

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. When considering what action you should take, you are recommended immediately to seek your own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.**

If you have disposed of all your Ordinary Shares in the Company, please pass this document (but not the accompanying Form of Proxy or Form of Direction) as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom you made the disposal for onward transmission to the purchaser or transferee.

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## **HENDERSON INTERNATIONAL INCOME TRUST PLC**

*(Incorporated in England and Wales with registered number 7549407 and registered as an investment company under section 833 of the Companies Act 2006)*

### **Notice of General Meeting**

#### **to consider proposals to grant authority to allot C Shares and Ordinary Shares on a non-pre-emptive basis and to adopt new articles of association**

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Notice of a General Meeting to be held at 201 Bishopsgate, London EC2M 3AE on 18 November 2013 at 12.30 p.m. is set out at the end of this document. The Proposals described in this document are conditional upon Ordinary Shareholder approval of the Resolutions at the General Meeting.

Ordinary Shareholders and Plan Participants are requested to complete and return the Form of Proxy or Form of Direction accompanying this document for use at the General Meeting respectively. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH as soon as possible and in any event so as to arrive by no later than 12.30 p.m. on 14 November 2013. To be valid, Forms of Direction must be completed and returned in accordance with the instructions printed thereon to Halifax Share Dealing Limited at Customer Registration & Support Team HSDL, Lovell Park Road, Leeds LS1 1NS as soon as possible and in any event so as to arrive by no later than 12.30 p.m. on 12 November 2013. Subscription Shareholders are being sent this document for information only.

Panmure Gordon (UK) Limited (“**Panmure Gordon**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and for no-one else in connection with the Proposals and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Panmure Gordon nor for providing advice in connection with the Proposals. Panmure Gordon is not responsible for the contents of this document.

The distribution of this document, together with accompanying documents, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction.

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## EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Direction	12.30 p.m. on 12 November 2013
Latest time and date for receipt of Forms of Proxy	12.30 p.m. on 14 November 2013
General Meeting	12.30 p.m. on 18 November 2013
Issue of C Shares, crediting of CREST accounts where applicable and admission and dealings in C Shares commences	8.00 a.m. on 19 November 2013
Placing Programme opens	19 November 2013
Despatch by post of definitive C Share certificates, where applicable	week commencing 25 November 2013
Placing Programme closes	22 October 2014

*All references to time in this document are to London time.*

## PART 1

### LETTER FROM THE CHAIRMAN

# HENDERSON INTERNATIONAL INCOME TRUST PLC

*(Incorporated in England and Wales with registered number 7549407 and registered as an investment company under section 833 of the Companies Act 2006)*

*Directors:*

Christopher Jonas *(Non-Executive Chairman)*  
Peregrine Banbury *(Non-Executive Director)*  
William Eason *(Non-Executive Director)*  
Simon Jeffreys *(Non-Executive Director)*

*Registered Office:*

201 Bishopsgate  
London  
EC2M 3AE

23 October 2013

*To Ordinary Shareholders*

Dear Sir or Madam

#### **Introduction**

As announced on 23 September 2013, the Board has been considering an issue of C Shares in order to meet demand from new and existing investors for shares in the Company. To that end the Company has today published a prospectus (the “**Prospectus**”) in connection with the proposed issue of C Shares by way of a placing, open offer and offer for subscription of C Shares at an issue price of 100 pence per C Share (the “**Issue**”).

The Company is also proposing the implementation of a new placing programme of Ordinary Shares (the “**Placing Programme**”), details of which are also set out in the Prospectus.

A copy of the Prospectus is enclosed with this document.

This letter explains the background to and the reasons for the Issue and the Placing Programme. The C Shares are being issued at the Issue Price of 100 pence per C Share to Ordinary Shareholders on the register as at the Record Date of 5.00 p.m. on 21 October 2013. Investors will also be able to apply for C Shares pursuant to the Placing and Offer for Subscription. Following the Issue, Ordinary Shares will be made available to investors pursuant to the Placing Programme to satisfy any on-going demand and to help to manage the premium to Net Asset Value at which the Ordinary Shares may trade over the next 12 months. Ordinary Shares will be issued under the Placing Programme at a price not less than the diluted Net Asset Value per Ordinary Share (cum income) plus a premium to cover the fees and expenses of each issue.

The Issue and the Placing Programme require the approval of Ordinary Shareholders pursuant to the Companies Act 2006 and the Directors are accordingly convening a General Meeting to be held at 201 Bishopsgate, London EC2M 3AE at 12.30 p.m. on 18 November 2013. The formal notice convening the General Meeting is set out at pages 21 to 23 of this document.

The Resolutions that will be put to Ordinary Shareholders at the General Meeting are to:

- adopt New Articles which incorporate the rights of the C Shares and to make certain consequential amendments to the numbering of the Existing Articles following the insertion of the rights of the C Shares;
- authorise the allotment of up to 100 million C Shares pursuant to the Issue;
- disapply statutory pre-emption rights otherwise applicable to the allotment of C Shares issued pursuant to the Placing and Offer for Subscription such that C Shares do not first have to be offered to Ordinary Shareholders in proportion to their holdings of Ordinary Shares (although Ordinary Shareholders will be entitled to subscribe for C Shares pursuant to the Open Offer);

- authorise the allotment of up to 50 million Ordinary Shares (representing 99.5 per cent. of the issued share capital of the Company as at the date of this document) pursuant to the Placing Programme; and
- disapply statutory pre-emption rights otherwise applicable to the allotment of Ordinary Shares issued pursuant to the Placing Programme such that Ordinary Shares do not first have to be offered to Ordinary Shareholders in proportion to their holdings of Ordinary Shares,

(together, the “**Proposals**”).

The purpose of this document is to provide you with details and to explain the benefits of the Proposals and to set out the reasons why the Directors are recommending that you vote in favour of the Resolutions at the General Meeting.

