

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser, authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom.

If you have sold or otherwise transferred all of your Shares in Henderson Diversified Income Trust PLC (the "**Company**") you should pass this document (but not any Form of Proxy) as soon as possible to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

HENDERSON DIVERSIFIED INCOME TRUST PLC

(Incorporated in England & Wales with registered number 10635799)

(An investment company within the meaning of section 833 of the Companies Act 2006)

Recommended proposals for the adoption of an amended investment objective and policy

and

Notice of General Meeting

Notice of a general meeting of the Company to be held at the Company's registered office, 201 Bishopsgate, London, EC2M 3AE on 25 February 2022 at 9.30 a.m. is set out at the end of this document.

Please note that as a result of the Covid-19 pandemic and the guidance published by the UK Government in response thereto, physical attendance at the General Meeting may not be possible at the time of the meeting. In addition, and in accordance with the Company's articles of association, the Company may impose entry restrictions on attendance at the General Meeting. **In the light of this, the Board encourages Shareholders to submit their votes by proxy in advance by the required deadline and to appoint the Chairman of the meeting as their proxy to ensure their vote is counted.**

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and if the Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon to be received by the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, by no later than 9.30 a.m. on 23 February 2022. You may appoint a proxy or proxies electronically by visiting www.investorcentre.co.uk/eproxy and following the instructions. Proxies submitted via www.investorcentre.co.uk/eproxy must be transmitted so as to be received by the Registrars by no later than 9.30 a.m. on 23 February 2022. If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may vote using the CREST electronic voting service in accordance with the procedures

set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST for the General Meeting must be transmitted so as to be received by the Registrars as soon as possible and, in any event, by no later than 9.30 a.m. on 23 February 2022.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 8 of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting. Your attention is drawn to the section entitled "Action to be Taken" on page 8 of this document.

CONTENTS

EXPECTED TIMETABLE	4
PART 1 LETTER FROM THE CHAIRMAN	5
PART 2 PROPOSED NEW INVESTMENT POLICY.....	9
PART 3 RISKS ASSOCIATED WITH THE PROPOSALS.....	11
DEFINITIONS.....	13
NOTICE OF GENERAL MEETING	15

EXPECTED TIMETABLE

2022

Latest time and date for receipt of Forms of Proxy from Shareholders	9.30 a.m. on 23 February
General Meeting	9.30 a.m. on 25 February
Results of General Meeting announced	25 February 2022

Notes

1. References to times in this document are to London time.
2. The dates set out in the expected timetable may be adjusted by the Company, in which event details of the new dates will be notified to Shareholders by an announcement made by the Company through a Regulatory Information Service.

PART 1
LETTER FROM THE CHAIRMAN

HENDERSON DIVERSIFIED INVESTMENT TRUST PLC

(Incorporated in England & Wales with registered number 10635799)

(An investment company within the meaning of section 833 of the Companies Act 2006)

Directors:

Angus Macpherson (*Chairman*)
Denise Hadgill
Win Robbins
Stewart Wood
Ian Wright

Registered office:

201 Bishopsgate
London
EC2M 3AE

14 December 2021

Dear Shareholder

Introduction and overview

At the Company's last Annual General Meeting, in order to facilitate the Company's transition away from LIBOR, Shareholders voted in favour of amending the Company's investment objective to that of seeking a sustainable level of annual income and capital gains consistent with seeking to reduce the risk of capital losses. The Company's benchmark was also updated as a result of this process.

Following this change, and in the light of the introduction of new EU rules relating to the introduction of sustainability-related disclosures, the Board has been discussing with the Investment Manager the various ways in which Environmental, Social and Governance ("**ESG**") matters are integrated into the Company's portfolio construction and investment processes. The Investment Manager already seeks to incorporate certain guiding principles in constructing the Company's portfolio in a manner that promotes the application of greenhouse gas emissions ("**GHG**") intensity related criteria, political rights and civil liberties and support for the UN Global Compact ("**UNGC**") principles. As a result of these discussions, the Board is proposing to amend the Company's investment objective and policy to incorporate formally some of these principles.

