

The Henderson Smaller Companies Investment Trust plc
Notice of 2018 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 Meeting"), which is to be held on Friday 14 September 2018 at 11.30 am at 201 Bishopsgate, London EC2M 3AE (the offices of Janus Henderson).

The Notice of Meeting can be found on pages 1 and 2 of this document, together with a map on page 2 showing the venue for the Meeting. 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 Annual Report for the year ended 31 May 2018, which is being sent to shareholders with this document. The Meeting will be broadcast live on the internet, so if you are unable to attend in person you will be able to log on to watch the meeting as it happens; to do so visit www.janushenderson.com/trustslive.

Our Fund Manager, Neil Hermon, will give a presentation at the Meeting and there will be opportunities to ask questions. Even 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 Annual General Meeting 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

Jamie Cayzer-Colvin

Chairman

3 August 2018

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 The Henderson Smaller Companies Investment 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.

The Henderson Smaller Companies Investment Trust plc

(an investment company within the meaning of section 833 of the Companies Act 2006,

incorporated in England and Wales with registered number 25526)

Notice of Annual General Meeting

Notice is hereby given that the One Hundred and Thirtieth Annual General Meeting of The Henderson Smaller Companies Investment Trust plc ("the Company") will be held at 201 Bishopsgate, London EC2M 3AE on

Friday 14 September 2018 at 11.30 am for the purpose of transacting the following business of the Company:

Ordinary Resolutions

- 1 To receive the Annual Report and the audited financial statements for the year ended 31 May 2018.
- 2 To receive and approve the Directors' Remuneration Report for the year ended 31 May 2018.
- 3 To approve a final dividend of 15.0p per ordinary share.
- 4 To re-appoint Jamie Cayzer-Colvin as a Director of the Company.
- 5 To re-appoint Beatrice Hollond as a Director of the Company.
- 6 To re-appoint David Lamb as a Director of the Company.
- 7 To re-appoint Victoria Sant as a Director of the Company.
- 8 To appoint Ernst & Young LLP as Statutory Auditors to the Company.
- 9 To authorise the Directors to determine the Auditors' remuneration.

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

- 10 THAT the Directors be 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 £1,867,544 (or such other amount as shall be equivalent to 10% of the issued ordinary share capital at the date of passing 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 Directors may allot relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

- 11 THAT subject to Resolution 10 being passed, the Directors be 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 10 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) to 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 £1,867,544 (or such other amount as shall be equivalent to 10% 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 Directors 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

12 THAT the Company be and is hereby authorised in accordance with section 694 of the Companies Act 2006 ('the Act') to purchase (within the meaning of section 693 of the Act) the preference stock units of £1 each in the capital of the Company (prior to 1 May 1999, the 4½ per cent cumulative preference stock units of £1 each in the capital of the Company) (the 'Preference Stock') pursuant to contracts arising from acceptance of the offer to purchase Preference Stock made by the Company on the terms described in the Circular to holders of ordinary shares and Preference Stock dated 24 February 1999, such authority to expire at the conclusion of the Annual General Meeting of the Company in 2019 or, if sooner, 15 months from the date of the passing of this Resolution.

13 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 Ordinary shares of 25p each in the capital of the Company ('Ordinary Shares'), provided that:

- (a) the maximum number of Ordinary shares hereby authorised to be purchased shall be 11,197,799 (or, if less, the number representing 14.99 per cent of the Ordinary shares at the date of passing of this Resolution);
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary share is 25p being the nominal value per share;
- (c) the maximum price (exclusive of expenses) which may

be paid for an Ordinary share shall not exceed the higher of:

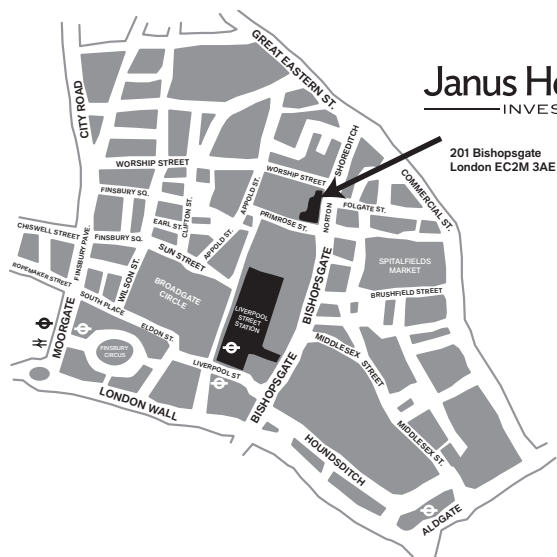
- (i) 105% of the average of the middle market quotations for the shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
 - (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange.
- (d) the authority hereby conferred will expire at the conclusion of the Annual General Meeting of the Company in 2019, or, if earlier, 15 months from the date of 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.

14 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting of the company in 2019.

By Order of the Board
Henderson Secretarial Services Limited
Corporate Secretary
3 August 2018

Registered Office:
201 Bishopsgate
London EC2M 3AE

Annual General Meeting venue



The AGM will be held at 11.30 am on Friday 14 September 2018, at 201 Bishopsgate, London EC2M 3AE (12th floor). The building is a few minutes walk from Liverpool Street Station.