## **Background to, and reasons for, the Issue and the Placing Programme**

### ***Background***

Since the Company’s admission to listing on 28 April 2011, there has been consistent demand from investors for Ordinary Shares, which has been satisfied by the tap issuance of a further 8,753,050 Ordinary Shares. Demand for Ordinary Shares has been such that the Company has on occasion been close to exhausting the limits of its ability to issue Ordinary Shares.

The Board is therefore proposing the Issue and the Placing Programme. The Board and Manager believe that the potential returns available from the Company’s strategy, and the income investment opportunities available around the world, remain compelling. The objectives are therefore to increase the size of the Company’s assets thereby spreading operating costs over a larger capital base which should reduce the total expense ratio and to improve the liquidity of the Ordinary Shares.

### ***The Issue***

The maximum size of the Issue is £100 million, before expenses. The actual number of C Shares to be issued pursuant to the Issue, and therefore the gross proceeds, are not known as at the date of this document but will be notified by the Company via a Regulatory Information Service prior to admission. The maximum number of C Shares which may be issued pursuant to the Issue is 100 million. The Directors intend to use the net proceeds of the Issue to acquire investments in accordance with the Company’s investment objective and policy.

The C Shares will be offered to existing Ordinary Shareholders by way of the Open Offer. The Open Offer provides an opportunity for Ordinary Shareholders to participate in the fundraising by subscribing for their Open Offer Entitlements. Investors will also be able to subscribe for C Shares under the Offer for Subscription and under the Placing.

Ordinary Shareholders are being offered the opportunity, under the Open Offer, to apply for their Open Offer Entitlement, being up to one C Share for every Ordinary Share held and registered in their name at the close of business on the Record Date.

Ordinary Shareholders who wish to subscribe for more C Shares than their Open Offer Entitlement should make an application under the Offer for Subscription or the Placing. Existing Ordinary Shareholders should be aware that the Open Offer is not a rights issue and Open Offer Entitlements cannot be traded.

The latest time and date for receipt of completed Open Offer Application Forms and payment in full under the Open Offer and settlement of relevant instructions (as appropriate) is expected to be 11.00 a.m. on 8 November 2013 with admission and commencement of dealings in C Shares expected to take place at 8.00 a.m. on 19 November 2013.

The Issue Price for the C Shares is 100 pence per C Share.

Further details as to how Ordinary Shareholders can apply for C Shares are set out in the Prospectus.

### ***C Shares***

The Issue will be of a new class of shares, C Shares, which will be issued at the Issue Price. An issue of C Shares is designed to overcome the potential disadvantages for existing Ordinary Shareholders which could arise out of a conventional fixed price issue of further Ordinary Shares for cash. In particular:

- the C Shares will not convert into Ordinary Shares until after at least 90 per cent. of the net proceeds of the C Share issue (or such other percentage as the Directors and Manager shall agree) have been invested in accordance with the Company's investment policy (or, if earlier, six months after the date of their issue);
- the assets representing the net proceeds from the issue of the C Shares will be accounted for and managed as a distinct pool of assets until the Conversion Date. By accounting for the net proceeds separately, holders of existing Ordinary Shares will not be exposed to a portfolio containing a substantial amount of uninvested cash before Conversion;
- the Net Asset Value of the existing Ordinary Shares will not be diluted by the expenses associated with the Issue, which will be borne by the subscribers for C Shares; and
- the basis upon which the C Shares will convert into Ordinary Shares is such that the number of Ordinary Shares to which holders of C Shares will become entitled will reflect the relative net asset values per share of the assets attributable to the C Shares and the Ordinary Shares. As a result, the Net Asset Value attributable to the Ordinary Shares will not be materially diluted by the issue and conversion of the C Shares.

It is expected that the new Ordinary Shares arising on Conversion of the C Shares will rank *pari passu* with the Ordinary Shares then in issue and will have the rights set out in the New Articles which are summarised in Part 2 of this document.

### ***Conversion of C Shares***

The net proceeds of the Issue and the investments made with the net proceeds of the Issue will be accounted for and managed as a separate pool of assets until after at least 90 per cent. of the net proceeds (or such other percentage as the Directors and Manager shall agree) have been invested in accordance with the Company's investment policy (or, if earlier, six months after the date of issue of the C Shares). The Conversion Ratio will then be calculated (calculated to four decimal places (with 0.00005 being rounded down)) and the C Shares in issue will convert into a number of Ordinary Shares calculated by reference to the net assets then attributable to C Shares compared to the net assets at the same time attributable to Ordinary Shares then in issue. Entitlements to Ordinary Shares will be rounded down to the nearest whole number.

### ***Authority to allot C Shares and adoption of New Articles***

The Issue is conditional on the approval of Ordinary Shareholders. Pursuant to the requirements of the Companies Act, Ordinary Shareholders are being asked to approve the following Resolutions:

- Resolution 1 (which will be proposed as an ordinary resolution and which is conditional on the passing of Resolution 5) to grant the Directors authority to allot up to 100 million C Shares). If approved, this authority will lapse on 31 December 2013;
- Resolution 3 (which will be proposed as a special resolution and which is conditional on the passing of Resolution 1) to grant the Directors authority to allot up to 100 million C Shares on a non-pre-emptive basis). If approved, this authority will lapse on 31 December 2013; and
- Resolution 5 (which will be proposed as a special resolution) to adopt the New Articles which set out the rights of the C Shares (which are summarised in Part 2 of this document) and to make certain consequential amendments to the numbering of the Existing Articles following the insertion of the rights attaching to the C Shares.

A copy of the New Articles will be available for inspection at the offices of Henderson Global Investors Limited, 201 Bishopsgate, London EC2M 3AE from the date of this document until close of the General Meeting.