The purpose of this document is to explain the proposed changes to the Company's existing investment objective and policy, the Company's integration of ESG considerations into its wider investment strategy and to explain why the Board recommends you vote in favour of the Resolution to be proposed at the General Meeting.

Change of investment objective and policy

The Company's current investment objective is to seek a sustainable level of annual income and capital gains consistent with seeking to reduce the risk of capital losses, by investing in a diversified portfolio of global fixed income and floating rate asset classes. However, the Board believes that the potential for meaningful capital gains in the current low interest rate environment is limited and therefore it is proposed that, subject to Shareholder approval, the Company's investment objective be amended to

that of providing Shareholders with a high level of income and preservation of capital, through the economic cycle.

The Board also proposes to include additional formal restrictions related to ESG considerations in the Company's investment policy; these reflect restrictions already applied by the Investment Manager in constructing the Company's portfolio. For the avoidance of doubt, there will be no material change to the Company's investment process or strategy as a result of the proposed amendments to the investment objective and policy as these amendments largely reflect the current strategy and processes employed by the Investment Manager on behalf of the Company.

The Company's existing investment objective and policy and the New Investment Objective and Policy are set out in full in Part 2 of this document.

The Listing Rules require any proposed material changes to the Company's published investment policy to be submitted to the FCA for prior approval; the FCA has approved the New Investment Objective and Policy. The Listing Rules also require Shareholder approval prior to any material changes being made to the Company's published investment policy; this approval will be sought at the General Meeting. Any future material changes to the New Investment Objective and Policy will also require the prior approval of Shareholders.

The Company's integration of ESG into its investment strategy

The Company promotes the application of GHG intensity related criteria, political rights and civil liberties and support for the UNGC principles as part of the portfolio construction process. In order to meet the environmental and social characteristics promoted by the Company, the Investment Manager applies binding criteria to the selection of underlying assets as part of its investment decision making process. In connection with the foregoing, the Company is proposing to formalise the following investment restrictions in its published investment policy in order to strengthen this integration:

- The Company will not make any direct investments in corporate issuers who derive more than 10 per cent. of their revenue from oil and gas generation and production, oil sands extraction, shale energy extraction, thermal coal extraction and power generation, and Arctic oil and gas extraction.
- The Company will not make any direct investments in corporate issuers that the Board, as advised by the Investment Manager, deems to have failed to comply with the UNGC principles.
- The Company will not directly invest in sovereign bond issuers that have been sanctioned by the European Union or United Nations and/or that do not score 'free' by the Freedom House Index (or other such similar index as determined by the Board as advised by the Investment Manager) that promotes political rights and civil liberties.
- The Company will not make any direct investments in issuers who derive any of their revenue from the production or distribution of fur or from the production or distribution of controversial weapons.

In addition to adhering to the above investment restrictions, as part of its portfolio construction process the Investment Manager also applies the following measures.

- Seeking to manage the Company in a way that means it will have a lower carbon intensity in the corporate bond portion of its portfolio compared to the relevant reference investment universe.
- Under normal market conditions, seeking to exclude sovereign bond issuers that have not ratified the Paris Agreement. However, should the US choose to exit the Paris Agreement during a future political cycle, the Investment Manager will consider whether excluding US Treasuries from the Company would be excessively detrimental to returns and/or whether it would change the risk-return profile of the Company.

The Investment Manager monitors the Company's portfolio against the formal investment restrictions and additional measures set out above on an ongoing basis. If an existing investment becomes ineligible based on exclusionary screens, it will be divested within a reasonable period.

Investors should note that a specific index is not designated as a reference benchmark to determine whether the Company is aligned with the environmental and/or social characteristics promoted.