Explanation of the Resolutions

The information set out below is an explanation of the business to be considered at the 2018 Annual General Meeting

Annual Report and audited financial statements (Resolution 1) (Ordinary Resolution)

The Directors are required to lay before the Meeting the Annual Report and audited financial statements of the Company for the year ended 31 May 2018 ('the Annual Report'), including the Strategic Report, Report of the Directors 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 May 2018, as set out on pages 27 and 28 of the Annual Report.

Dividend (Resolution 3) (Ordinary Resolution)

The Directors propose a final dividend of 15.0p 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 to shareholders on the register of members at the close of business on 31 August 2018. If approved the dividend will be paid on 28 September 2018.

Directors (Resolutions 4 to 7) (Ordinary Resolutions)

The Articles of Association require that some of the Directors retire at each Annual General Meeting and that Directors stand for re-appointment at least every three years. Under the UK Corporate Governance Code, Directors are expected to stand for re-appointment annually if they have served for nine years or more. The Directors have however agreed previously that Directors will be required to stand for re-appointment on an annual basis.

At its meeting in January 2018, the Nomination Committee reviewed the performance, contribution and commitment of the members of the Board and concluded that each of the Directors continues to bring extensive current and relevant business experience that allows them to contribute effectively to the leadership of the Company, both in terms of performance and commitment.

Resolution 4 seeks the re-appointment of Jamie Cayzer-Colvin who joined the Board in May 2011 and was appointed Chairman in September 2011.

Resolution 5 seeks the re-appointment of Beatrice Hollond who joined the Board in July 2010 and was appointed Chairman of the Audit Committee in September 2010.

Resolution 6 seeks the re-appointment of David Lamb who joined the Board in August 2013.

Resolution 7 seeks the re-appointment of Victoria Sant who joined the Board in September 2016.

The Directors biographies are set out on page 16 of the Annual Report.

Statutory Auditors (Resolutions 8 and 9) (Ordinary Resolutions)

There is a requirement to appoint auditors at each general meeting at which accounts 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. Ernst & Young LLP have been appointed to office following an audit tender carried out during the year for the financial year ending 31 May 2019. Resolution 8 covers their appointment and Resolution 9 authorises the Directors to determine their remuneration.

Authority to issue new shares and dis-apply pre-emption rights (Resolutions 10 and 11) (Ordinary and Special Resolution respectively)

The Directors are seeking the power to allot new Ordinary shares for cash on a non pre-emptive basis, renewal of 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 £1,867,544 (or such other amount as shall be equivalent to 10% 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 2019.

Explanation of the Resolutions

continued

Preference Stock (Resolution 12) (Special Resolution)

In a circular to shareholders and preference stockholders dated 24 February 1999, the Company proposed to offer to purchase for cancellation all the Company's outstanding Preference Stock at £1 per unit, being the par value of the Preference Stock units. At an extraordinary general meeting of the Company held on 22 March 1999 these proposals, together with the related changes to the Articles of Association, were approved. At 31 May 2018 no acceptances had been received, leaving £4,257 in issue. It is intended that the offer will remain open until such time as all the Preference Stock has been acquired. This Resolution renews for a further year the Company's powers to purchase for cancellation the outstanding Preference Stock. This authority will expire at the conclusion of the 2019 AGM.

Share Buy-back Facility (Resolution 13) (Special Resolution)

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 Board considers that the Company should continue to have authority to buy-back its own Ordinary shares for cancellation. Resolution 13 authorises the Company to make market purchases for cancellation of up to 14.99% of the Ordinary shares in issue at the date of the Annual General Meeting (equivalent to 11,197,799 Ordinary shares (with a nominal value of £2,799,449) if there is no change in the issued ordinary share capital between now and 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 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. 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 Directors will not use this authority unless to do so would result in an increase in the net asset value per Ordinary share. The minimum price (exclusive of expenses) which may be paid for an Ordinary share is 25p being the nominal value per share.

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; and
- (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange.

The Directors intend to seek fresh authority to buy-back its own Ordinary shares at the Annual General Meeting in 2019.

Notice of General Meetings (Resolution 14) (Special Resolution)

Under the Companies Act 2006 the notice period for General Meetings (other than the AGM) is 21 days unless approval to give only 14 days' notice has been given by Shareholders.

In order to maintain maximum flexibility in communicating with Shareholders, the Board is seeking (other than the AGM) approval to allow General Meetings to be called on 14 days' notice. This authority will only be used if to do so will be in the best interests of Shareholders. The Company will only be able to take advantage of this authority if all Shareholders are given the opportunity (but not the obligation) to vote at such a General Meeting by electronic means.

Notes to the Notice of Annual General Meeting

Resolutions 1 to 10 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 11 to 14 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.