Applications will be made to the Financial Conduct Authority and the London Stock Exchange for all the C Shares to be issued pursuant to the authority conferred by Resolution 1 to be admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that admission will become effective and dealings in the C Shares will commence at 8.00 a.m. on 19 November 2013.

### ***The Placing Programme***

The Placing Programme is being proposed to enable the Directors to issue Ordinary Shares on an on-going basis to satisfy continued market demand for the Ordinary Shares and to help to manage the premium to Net Asset Value at which the Ordinary Shares may trade in the market. The Directors are seeking authority to allot up to 50 million Ordinary Shares pursuant to the Placing Programme although the number of Ordinary Shares actually issued under the Placing Programme will depend on investor demand. Further information on the Placing Programme is contained in Part 5 of the Prospectus.

The Placing Programme requires the approval of Ordinary Shareholders to grant the Directors authority to allot the Ordinary Shares and also to disapply statutory pre-emption rights, and is therefore conditional on the passing of the Placing Programme Resolutions.

If the Placing Programme Resolutions are passed, the Placing Programme will permit the Company to issue up to 50 million Ordinary Shares (representing 99.5 per cent. of the issued share capital of the Company as at the date of this document) to investors without first having to offer them, *pro rata*, to Ordinary Shareholders. If approved, this authority will lapse on 18 February 2015, being 15 months from the date of passing the Resolution.

Whilst 99.5 per cent. is higher than the allotment of Ordinary Shares and disapplication of pre-emption rights authority ordinarily recommended by corporate governance best practice, the Directors believe that taking a larger than normal authority is justified in the present circumstances.

Any use of this authority will be accretive to the Net Asset Value per Ordinary Share. Whilst Ordinary Shareholders' voting rights will be diluted, the Directors believe that this consideration is outweighed by the flexibility that a larger authority provides. It will also mean that the Company should save the costs of having to issue further prospectuses in order to obtain further authority.

The Placing Programme is flexible and may have a number of closing dates in order to provide the Company with the ability to issue Ordinary Shares over a period of time.

All Ordinary Shares issued pursuant to the Placing Programme will be issued at a premium to the diluted Net Asset Value per Ordinary Share (cum-income) at least sufficient to cover the costs and expenses of the Placing Programme (including without limitation, any placing commissions).

The Company will not issue any Ordinary Shares under the Placing Programme until admission of the C Shares pursuant to the Issue has taken place.

### ***Authority to allot Ordinary Shares and disapplication of pre-emption rights in connection with the Placing Programme***

Resolution 2, if passed, will give the Directors the authority to allot up to 50 million new Ordinary Shares (representing 99.5 per cent. of the issued share capital (excluding treasury shares) of the Company as at the date of this document) pursuant to the Placing Programme.

In order for the Directors to issue Ordinary Shares for cash pursuant to the Placing Programme free of statutory pre-emption rights, such pre-emption rights must be disapplied. Ordinary Shareholders are therefore being asked to approve, by way of special resolution at the General Meeting, the disapplication of statutory pre-emption rights in respect of the issue of up to 50 million Ordinary Shares (representing 99.5 per cent. of the issued share capital of the Company as at the date of this document) pursuant to the Placing Programme. This Resolution 4 will only become effective if Resolution 2 is also passed.

Accordingly, if both Resolutions 2 and 4 are passed, the Directors will be authorised to issue up to a maximum of 50 million Ordinary Shares for cash on a non-pre-emptive basis pursuant to the Placing Programme. The Directors intend to use this authority when they consider that it is in the best interests of Shareholders to do so and to satisfy continuing demand for the Ordinary Shares.

Applications will be made to the Financial Conduct Authority and the London Stock Exchange for all the Ordinary Shares to be issued pursuant to the authorities conferred by Resolutions 2 and 4 to be admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities throughout the period from 20 November 2013 to 22 October 2014. It is expected that such admission and dealings in the Ordinary Shares issued pursuant to the Placing Programme will commence in the period from 20 November 2013 to 22 October 2014.

The Ordinary Shares issued pursuant to the authorities conferred by Resolutions 2 and 4 will rank *pari passu* with the Ordinary Shares then in issue (save for any dividends or other distributions declared, made or paid on the Ordinary Shares by reference to a record date prior to the allotment of the relevant new Ordinary Shares). No fractions of Ordinary Shares will be issued.

The authorities conferred by Resolutions 2 and 4, if passed, will lapse on 18 February 2015, being 15 months from the date of passing the Resolutions.

### **Treasury shares**

No Ordinary Shares were held in treasury at the date of this document.

### **CREST**

The C Shares and the Ordinary Shares will be issued in registered form. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of shares under the CREST system. Settlement of transactions in the C Shares and the Ordinary Shares may take place within the CREST system if any Shareholder so wishes. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so. Shareholders applying for C Shares or Ordinary Shares may elect to receive C Shares or Ordinary Shares in uncertificated form if such investor is a system-member (as defined in the CREST Regulations) in relation to CREST.

### **Benefits of the Issue and the Placing Programme**

The Directors believe that the Issue and the Placing Programme should yield the following principal benefits:

- providing additional capital which will enable the Company to benefit from the continued investment opportunities in the market;
- improving liquidity in the market for the Ordinary Shares due to the increasing number of Ordinary Shares in issue;
- increasing the size of the Company which will help make the Company more attractive to a wider shareholder base;
- spreading operating costs over a larger capital base which should reduce the total expense ratio;
- enhancing the Net Asset Value per Ordinary Share of existing Ordinary Shares through new share issuances at a premium to the diluted Net Asset Value per Ordinary Share (cum-income); and
- maintaining the Company's ability to issue new Ordinary Shares tactically, so as to better manage the premium to Net Asset Value per Ordinary Share at which the Ordinary Shares may trade.