Sustainability Risk Policy

The Investment Manager aims to ensure that the companies in which the Company invests follow good governance practices. The good governance practices of investee companies are assessed by the Investment Manager prior to making an investment on behalf of the Company and periodically thereafter in accordance with the Investment Manager's Sustainability Risk Policy ("**SRP**"). The SRP sets minimum standards against which investee companies will be assessed and monitored by the Investment Manager prior to making an investment and on an ongoing basis. Such standards may include, but are not limited to: sound management structures, employee relations, remuneration of staff and tax compliance. In addition, the Investment Manager is a signatory to the UN Principles for Responsible Investment ("**UNPRI**"). The SRP can be viewed in full at https://cdn.janushenderson.com/webdocs/Sustainability+Risk+Policy_EU.pdf.

General Meeting

The adoption of the New Investment Objective and Policy is subject to Shareholder approval. A notice convening the General Meeting which is to be held at the Company's registered office, 201 Bishopsgate, London, EC2M 3AE on 25 February 2022 at 9.30 a.m. is set out at the end of this document. The Resolution will, if passed, result in the adoption of the New Investment Objective and Policy as set out in Part 2 of this document, with effect from the passing of the Resolution. The Resolution will be proposed as an ordinary resolution and will require the approval of Shareholders representing a simple majority of the votes cast.

All Shareholders are entitled to vote at the General Meeting. In accordance with the Company's articles of association, all Shareholders entitled to vote and present in person or by proxy at the General Meeting shall upon a show of hands have one vote and upon a poll shall have one vote in respect of every Share held.

The Board takes the health, safety and wellbeing of all the Company's stakeholders very seriously and Shareholders should note that as a result of the Covid-19 pandemic and the guidance published by the UK Government, physical attendance at the General Meeting may not be possible at the time of the meeting. In addition, and in accordance with the Company's articles of association, the Company may

impose entry restrictions on attendance at the General Meeting. **In the light of this, the Board encourages Shareholders to submit their votes by proxy in advance by the required deadline and to appoint the Chairman of the meeting as their proxy to ensure their vote is counted.** If the Company intends to restrict physical attendance at the General Meeting, the Company will notify Shareholders of this, or any other change to the proposed format of the General Meeting, as soon as possible via RIS and its website (www.hendersondiversifiedincome.com.)

If Shareholders do not vote in favour of the New Investment Objective and Policy, the Company will continue to be managed under its existing investment objective and policy.

Action to be taken

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and if the Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf.

Shareholders are requested to complete and return proxy appointments to the Registrar by one of the following means:

1. by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
2. by completing and signing the Form of Proxy in accordance with the instructions printed thereon and returning by post, by courier or by hand; or
3. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of the General Meeting.

In each case, the proxy appointment must be received by the Company as soon as possible and, in any event, so as to arrive by no later than 9.30 a.m. on 23 February 2022. To be valid, the relevant proxy appointment should be completed in accordance with the instructions accompanying it and lodged with the Registrar by the relevant time.

Recommendation

The Board considers that the Proposals, as set out in this document, and the Resolution to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

The Directors intend to vote in favour, or procure votes in favour, of the Resolution at the General Meeting in respect of their own beneficial holdings of Shares, which in aggregate amount to 188,988 Shares (representing 0.1 per cent. of the issued Share capital of the Company as at the date of this document).

Yours faithfully,

Angus Macpherson
Chairman

PART 2

PROPOSED NEW INVESTMENT OBJECTIVE AND POLICY

The full text of the Company's current investment objective and policy and proposed new investment objective and policy are set out below:

Current Investment Objective

The Company's investment objective is to seek a sustainable level of annual income and capital gains consistent with seeking to reduce the risk of capital losses, by investing in a diversified portfolio of global fixed income and floating rate asset classes.

Current Investment Policy

The Company uses a dynamic approach to portfolio allocation across asset classes and is permitted to invest in a single asset class if required. The Company seeks a sensible spread of risk at all times. It can invest in assets of any size, sector, currency or issued from any country.