1. Voting record date

Only those shareholders registered in the register of members of the Company at close of business on Wednesday 12 September 2018 shall be entitled to attend and vote at the Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the register of members after close of business on Wednesday 12 September 2018 shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

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 Meeting or at any adjournment(s) thereof. On a poll every ordinary shareholder has one vote for every one share held.

3. Rights 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.

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 no 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 in respect of these arrangements.

4. 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.

5. 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.

6. Receipt and termination of proxies

A Form of Proxy is enclosed and to be valid must be lodged with the Company's Registrar before 11.30 am on Wednesday 12 September 2018.

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.

7. Electronic receipt of proxies

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the Issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in note 6 above. 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 applications host) from which the issuer's agent 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.

Notes to the Notice of Annual General Meeting

continued

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 his 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

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.

8. Communication 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.

9. Questions at the Meeting

Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the Meeting 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
- (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:

- (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting; or
- (b) 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 at which 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.

10. Website

A copy of this Notice, including these explanatory notes, is included on the Company's website, www.hendersonsmallercompanies.com

11. Total voting rights

As at 3 August 2018 (being the last practicable date prior to the publication of this Notice) the Company's issued ordinary share capital consisted of 74,701,796 ordinary shares of 25p each, carrying one vote each. Therefore, the total voting rights in the Company on a poll were 74,701,796.

12. Documents available for inspection

Copies of the Directors' letters of appointment may be inspected at the registered office of the Company during normal business hours on any day (Saturdays, Sundays and public holidays excepted) and will be available at the AGM from 15 minutes prior to the commencement of the meeting until its conclusion. No Director has a contract of service with the Company.

13. Members' right to require circulation of resolution to be proposed at the AGM

Under section 338 of the Companies Act 2006, a member or members meeting the qualification criteria set out at note 15 below, may, subject to conditions, require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at that meeting.

The conditions are that:

- (i) The resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise).
- (ii) The resolution must not be defamatory of any person, frivolous or vexatious.
- (iii) The request:
 - (a) may be in hard copy form or in electronic form (see note 14 below);
 - (b) must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another member, clearly identifying the resolution which is being supported;
 - (c) must be authenticated by the person or persons making it (see note 14 below); and
 - (d) must be received by the Company not later than 6 weeks before the AGM.
- (iv) In the case of a request made in hard copy form, such request must be:
 - (a) authenticated by signing, giving full name and address and providing evidence of the number of shares held; and
 - (b) sent to the Company Secretary, The Henderson Smaller Companies Investment Trust plc, 201 Bishopsgate, London EC2M 3AE.

Notes to the Notice of Annual General Meeting

continued

- (v) In the case of a request made in electronic form, such request must be:
 - (a) authenticated by signing and scanning a copy of the request, giving full name and address and providing evidence of the number of shares held; and
 - (b) sent to itsecretariat@janushenderson.com.

14. Members' right to have a matter of business dealt with at the Meeting

Under section 338A of the Companies Act 2006, a member or members meeting the qualification criteria set out at note 15 below, may, subject to conditions, require the Company to include in the business to be dealt with at the AGM a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).

The conditions are that:

- (i) The matter of business must not be defamatory of any person, frivolous or vexatious.
- (ii) The request:
 - (a) may be in hard copy form or in electronic form (see note 16 below);
 - (b) must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
 - (c) must be accompanied by a statement setting out the grounds for the request;
 - (d) must be authenticated by the person or persons making it (see note 16 below); and
 - (e) must be received by the Company not later than 6 weeks before the AGM.

15. Members' qualification criteria

In order to be able to exercise the members' right to require:

- (a) circulation of a resolution to be proposed at the AGM (see note 13);
- (b) a matter of business to be dealt with at the AGM (see note 14); or the relevant request must be made by:
- (c) a member or members having a right to vote at the AGM and holding at least 5% of total voting rights of the Company; or
- (d) at least 100 members have a right to vote at the AGM and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see notes 2 and 11.

16. Submission of hard copy and electronic requests and authentication requirements.

Where a member or members wishes to request the Company to:

- (a) circulate a resolution to be proposed at the AGM (see note 13); or
- (b) include a matter of business to be dealt with at the AGM (see note 14); such request must be made in accordance with one of the following ways:
- (c) A hard copy request which is signed by you, states your full name and address, and provides evidence of the number of shares held is sent to the Corporate Secretary, The Henderson Smaller Companies Investment Trust plc, at 201 Bishopsgate, London EC2M 3AE.
- (d) A request which is signed by you, states your full name and address and provides evidence of the number of shares held is faxed to 020 7818 1819 marked for the attention of the Corporate Secretary, The Henderson Smaller Companies Investment Trust plc or Investment Trust Secretariat.
- (e) A scanned copy of a request which is signed by you, states your full name and address, and evidence of the number of shares held; is sent to itsecretariat@janushenderson.com. Please state "AGM" in the subject line of the e-mail.

17. Receipt of communications at the Meeting

The attendance at the Meeting of members and their proxies and representatives is understood by the Company to confirm their agreement to receive any communications made at the Meeting.

18. Preference stockholders

This Notice is available for information only to holders of the Preference Stock who are not entitled to attend or vote at the Meeting.