### **Use of net proceeds**

The Directors intend to use the net proceeds of the Issue and the Placing Programme after providing for the Company's operational expenses, to purchase investments in line with the Company's investment policy.

### **Costs of the Proposals**

The net proceeds of the Issue are dependent on the level of subscriptions received pursuant to the Issue. Assuming gross proceeds of the Issue are £20.0 million, the net proceeds will be £19.6 million. The costs and expenses of the Issue payable by the Company have been fixed at 2.0 per cent. of the gross proceeds raised and will be borne by holders of C Shares only.

The net proceeds of the Placing Programme will depend on the number of Ordinary Shares issued pursuant to the Placing Programme and the relevant Placing Price. The costs of the Placing Programme are not expected to exceed one per cent. of the gross proceeds of each relevant issue and are expected to be borne by the premium at which the issues will be made.

### **ISAs, SIPPs and SSASs**

C Shares acquired by a UK resident individual Shareholder in the Open Offer or the Offer for Subscription (but not the Placing) should be eligible to be held in a stocks and shares ISA, subject to applicable annual subscription limits. The same applies to Ordinary Shares received on Conversion of C Shares. Ordinary Shares acquired pursuant to the Placing Programme are not eligible to be held in a stocks and shares ISA.

Investments held in ISAs will be free of UK tax on both capital gains and income. Sums received by a Shareholder on a disposal of C Shares or Ordinary Shares would not count towards the Shareholder's annual limit; but a disposal of C Shares or Ordinary Shares held in an ISA will not serve to make available again any part of the annual subscription limit that has already been used by the Shareholder in that tax year.

**Individuals wishing to invest in C Shares or Ordinary Shares through an ISA should contact their professional advisers regarding their eligibility.**

The Directors have been advised that the C Shares should be eligible for inclusion in a SIPP or a SSAS, subject to the discretion of the trustees of the SIPP or the SSAS, as the case may be. The same applies to Ordinary Shares received on Conversion of C Shares or pursuant to the Placing Programme.

### **Subscription Rights**

The Proposals do not affect the rights attaching to the Subscription Shares as set out in the Existing Articles.

### **Consent**

Panmure Gordon has given and not withdrawn its written consent to the issue of this document with the inclusion in it of references to its name in the form and context in which they appear.

### **General meeting**

The Issue is conditional on the approval by Ordinary Shareholders of the Issue Resolutions to be proposed at the General Meeting of the Company which has been convened for 12.30 p.m. on 18 November 2013. Resolution 1, which will be proposed as an ordinary resolution and which is conditional on the passing of Resolution 5, will, if passed, give the Directors the authority to allot up to 100 million new C Shares pursuant to the Issue. Resolution 3, which will be proposed as a special resolution and which is conditional on the passing of Resolution 1, will grant the Directors authority to allot up to 100 million C Shares on a non-pre-emptive basis. Resolution 5, which will be proposed as a special resolution, will, if passed,

approve the adoption of the New Articles which set out the rights of the C Shares and makes certain consequential amendments to the numbering of the Existing Articles following the insertion of the rights attaching to the C Shares.

The Placing Programme is conditional on the approval by Ordinary Shareholders of both Resolution 2 and Resolution 4 to be proposed at the General Meeting. Resolution 2, which will be proposed as an ordinary resolution, will, if passed, give the Directors the authority to allot up to 50 million new Ordinary Shares pursuant to the Placing Programme, equal to 99.5 per cent. of the issued share capital as at the date of this document. Resolution 4, which will be proposed as a special resolution, will, if passed, give the Directors the authority to allot all the Ordinary Shares over which they are granted authority pursuant to Resolution 2 for cash on a non-pre-emptive basis. Resolution 4 will not become effective unless Resolution 2 is also passed.

An ordinary resolution requires a simple majority of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed. A special resolution requires a majority of at least 75 per cent. of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

All Ordinary Shareholders are entitled to attend and vote at the General Meeting. In accordance with the Articles, all Ordinary Shareholders present in person or by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each Ordinary Share held. In order to ensure that a quorum is present at the General Meeting, it is necessary for two Ordinary Shareholders entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a representative).

The formal notice convening the General Meeting is set out on pages 21 to 23 of this document.

#### **Action to be taken**

##### ***Open Offer Application Form***

Ordinary Shareholders (other than Plan Participants and Ordinary Shareholders with an address in a Restricted Jurisdiction) will find enclosed with this document an Open Offer Application Form. Ordinary Shareholders who wish to participate in the Open Offer are asked to complete and return the Open Offer Application Form in accordance with the instructions printed thereon to the Company's Registrar, Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, or deliver it by hand during office hours only to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE so as to be received as soon as possible and in any event by no later than 11.00 a.m. on 8 November 2013. Open Offer Application Forms received after 11.00 a.m. on 8 November 2013 will only be accepted in the Company's absolute discretion.

##### ***Form of Proxy***

Ordinary Shareholders (other than Plan Participants) will find enclosed with this document a personalised Form of Proxy for use at the General Meeting.

Ordinary Shareholders (other than Plan Participants) are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar, Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, or deliver it by hand during office hours only to the same address so as to be received as soon as possible and in any event by no later than 12.30 p.m. on 14 November 2013.

Ordinary Shareholders (other than Plan Participants) are requested to complete and return a Form of Proxy whether or not they wish to attend the General Meeting. The return of a Form of Proxy will not prevent Ordinary Shareholders from attending the General Meeting and voting in person should they so wish.

### ***Form of Direction***

Plan Participants will find enclosed with this document a personalised Form of Direction for use at the General Meeting.

Plan Participants are asked to complete and return the Form of Direction in accordance with the instructions printed thereon to Halifax Share Dealing Limited at Customer Registration & Support Team HSDL, Lovell Park Road, Leeds LS1 1NS as soon as possible and in any event so as to arrive by no later than 12.30 p.m. on 12 November 2013.

