinary Shares shall be reclassiﬁed as shares with “A” rights;
		2. to the extent any holder of Ordinary Shares shall have validly elected (or shall be deemed to have elected) to receive E Class OEIC Shares, such Ordinary Shares shall be reclassiﬁed as shares with “B” rights; and
		3. to the extent any holder of Ordinary Shares shall have validly elected (or shall be deemed to have elected) to receive cash, such Ordinary Shares shall be reclassiﬁed as shares with “C” rights;
	3. Each of the holders of the shares with the rights set out in paragraph 1.2 above shall have the respective rights set out in the Articles of Association of the Company as amended by this Resolution;
	4. With effect from the date on which the Amendment becomes effective, but subject always to paragraph 1.5 of this Resolution, the Articles of Association of the Company be and are hereby amended by:
		1. the insertion of the following as a new Article 6A:

“Every reference in these Articles to the Ordinary Shares shall be construed as a reference to the ordinary shares of 5p in the capital of the Company which are designated as shares with “A” rights, “B” rights or “C” rights as set out in Article 6B below. Notwithstanding anything to the contrary in these Articles, each class of ordinary share will have attached to it the respective rights and privileges and be subject to the respective limitations and restrictions set out in Article 6B”.

* + 1. the insertion of the following as a new Article 6B:

“(1) Words and expressions deﬁned in the circular to shareholders of the Company dated 3 February 2025 (the “Circular”) shall bear the same meanings in this Article 6B and Article 146, save where the context otherwise requires.

(2) Ordinary Shares with “A” rights, “B” rights and “C” rights shall all have the additional identical rights as set out in these Articles, save that in a winding-up of the Company for the purposes of the reconstruction described in the Circular, notwithstanding anything to the contrary in these Articles:

1. the rights of holders of the Ordinary Shares with “A” rights in respect of the assets of the Company shall be satisﬁed by the issue to the holders thereof of the number of I Class OEIC Shares to which they shall be entitled in accordance with the Scheme together with their entitlement to any Relevant Cash (as deﬁned below);
2. the rights of holders of the Ordinary Shares with “B” rights in respect of the assets of the Company shall be satisﬁed by the issue to the holders thereof of the number of E Class OEIC Shares to which they shall be entitled in accordance with the Scheme together with their entitlement to any Relevant Cash (as deﬁned below);
3. the rights of holders of the Ordinary Shares with “C” rights in respect of the assets of the Company shall be satisﬁed by a distribution to such shareholders of the amount of cash to which they shall be entitled in accordance with the Scheme together with their entitlement to any Relevant Cash (as deﬁned below); and
4. any cash arising in the Company after the distribution of the Cash Pool and the transfer of the OEIC Rollover Pools and any surplus remaining in the Liquidation Pool (“Relevant Cash”) shall be distributed in accordance with the Scheme.”
	* 1. such further amendments to the Articles of Association of the Company as may be required to give effect to this Resolution; and

1.5 if the Scheme does not become unconditional by the end of the Second Scheme GM, the amendments to the Articles of Association of the Company effected by paragraph 1.4 of this Resolution shall be further amended such that the insertion of Articles 6A and 6B shall cease to have effect as from the close of that meeting (or any adjourned meeting), the reclassiﬁcation of Ordinary Shares provided for by this Resolution shall be reversed and each Reclassiﬁed Share shall revert to being an Ordinary Share ranking pari passu in all respects.

**[2]** **SPECIAL RESOLUTION**

That subject to: (i) the passing of resolution 1 above at this meeting (or at any adjournment hereof) and it becoming unconditional; (ii) the Scheme becoming unconditional in accordance with its terms; and (iii) the passing at a general meeting of the Company convened for 14 March 2025 (or any adjournment thereof) of a resolution for the voluntary winding-up of the Company and the appointment of Liquidators:

* 1. the Scheme set out in Part 2 of the circular to Shareholders of the Company dated 3 February 2025 (the “Circular”), a copy of which has been laid before this meeting and signed for the purpose of identiﬁcation by the Chairman of the meeting, be and is hereby approved and the liquidators of the Company when appointed (jointly and severally the “Liquidators”) be and hereby are authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect;
	2. the Liquidators, when appointed, will be and hereby are authorised and directed:
		1. under this special resolution and the Articles of Association of the Company, as amended and as provided in resolution 1 above, and pursuant to Section 110 of the Insolvency Act 1986, to enter into and give effect to the Transfer Agreement referred to in the Circular with the OEIC, and in the form of the draft laid before the meeting and signed for the purposes of identiﬁcation by the Chairman with such amendments as the parties thereto may from time to time agree;
		2. to request that, in accordance with the Scheme, the I Class OEIC Shares to the holders of Ordinary Shares with “A” rights to which such holders of Ordinary Shares are entitled in accordance with the Scheme by way of satisfaction and discharge of their respective interests in as much of the property and assets of the Company as will be so transferred to the OEIC (for the beneﬁt of the OEIC Sub-Fund) from the I Class Rollover Pool in accordance with the Scheme;
		3. to request that, in accordance with the Scheme, the E Class OEIC Shares to the holders of Ordinary Shares with “B” rights to which such holders of Ordinary Shares are entitled in accordance with the Scheme by way of satisfaction and discharge of their respective interests in as much of the property and assets of the Company as will be so transferred to the OEIC (for the beneﬁt of the OEIC Sub-Fund) from the E Class Rollover Pool in accordance with the Scheme;
		4. to realise the Cash Pool in accordance with the Scheme and to arrange for the distribution among the holders of Ordinary Shares with “C” rights of the amounts of cash to which such holders of Ordinary Shares are entitled in accordance with the Scheme by way of satisfaction and discharge of their respective interests in as much of the property and assets of the Company as shall comprise the Cash Pool;
		5. to raise the money to purchase the interest of any member who validly dissents from this resolution under Section 111(2) of the Insolvency Act 1986 from the Liquidation Pool (as deﬁned in the Scheme); and
		6. to apply for the admission of the Ordinary Shares of 5p each in the capital of the Company to the Ofﬁcial List and to trading on the London Stock Exchange’s main market for listed securities to be cancelled with effect from such date as the Liquidators may determine;
	3. the Articles of Association of the Company be and are hereby amended by inserting the following as a new Article 146:

“146 WINDING UP IN CONNECTION WITH THE SCHEME

Notwithstanding the provisions of these Articles, upon the winding-up of the Company in connection with the Scheme, the Liquidators of the Company will give effect to the Scheme and will enter into and give effect to the transfer agreement with the OEIC (as duly amended where relevant), drafts of which were tabled at the general meeting of the Company convened for 14 March 2025 by the notice attached to the Circular, in accordance with the provisions of this Article and Articles 6A and 6B, and the holders of Ordinary Shares will be entitled to receive I Class OEIC Shares, E Class OEIC Shares and/or cash on the terms of the Scheme.“; and

* 1. the deﬁnitions contained in the Circular have the same meanings in this special resolution.