The Company has adopted the following allocation limits for each asset class:

- secured loans 0 to 100% of gross assets
- government bonds 0 to 100% of gross assets
- investment grade bonds 0 to 100% of gross assets
- high yield (sub investment grade) corporate bonds 0 to 100% of gross assets
- unrated corporate bonds 0 to 10% of gross assets
- asset backed securities 0 to 40% of gross assets
- high yielding equities 0 to 10% of gross assets

As a matter of policy, the Company will not invest more than 10% in aggregate of its net assets in a single corporate issue or issuer.

The Company may use financial instruments known as derivatives to enhance returns. They may also be used to reduce risk or to manage the Company's assets more efficiently. The use of derivatives may include credit derivatives (including credit default swaps) in addition to interest rate futures, interest rate swaps and forward currency contracts. The credit derivatives,

Proposed Investment Objective

The Company's investment objective is to provide shareholders with a high level of income and preservation of capital, through the economic cycle.

Proposed Investment Policy

The Company invests in a diversified portfolio of global fixed income and floating rate asset classes. The Company uses a dynamic approach to portfolio allocation across asset classes and is permitted to invest in a single asset class if required. The Company seeks a sensible spread of risk at all times. ~~It can invest in assets of any size, sector, currency or issued from any country.~~

Asset Allocation

The Company has adopted the following allocation limits for each asset class:

- secured loans 0 to 100% of gross assets
- government bonds 0 to 100% of gross assets
- investment grade bonds 0 to 100% of gross assets
- high yield (sub-investment grade) corporate bonds 0 to 100% of gross assets
- unrated corporate bonds 0 to 10% of gross assets
- asset backed securities 0 to 40% of gross assets
- high yielding equities 0 to 10% of gross assets

As a matter of policy, the Company will not invest more than 10% in aggregate of its net assets in a single corporate issue or issuer.

The Company has adopted the following investment restrictions:

- The Company will not make any direct investments in corporate issuers who derive more than 10 per cent. of their revenue from oil and gas generation and production, oil sands extraction, shale energy extraction, thermal coal extraction and power

interest rate futures and swaps are used to take a synthetic exposure to, or to hedge, an investment position where the derivative contract is more efficient or cost effective than a position in the underlying physical asset. The Company's exposure to derivatives is capped at a maximum net long or net short position of 40% of net assets. The Company may also employ financial gearing for efficient portfolio management purposes and to enhance investment returns but total gearing (both financial gearing and synthetic gearing combined) may not exceed 40% of net assets. Forward currency contracts are used to hedge other currencies back to sterling.

Any material change to the investment policy of the Company will only be made with the approval of shareholders.

- generation, and Arctic oil and gas extraction.
- The Company will not make any direct investments in corporate issuers that the Board, as advised by the investment manager, deems to have failed to comply with the United Nations Global Compact principles.
- The Company will not directly invest in sovereign bond issuers that have been sanctioned by the European Union or United Nations and/or that do not score 'free' by the Freedom House Index (or other such similar index as determined by the Board as advised by the investment manager) that promotes political rights and civil liberties.
- The Company will not make any direct investments in issuers who derive any of their revenue from the production or distribution of fur or from the production or distribution of controversial weapons.

Derivatives

The Company may use financial instruments known as derivatives to enhance returns. They may also be used to reduce risk or to manage the Company's assets more efficiently. The use of derivatives may include credit derivatives (including credit default swaps) in addition to interest rate futures, interest rate swaps and forward currency contracts. The credit derivatives, interest rate futures and swaps are used to take a synthetic exposure to, or to hedge, an investment position where the derivative contract is more efficient or cost effective than a position in the underlying physical asset. The Company's exposure to derivatives is capped at a maximum net long or net short position of 40% of net assets.

Gearing

The Company may also employ financial gearing for efficient portfolio management purposes and to enhance investment returns, but total gearing (both financial gearing and synthetic gearing combined) may not exceed 40% of net assets. Forward currency contracts are used to hedge other currencies back to sterling.

Any material change to the investment policy of the Company will only be made with the approval of shareholders.