Plan Participants are requested to complete and return a Form of Direction whether or not they wish to attend the General Meeting.

### **Recommendation**

The Board, which has received financial advice from Panmure Gordon, considers that the Proposals are in the best interests of the Company and its Shareholders as a whole. In providing its financial advice, Panmure Gordon has taken into account the Board's commercial assessment of the effects of the Proposals. Accordingly the Board unanimously recommend that Ordinary Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. The Directors intend to vote in favour of the Resolutions in respect of their holdings of Ordinary Shares amounting to 205,726 Ordinary Shares in aggregate (representing approximately 0.41 per cent. of the issued share capital of the Company as at 21 October 2013 (being the latest practicable date prior to the publication of this document)).

Yours faithfully

Christopher Jonas  
(*Chairman*)

## PART 2

### RIGHTS ATTACHING TO THE C SHARES

The rights and restrictions attaching to the C Shares and the Deferred B Shares arising on Conversion shall, conditional on Resolution 5 being passed, be set out in the New Articles and are summarised below.

The New Articles also make certain consequential amendments to the numbering of the Existing Articles following the insertion of the rights attaching to the C Shares.

1 The following definitions apply (for the purposes of this Part 2 of this document only) in addition to, or (where applicable) in substitution for, the definitions applicable elsewhere in this document:

“**Calculation Date**” means the earliest of the:

- (i) close of business on the date to be determined by the Directors occurring after the Manager shall have given notice to the Directors that at least 90 per cent. of the Net Proceeds (or such other percentage as the Directors and Manager shall agree) shall have been invested; or
- (ii) close of business on the date falling six calendar months after the allotment of the C Shares or if such a date is not a Business Day the next following Business Day; or
- (iii) close of business on the day on which the Directors resolve that Force Majeure Circumstances have arisen or are imminent;

“**Conversion**” means conversion of the C Shares into Ordinary Shares and Deferred B Shares in accordance with paragraph (8) below;

“**Conversion Date**” means the close of business on such Business Day as may be selected by the Directors falling not more than 10 Business Days after the Calculation Date;

“**Conversion Ratio**” is the ratio of the cum income net asset value per C Share to the cum income diluted net asset value per Ordinary Share, which is calculated as:

$$\begin{aligned} \text{Conversion Ratio} &= \frac{A}{B} \\ A &= \frac{C - D}{E} \\ B &= \frac{F - C - G + D}{H} \end{aligned}$$

Where:

“**C**” is the aggregate of:

- (a) the value of the investments of the Company attributable to the C Shares (other than investments which are subject to restrictions on transfer or a suspension of dealings, which are in each case to be valued in accordance with (b) below) which are listed, quoted, dealt in or traded on a stock exchange calculated by reference to the bid-market quotations at close of business of, or, if appropriate, the daily average of the prices marked for, those investments on the Calculation Date on the principal stock exchange or market where the relevant investment is listed, quoted, dealt in or traded, as derived from the relevant exchange’s or market’s recognised method of publication of prices for such investments where such published prices are available;
- (b) the value of all other investments of the Company attributable to the C Shares (other than investments included in (a) above) calculated by reference to the Directors’ belief as to a fair current value for those investments on the Calculation Date after taking into account any other price publication services reasonably available to the Directors; and

- (c) the amount which, in the Directors' opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company attributable to the C Shares (excluding the investments valued under (a) and (b) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature);

“D” is the amount (to the extent not otherwise deducted from the assets attributable to the C Shares) which, in the Directors' opinion, fairly reflects the amount of the liabilities of the Company attributable to the C Shares on the Calculation Date;

“E” is the number of C Shares in issue on the Calculation Date;

“F” is the aggregate of:

- (a) the value of all the investments of the Company (other than investments which are subject to restrictions on transfer or a suspension of dealings, which are in each case to be valued in accordance with (b) below) which are listed, quoted, dealt in or traded on a stock exchange calculated by reference to the bid-market quotations at close of business of, or, if appropriate, the daily average of the prices marked for, those investments on the Calculation Date on the principal stock exchange or market where the relevant investment is listed, quoted, dealt in or traded as derived from the relevant exchange's or market's recognised method of publication of prices for such investments where such published prices are available;
- (b) the value of all other investments of the Company (other than investments included in (a) above) calculated by reference to the Directors' belief as to a fair current value for those investments on the Calculation Date after taking into account any other price publication services reasonably available to the Directors;
- (c) the amount which, in the Directors' opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company (excluding the investments valued under (a) and (b) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature); and
- (d) the cash that would be received by the Company if all of the outstanding Subscription Rights had been exercisable and had been exercised on the date immediately preceding the Calculation Date;

“G” is the amount (to the extent not otherwise deducted in the calculation of F) which, in the Directors' opinion, fairly reflects the amount of the liabilities of the Company on the Calculation Date; and

“H” is the number of Ordinary Shares in issue on the Calculation Date (excluding any Ordinary Shares held in treasury) plus the number of Ordinary Shares that would be issued if all of the outstanding Subscription Rights had been exercisable and had been exercised on the date immediately preceding the Calculation Date,

provided that the Directors shall make such adjustments to the value or amount of A and B as the reporting accountants shall report to be appropriate having regard among other things, to the assets of the Company immediately prior to the date on which the Company first receives the Net Proceeds relating to the C Shares and/or to the reasons for the issue of the C Shares;

“**Deferred B Shareholder**” means a holder of Deferred B Shares;

“**Deferred B Shares**” means deferred B shares of 1 penny each in the capital of the Company arising on Conversion;

“**Existing Ordinary Shares**” means the Ordinary Shares in issue immediately prior to Conversion;

“**Force Majeure Circumstances**” means (i) any political and/or economic circumstances and/or actual or anticipated changes in fiscal or other legislation which, in the reasonable opinion of the Directors, renders Conversion necessary or desirable; (ii) the issue of any proceedings challenging, or seeking to challenge, the power of the Company and/or its Directors to issue the C Shares with the rights proposed to be attached to them and/or to the persons to whom they are, and/or the terms upon which they are proposed to be, issued; or (iii) the giving of notice of any general meeting of the Company at which a resolution is to be proposed to wind up the Company, whichever shall happen earliest; and

“**Net Proceeds**” means the net cash proceeds of the issue of the C Shares (after deduction of those commissions and expenses relating thereto and payable by the Company).

