

**THE HENDERSON SMALLER COMPANIES INVESTMENT TRUST PLC**  
**(the “Company”)**

**Role of the Senior Independent Director**

**Shareholders**

- Be available to shareholders if they have concerns relating to matters which contact through the usual channels has failed to resolve, or for which such contact is inappropriate.
- Maintain contact as required with major shareholders to understand their issues and concerns, including attending meetings where necessary with shareholders to listen to their views.
- Support the Chair in ensuring the Board is aware of the view of major shareholders.

**Chairman**

- Meet the non-executive directors without the Chair present at least annually to consider the performance of the Chair and communicating the results of the evaluation to the Chair.
- Chair the Nomination Committee when considering succession plans for the Chair.
- Act as an intermediary for non-executive directors for any concerns regarding the Chair or the relationship between the Chair and the Manager.

(Adopted on 5 April 2019)