PART 3

RISKS ASSOCIATED WITH THE PROPOSALS

Shareholders should consider carefully all of the information set out in this document including, in particular, the risks associated with the Proposals described below prior to making any decision as to whether to vote in favour of the Resolution.

The Company's business, financial condition or operations could be materially and adversely affected by the occurrence of any of the risks described below. In such circumstances, the market price of the Shares could decline and investors could lose all or part of their investment. In particular, Shareholders should note that the past performance of the Company or the Investment Manager should not be used as a guide to the Company's future performance.

Additional risks and uncertainties which were not known to the Board at the date of this document or that the Board considers at the date of this document to be immaterial (based on the assumption that the Resolution are passed at the General Meeting) may also materially and adversely affect the Company's business, financial condition or results or prospects.

Shareholders should be aware of the following considerations relating to the New Investment Objective and Policy and the Company;

- There can be no guarantee that the investment objective of the Company will be achieved or, in particular, that the capital value of a Share will be preserved through the economic cycle. Given the Company's focus on delivering a high level of income and the preservation of capital through the economic cycle, Shareholders should not expect the Company to generate consistent capital returns.
- The Company's past investment performance is not a reliable indicator of its future investment performance.
- Under the New Investment Objective and Policy, the Company will not invest in certain sectors and companies and the universe of investments available to the Company will be more limited than other funds that do not apply such criteria. The Company therefore may have different returns from a fund which has no such restrictions. There is also a risk that the companies and issuers in which the Company invests have an negative impact on the sustainability credentials of the Company's portfolio, for example by deriving a meaningful portion of their revenues from material environmental or social harm.
- The Company will have exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.
- Higher-yielding bonds are issued by companies that may have greater difficulty in repaying their financial obligations. High yield bonds are not traded as frequently as government bonds and therefore may be more difficult to trade in distressed markets.
- Changes in economic conditions (including, for example, changes in interest rates, rates of inflation, industry conditions and competition), political, diplomatic, social and demographic

events and trends, tax laws and other factors such as the COVID-19 pandemic could substantially and adversely affect the value of the Company's portfolio and, as a consequence, the Company's investment performance, Share price and prospects.

- Any change in the Company's tax status, or in taxation legislation or in the interpretation or application of taxation legislation, could affect the value of investments held by the Company, the Company's ability to achieve its investment objective, the ability of the Company to provide returns to Shareholders and/or alter the post-tax returns of Shareholders.

The foregoing factors are not exhaustive and do not purport to be a complete explanation of all risks and significant considerations relating to the New Investment Objective and Policy or the Company. Accordingly, additional risks and uncertainties not currently known to the Board may also have an adverse effect on the Company's business, financial condition or results or prospects.

DEFINITIONS

Unless the context otherwise requires, the following words and expressions have the following meanings in this document:

Board	the board of Directors of the Company or any duly constituted committee thereof
Company	Henderson Diversified Income Trust PLC, a company incorporated in England & Wales with registered number 10635799
CREST	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations
CREST Manual	the compendium of documents entitled CREST Manual issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST international Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
Directors	the directors of the Company
Euroclear	Euroclear UK & International Limited, the operator of CREST
FCA	the Financial Conduct Authority of the United Kingdom including any replacement or substitute thereof, and any regulatory body or person succeeding, in whole or in part, to the functions thereof
Form of Proxy	the form of proxy for use by Shareholders at the General Meeting, which accompanies this document
Freedom House	founded in October 1941, a non-profit, non-governmental organization in Washington, D.C., that conducts research and advocacy on democracy, political freedom, and human rights
Freedom House Index	the index operated by Freedom House which rates people's access to political rights and civil liberties in 210 countries and territories across the world

