

THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC

Annual General Meeting on Thursday 5 October 2017 Number of proxy votes lodged

| Resolution | Description | Proxy Votes Cast | | | | | Total Votes Cast (excluding votes withheld) |
|------------|--|------------------|---------|-----------------------|------------------------|----------|--|
| | | For | Against | Chairman's Discretion | Third Party Discretion | Withheld | |
| 1 | To receive the Annual Report and audited financial statements for the year ended 31 May 2017 | 34,977,705 | 233 | 53,635 | 16,763 | 1,000 | 35,048,336 |
| 2 | To approve the Company's Remuneration Policy | 34,888,365 | 52,722 | 56,081 | 16,763 | 35,405 | 35,013,931 |
| 3 | To approve the Directors' Remuneration Report for the year ended 31 May 2017 | 34,886,852 | 57,554 | 56,081 | 16,763 | 32,086 | 35,017,250 |
| 4 | To approve the final dividend | 34,977,705 | 233 | 53,635 | 16,763 | 1,000 | 35,048,336 |
| 5 | To re-appoint Jamie Cayzer-Colvin as a Director of the Company | 34,746,997 | 219,469 | 53,635 | 16,763 | 12,472 | 35,036,864 |
| 6 | To re-appoint Beatrice Hollond as a Director of the Company | 34,957,266 | 9,200 | 53,635 | 16,763 | 12,472 | 35,036,864 |
| 7 | To re-appoint David Lamb as a Director of the Company | 34,965,414 | 1,052 | 53,635 | 16,763 | 12,472 | 35,036,864 |
| 8 | To re-appoint Victoria Sant as a Director of the Company | 34,941,831 | 23,315 | 53,635 | 16,763 | 13,792 | 35,035,544 |

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Number of proxy votes lodged (continued)

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|------------|--|------------------|-----------|-----------------------|------------------------|----------|--|
| | | For | Against | Chairman's Discretion | Third Party Discretion | Withheld | |
| 9 | To re-appoint Mary Ann Sieghart as a Director of the Company | 34,719,537 | 220,929 | 53,635 | 16,763 | 38,472 | 35,010,864 |
| 10 | To re-appoint PricewaterhouseCoopers LLP as Statutory Auditors to the Company | 27,755,187 | 7,212,549 | 53,635 | 16,763 | 11,202 | 35,038,134 |
| 11 | To authorise the Directors to determine the remuneration of the Statutory Auditors | 34,961,316 | 2,712 | 53,635 | 16,763 | 14,910 | 35,034,426 |
| 12 | To authorise the Directors to allot shares | 34,950,608 | 12,230 | 53,868 | 16,763 | 15,867 | 35,033,469 |
| 13* | To dis-apply pre-emption rights | 34,900,240 | 50,361 | 61,843 | 16,763 | 20,129 | 35,029,207 |
| 14* | To authorise the Company to purchase its own preference stock | 34,953,497 | 16,933 | 53,635 | 16,763 | 8,508 | 35,040,828 |
| 15* | To authorise the Company to make market purchases of its own ordinary shares | 34,934,823 | 37,512 | 53,635 | 16,763 | 6,603 | 35,042,733 |
| 16* | To call a general meeting on not less than 14 clear days' notice | 34,493,848 | 480,821 | 53,635 | 16,763 | 4,269 | 35,045,067 |

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Number of proxy votes lodged (continued)

* Special resolutions

The number of ordinary shares of 25p each in issue as at 5 October 2017 was 74,701,796. Each vote represents one ordinary share of 25p each.