References to the reporting accountants confirming any matter should be construed to mean confirmation of their opinion as to such matter whether qualified or not.

References to ordinary shareholders, C shareholders and Deferred B Shareholders should be construed as references to holders for the time being of Ordinary Shares, C Shares and Deferred B Shares respectively.

- 2 The holders of the Ordinary Shares, the C Shares and the Deferred B Shares shall, subject to the provisions of the New Articles including the rights of the holders of Subscription Shares (if any) in issue, have the following rights to be paid dividends:
  - (a) the Deferred B Shares (to the extent that any are in issue and extant) shall entitle the holders thereof to a non-cumulative dividend at a fixed rate of one per cent. of the nominal amount thereof (the “**Deferred Dividend**”) on the date six months after the Conversion Date on which such Deferred B Shares were created in accordance with paragraph (8) (the “**Relevant Conversion Date**”) and on each anniversary of such date payable to the holders thereof on the register of members on that date as holders of Deferred Shares but shall confer no other right, save as provided herein, on the holders thereof to share in the profits of the Company. The Deferred Dividend shall not accrue or become payable in any way until the date six months after the Conversion Date and shall then only be payable to those holders of Deferred B Shares registered in the register of members of the Company as holders of Deferred B Shares on that date. It should be noted that given the proposed repurchase of the Deferred B Shares as described below, it is not expected that any dividends will accrue or be paid on such shares;
  - (b) the C shareholders shall be entitled to receive in that capacity such dividends as the Directors may resolve to pay out of net assets attributable to the C Shares and from income received and accrued which is attributable to the C Shares;
  - (c) the Existing Ordinary Shares shall confer the right to dividends declared in accordance with the Articles;
  - (d) the Ordinary Shares into which C Shares shall convert shall rank *pari passu* with the Existing Ordinary Shares for dividends and other distributions made or declared by reference to a record date falling after the Calculation Date; and
  - (e) no dividend or other distribution shall be made or paid by the Company on any of its shares (other than any Deferred B Shares for the time being in issue) between the Calculation Date and the Conversion Date (both dates inclusive) and no such dividend shall be declared with a record date falling between the Calculation Date and the Conversion Date (both dates inclusive).
- 3 The holders of the Ordinary Shares, the C Shares and the Deferred B Shares shall, subject to the provisions of the Articles and the rights of the holders of Subscription Shares (if any) in issue, have the following rights as to capital:
  - (a) the surplus capital and assets of the Company shall on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) at a time when any C Shares are for the time being in issue and prior to the Conversion Date be applied amongst the holders of the Existing Ordinary Shares *pro rata* according to the nominal capital paid up on their holdings of Existing Ordinary Shares, after having deducted therefrom an amount equivalent to (C-D) using the methods of calculation of C and D given in the definition of Conversion Ratio, which amount shall be applied amongst the C shareholders *pro rata* according to the nominal capital paid up on their holdings of C Shares. For the purposes of this paragraph (3)(a) the Calculation Date shall be such date as the liquidator may determine; and

- (b) the surplus capital and assets of the Company shall on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) at a time when no C Shares are for the time being in issue be applied as follows:
  - (i) first, if there are Deferred B Shares in issue, in paying to the Deferred B Shareholders one penny in aggregate in respect of every one million Deferred B Shares (or part thereof) of which they are respectively the holders; and
  - (ii) secondly, the surplus shall be divided amongst the ordinary shareholders *pro rata* according to the nominal capital paid up on their holdings of Ordinary Shares.

4 As regards voting:

- (a) the C Shares shall carry the right to receive notice of and to attend and vote at any general meeting of the Company. The voting rights of holders of C Shares will be the same as those applying to holders of Existing Ordinary Shares as set out in the New Articles as if the C Shares and Existing Ordinary Shares were a single class; and
- (b) the Deferred B Shares shall not carry any right to receive notice of nor to attend or vote at any general meeting of the Company.

5 The following shall apply to the Deferred B Shares:

- (a) the C Shares shall be issued on such terms that the Deferred B Shares arising upon Conversion (but not the Ordinary Shares arising on Conversion) may be repurchased by the Company in accordance with the terms set out herein;
- (b) immediately upon Conversion, the Company shall repurchase all of the Deferred B Shares which arise as a result of Conversion for an aggregate consideration of one penny for every 1,000,000 Deferred B Shares and the notice referred to in paragraph (8)(b) below shall be deemed to constitute notice to each C shareholder (and any person or persons having rights to acquire or acquiring C Shares on or after the Calculation Date) that the Deferred B Shares shall be repurchased immediately upon Conversion for an aggregate consideration of one penny for each holding of 1,000,000 Deferred B Shares. On repurchase, each Deferred B Share shall be treated as cancelled in accordance with section 706 of the Companies Act 2006 without further resolution or consent; and
- (c) the Company shall not be obliged to: (i) issue share certificates to the Deferred B Shareholders in respect of the Deferred B Shares; or (ii) account to any Deferred B Shareholder for the repurchase moneys in respect of such Deferred B Shares.

