

The Companies Act 2006  
Company Limited by Shares

RESOLUTIONS OF

**THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC**

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Passed on 1 October 2021

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At the Annual General Meeting of The Henderson Smaller Companies Investment Trust plc (the "Company"), duly convened and held on 1 October 2021, the following resolutions were passed as set out below:

**ORDINARY RESOLUTION**

- 12** THAT in substitution for all existing authorities, 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 relevant securities (within the meaning of section 551 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 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) at the conclusion of the next AGM 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**

- 13** THAT in substitution for all existing authorities and subject to resolution 12 being passed, the directors be empowered pursuant to section 570 and/or section 573 of 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 12 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. This power shall be limited to:

(a) the allotment or sale 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 (or 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;

(b) the allotment or sale (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, excluding treasury shares, at the date of the passing of the resolution); and

(c) to the allotment or sale of equity securities at a price of no less than the net asset value per share;

and shall expire at the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the next AGM 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 or sold 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.

- 14** THAT in substitution for existing authorities, the Company be generally and unconditionally authorised in accordance with section 694 of 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 next AGM of the Company in 2022 or, if sooner, 15 months from the date of the passing of this resolution.
- 15** THAT in substitution for existing authorities, the Company be 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 in issue of 25p each, excluding treasury shares, in the capital of the Company ("ordinary shares"), 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 that may be purchased shall be 14.99% of the Company's issued ordinary share capital (equivalent to 11,197,799 shares at the date of this Notice) at the date of the 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 on the earlier of the conclusion of the next AGM of the Company or 15 months from the date of the passing of this resolution, unless such authority is renewed prior to such time;
  - (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; and
  - (f) any shares so purchased shall be cancelled or, in accordance with the provisions of the Act, if the directors so determine, be held, sold, transferred or otherwise dealt with as treasury shares.
- 16** 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 next AGM of the Company.

Certified a true copy

Johana Woodruff ACG  
For and on behalf of Henderson Secretarial Services Limited  
Corporate Secretary to The Henderson Smaller Companies Investment Trust plc