General Meeting	the general meeting of the Company, notice of which is set out at the end of this document, at which the Resolution will be proposed to approve the New Investment Objective and Policy
GHG	Scope 1 and 2 greenhouse gas emissions
Investment Manager	Henderson Investment Funds Limited, a company incorporated in England and Wales with registered number 02678531
New Investment Objective and Policy	the proposed new investment objective and policy of the Company set out in full in Part 2 of this document
Paris Agreement	the international treaty on climate change made between members of the UNFCCC in 2015 which entered into force on 4 November 2016 and which covers, <i>inter alia</i> , climate change mitigation
Proposals	the proposals to adopt the New Investment Objective and Policy, details of which are set out in this document
Register	the register of Shareholders
Registrars	Computershare Investor Services PLC
Regulatory Information Service	any of the regulatory information services set out in Appendix 3 of the listing rules of the FCA
Resolution	the ordinary resolution to approve the adoption of the New Investment Objective and Policy to the exclusion of all others, to be proposed at the General Meeting
Shareholders	holders of Ordinary Shares
Shares or Ordinary Shares	ordinary shares of 1 penny each in the capital of the Company
UNFCCC	United Nations Framework Convention on Climate Change
UNGC	United Nations Global Compact

NOTICE OF GENERAL MEETING

HENDERSON DIVERSIFIED INCOME TRUST PLC

(Incorporated in England & Wales with registered number 10635799)

(An investment company within the meaning of section 833 of the Companies Act 2006)

Notice is hereby given that a general meeting of Henderson Diversified Income Trust PLC (the "**Company**") will be held at 201 Bishopsgate, London, EC2M 3AE on 25 February at 9.30 a.m. to consider and, if thought fit, pass the following resolution, which will be proposed as ordinary resolution:

ORDINARY RESOLUTION

1. **THAT** the proposed investment objective and investment policy set out in Part 2 of the circular to shareholders of the Company dated 14 December 2021, a copy of which has been produced to the meeting and signed by the chairman for the purpose of identification, be and is hereby adopted as the investment objective and investment policy of the Company to the exclusion of all previous investment objectives and investment policies of the Company with effect from the conclusion of the meeting.

By order of the Board

Henderson Secretarial Services Limited
Company Secretary

Registered office:

201 Bishopsgate
London
EC2M 3AE

Dated: 14 December 2021

Notes:

1. If law or Government guidance so requires at the time of the meeting the Chairman of the meeting will limit, in their sole discretion, the number of individuals in attendance at the meeting. In addition, in the light of the COVID-19 pandemic, the Company may impose entry restrictions on certain persons wishing to attend the meeting in order to secure the health and safety of others attending the meeting.
2. A member is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote on their behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.
3. A form of proxy for use by shareholders is enclosed with this document. To be valid, the form of proxy should be lodged by one of the following methods;
 - via the registrar's website www.investorcentre.co.uk/eproxy; or
 - in hard copy form (together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority) by post, by courier or by hand to the Company's registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;

- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures noted below,

and in each case to be received by the Company no later than 48 hours (excluding non-working days) before the time of the meeting or any adjourned meeting.

4. Only those shareholders having their names entered on the Company's share register not later than 8.00 p.m. on 23 February 2022 or, if the meeting is adjourned, 8.00 p.m. on the day which is two days (excluding non-working days) prior to the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the Company's share register after that time shall be disregarded in determining the rights of any shareholder to attend, speak and vote at the meeting, notwithstanding any provision in any enactment, the Articles of Association of the Company or other instrument to the contrary.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's Registrar (ID 3RA50) no later than 9.30 a.m. on 23 February 2022 (or in the event the meeting is adjourned no later than 48 hours (excluding non-working days) before the time of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST Sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s)), to procure that their CREST Sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST Sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the

member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in notes 2, 3 and 5 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by members of the Company.

10. As at close of business on 10 December 2021 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 187,784,303 ordinary shares of 1 penny each (none of which is held in treasury) carrying one vote for every share held. Therefore the total number of voting rights in the Company as at close of business on 10 December 2021 was 187,784,303.
11. Any person holding 3 per cent, or more of the total voting rights in the Company who appoints a person other than the Chairman as his/her proxy will need to ensure that both he/she and such third party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
13. Under section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.hendersondiversifiedincome.com.