6 Without prejudice to the generality of the New Articles, for so long as any C Shares are for the time being in issue it shall be a special right attaching to the Existing Ordinary Shares as a class and to the C Shares as a separate class that without the sanction or consent of such holders given in accordance with the New Articles:

- (a) no alteration shall be made to the New Articles of the Company;
- (b) no allotment or issue will be made of any security convertible into or carrying a right to subscribe for any share capital of the Company other than the allotment or issue of further C Shares; and
- (c) no resolution of the Company shall be passed to wind up the Company.

For the avoidance of doubt but subject to the rights or privileges attached to any other class of shares, the previous sanction of a special resolution of the holders of Existing Ordinary Shares and C Shares, as described above, shall not be required in respect of:

- (i) the issue of further Ordinary Shares ranking *pari passu* in all respects with the Existing Ordinary Shares (otherwise than in respect of any dividend or other distribution declared, paid or made on the Existing Ordinary Shares by the issue of such further Ordinary Shares); or

- (ii) the sale of any shares held as treasury shares (as such term is defined in section 724 of the Companies Act 2006) in accordance with sections 727 and 731 of the Companies Act 2006 or the purchase or redemption of any shares by the Company (whether or not such shares are to be held in treasury).

7 For so long as any C Shares are for the time being in issue, until Conversion of such C Shares and without prejudice to its obligations under applicable laws the Company shall:

- (a) procure that the Company's records, and bank and custody accounts shall be operated so that the assets attributable to the C Shares can, at all times, be separately identified and, in particular but without prejudice to the generality of the foregoing, the Company shall, without prejudice to any obligations pursuant to applicable laws, procure that separate cash accounts, broker settlement accounts and investment ledger accounts shall be created and maintained in the books of the Company for the assets attributable to the C Shares;
- (b) allocate to the assets attributable to the C Shares such proportion of the income, expenses and liabilities of the Company incurred or accrued between the date on which the Company first receives the Net Proceeds and the Calculation Date relating to such C Shares (both dates inclusive) as the Directors fairly consider to be attributable to the C Shares; and
- (c) give appropriate instructions to the Manager to manage the Company's assets so that such undertakings can be complied with by the Company.

8 The C Shares for the time being in issue shall be sub-divided and converted into Ordinary Shares and Deferred B Shares on the Conversion Date in accordance with the following provisions of this paragraph (8):

- (a) the Directors shall procure that within 10 Business Days of the Calculation Date:
  - (i) the Conversion Ratio as at the Calculation Date and the numbers of Ordinary Shares and Deferred B Shares to which each C shareholder shall be entitled on Conversion shall be calculated; and
  - (ii) the reporting accountants shall be requested to confirm that such calculations as have been made by the Company have, in their opinion, been performed in accordance with the Articles and are arithmetically accurate whereupon such calculations shall become final and binding on the Company and all holders of the Company's shares and any other securities issued by the Company which are convertible into the Company's shares, subject to the proviso immediately after the definition of H in paragraph (1) above.
- (b) The Directors shall procure that, as soon as practicable following such confirmation and in any event within 10 Business Days of the Calculation Date, a notice is sent to each C shareholder advising such C shareholder of the Conversion Date, the Conversion Ratio and the numbers of Ordinary Shares and Deferred B Shares to which such C shareholder will be entitled on Conversion.
- (c) On Conversion each C Share shall automatically subdivide into 10 conversion shares of 1 penny each and such conversion shares of 1 penny each shall automatically convert into such number of Ordinary Shares and Deferred B Shares as shall be necessary to ensure that, upon such Conversion being completed:
  - (i) the aggregate number of Ordinary Shares into which the same number of conversion shares of 1 penny each are converted equals the number of C Shares in issue on the Calculation Date multiplied by the Conversion Ratio (rounded down to the nearest whole Ordinary Share); and
  - (ii) each conversion share of 1 penny which does not so convert into an Ordinary Share shall convert into one Deferred B Share.
- (d) The Ordinary Shares and Deferred B Shares arising upon Conversion shall be divided amongst the former C shareholders *pro rata* according to their respective former holdings of C Shares (provided always that the Directors may deal in such manner as they think fit with fractional

entitlements to Ordinary Shares and Deferred B Shares arising upon Conversion including, without prejudice to the generality of the foregoing, selling any Ordinary Shares representing such fractional entitlements and retaining the proceeds for the benefit of the Company).

- (e) Forthwith upon Conversion, the share certificates relating to the C Shares shall be cancelled and the Company shall issue to each former C shareholder new certificates in respect of the Ordinary Shares which have arisen upon Conversion to which he or she is entitled. Share certificates in respect of the Deferred B Shares will not be issued.
- (f) The Directors may make such adjustments to the terms and timing of Conversion as they in their discretion consider are fair and reasonable having regard to the interests of all Shareholders.

## DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

<b>“Articles”</b>	the articles of association of the Company, as amended from time to time
<b>“Board”</b>	the board of Directors of the Company
<b>“Business Day”</b>	a day (excluding Saturdays and Sundays or public holidays in England and Wales) on which banks generally are open for business in London for the transactions of normal business
<b>“C Share”</b>	a C Share of 10 pence each in the capital of the Company
<b>“Company”</b>	Henderson International Income Trust plc
<b>“Conversion”</b>	the conversion of C Shares into new Ordinary Shares and Deferred Shares as described in paragraph 8 of Part 2 of this document
<b>“Conversion Date”</b>	has the meaning set out in paragraph 1 of Part 2 of this document
<b>“CREST”</b>	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
<b>“CREST Manual”</b>	the compendium of documents entitled CREST Manual issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
<b>“Directors”</b>	the directors of the Company
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, being the operator of CREST
<b>“Existing Articles”</b>	the Articles in force at the date of this document
<b>“Financial Conduct Authority”</b>	the UK Financial Conduct Authority or any successor authority
<b>“Form of Direction”</b>	the personalised form of direction provided with this document for use by Plan Participants in connection with the General Meeting
<b>“Form of Proxy”</b>	the personalised form of proxy provided with this document for use by Ordinary Shareholders (other than Plan Participants) in connection with the General Meeting
<b>“FSMA”</b>	the UK Financial Services and Markets Act 2000, as amended
<b>“General Meeting”</b>	the general meeting of the Company to consider the Proposals, convened for 12.30 p.m. on 18 November 2013 or any adjournment thereof, notice of which is set out on pages 21 to 23 of this document
<b>“ISA”</b>	an individual savings account maintained in accordance with the UK Individual Savings Account regulations 1998, as amended from time to time
<b>“Issue”</b>	the issue of up to 100 million C Shares, by way of the Placing, Open Offer and Offer for Subscription at the Issue Price

