

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

HENDERSON DIVERSIFIED INCOME TRUST PLC
(Registered Number 10635799)

PASSED ON 4 OCTOBER 2022

At the Annual General Meeting ('AGM') of Henderson Diversified Income Trust plc, duly convened and held on Tuesday 4 October 2022, the following Resolutions were duly passed under Other Business:

As an Ordinary Resolution

10. THAT the shareholders approve the Company's dividend policy.
11. THAT in substitution for all existing authorities the directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) up to an aggregate nominal amount of £185,594 (or such amount as shall be equivalent to 10% of the Company's issued ordinary share capital, excluding treasury shares, at the date of the passing of this resolution) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2023, but that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

As Special Resolutions

12. THAT in substitution for all existing authorities and subject to the passing of resolution 11, the directors be empowered pursuant to Section 570 and 573 of the Act to allot equity securities for cash pursuant to the authority conferred by resolution 11 above and to sell equity securities from treasury for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment or sale of equity securities:

(a) up to an aggregate nominal amount of £185,594 (or such other amount as shall be equivalent to 10% of the issued share capital at the date of passing of the resolution, excluding shares held in treasury), and

(b) at a price of not less than the net asset value per share;

and shall expire on the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company in 2023 (unless previously renewed, varied or revoked, by the Company in general meeting), save that the Directors may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted or sold from treasury after such expiry and the Directors may allot equity securities or sell equity securities from treasury pursuant to any such offer or agreement as if this authority had not expired.

13. THAT in substitution for existing authorities the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 1p each in issue in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 14.99% of the Company's issued ordinary share capital excluding treasury shares at the date of the passing of this resolution (equivalent to 27,411,722 shares, excluding treasury shares, at the date of the meeting);
- (b) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed the higher of:
 - (i) 105% of the average of the middle market quotations for the shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase;
 - (ii) the last independent trade and the highest current independent bid on the London Stock Exchange.
- (c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 1p, being the nominal value per share;
- (d) the authority hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2023, unless such authority is renewed before that expiry;
- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred which prior to the expiry of such authority 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; and
- (f) any ordinary shares so purchased shall be cancelled or, if the directors so determine, be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

14. THAT a General Meeting other than an AGM may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the AGM in 2023.

Certified to be a true copy



Helena Harvey
For and on behalf of
Janus Henderson Secretarial Services UK Limited
Corporate Secretary to Henderson Diversified Income Trust plc

Date: 4 October 2022