<b>“Issue Price”</b>	the price at which C Shares shall be issued pursuant to the Issue, being 100 pence per C Share
<b>“Issue Resolutions”</b>	Resolutions 1, 3 and 5 to be proposed at the General Meeting
<b>“Listing Rules”</b>	the listing rules made by the Financial Conduct Authority under section 74 of FSMA
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Manager”</b>	Henderson Global Investors Limited
<b>“Net Asset Value”</b>	the value of the assets of the Company less its liabilities determined in accordance with the accounting policies adopted by the Company from time to time
<b>“Net Asset Value per Ordinary Share”</b>	the Net Asset Value attributable to the Ordinary Shares divided by the number of Ordinary Shares in issue (other than Ordinary Shares held in treasury) at the date of calculation
<b>“New Articles”</b>	the proposed articles of association which incorporate the rights of the C Shares as set out in Part 2 of this document and make certain consequential amendments to the numbering of the Existing Articles following the insertion of the rights attaching to the C Shares
<b>“Notice of General Meeting”</b>	the notice of the General Meeting as set out at the end of this document
<b>“Offer for Subscription”</b>	the conditional offer for subscription to the public in the UK to subscribe for C Shares on the terms and conditions set out in the Prospectus
<b>“Official List”</b>	the Official List maintained by the Financial Conduct Authority
<b>“Open Offer”</b>	the conditional offer to Ordinary Shareholders, constituting an invitation to apply for C Shares, on the terms and subject to the conditions set out in the Prospectus and, in the case of Ordinary Shareholders holding their Ordinary Shares in certificated form, the Open Offer Application Form
<b>“Open Offer Application Form”</b>	the application form on which Ordinary Shareholders holding their Ordinary Shares in certificated form who are registered on the register of members of the Company as at the Record Date may apply for C Shares under the Open Offer
<b>“Open Offer Entitlement”</b>	the entitlement of Ordinary Shareholders to apply for C Shares pursuant to the Open Offer on the basis of up to one C Share for every existing Ordinary Share held and registered in their names at the close of business on the Record Date
<b>“Ordinary Shareholder”</b>	a holder of Ordinary Shares
<b>“Ordinary Shares”</b>	ordinary shares of 1 penny each in the capital of the Company
<b>“Panmure Gordon”</b>	Panmure Gordon (UK) Limited
<b>“Placing”</b>	the conditional placing of C Shares by Panmure Gordon as described in the Prospectus
<b>“Placing Price”</b>	the price at which new Ordinary Shares will be issued pursuant to the Placing Programme being such price not less than the prevailing Net Asset Value per Ordinary Share (cum income) and a premium to cover, <i>inter alia</i> , the costs and expenses of issuing the Ordinary Shares (including without limitation, any placing commissions) subject to the requirements of the Listing Rules

<b>“Placing Programme”</b>	the proposed programme of placings of up to 50 million Ordinary Shares
<b>“Placing Programme Resolutions”</b>	Resolutions 2 and 4 to be proposed at the General Meeting
<b>“Plan Participants”</b>	Ordinary Shareholders who hold their Ordinary Shares through an ISA or a savings plan administered by Halifax Share Dealing Limited
<b>“Proposals”</b>	the proposals described in this document
<b>“Prospectus”</b>	the prospectus of the Company in respect of the Issue and the Placing Programme dated 23 October 2013
<b>“Record Date”</b>	5.00 p.m. on 21 October 2013
<b>“Regulatory Information Service”</b>	a service authorised by the UK Listing Authority to release regulatory announcements to the London Stock Exchange
<b>“Resolution 1”</b>	the ordinary resolution to be proposed at the General Meeting to grant the Directors authority to allot up to 100 million C Shares
<b>“Resolution 2”</b>	the ordinary resolution to be proposed at the General Meeting to grant the Directors authority to allot up to 50 million new Ordinary Shares
<b>“Resolution 3”</b>	the special resolution to be proposed at the General Meeting to disapply statutory pre-emption rights otherwise applicable to the allotment of up to 100 million new C Shares
<b>“Resolution 4”</b>	the special resolution to be proposed at the General Meeting to disapply statutory pre-emption rights otherwise applicable to the allotment of up to 50 million new Ordinary Shares
<b>“Resolution 5”</b>	the special resolution to be proposed at the General Meeting to adopt the New Articles in substitution for the Existing Articles
<b>“Resolutions”</b>	Resolutions 1, 2, 3, 4 and 5
<b>“Restricted Jurisdiction”</b>	each of Australia, Canada, Japan, New Zealand, the Republic of South Africa and the United States
<b>“Shareholder”</b>	an Ordinary Shareholder and/or a Subscription Shareholder, as the context requires
<b>“SIPP”</b>	a self-invested personal pension as defined in Regulation 3 of the Retirement Benefits Schemes (Restriction on Discretion to Approve) (Permitted Investments) Regulations 2001 of the UK
<b>“SSAS”</b>	a small self-administered scheme as defined in Regulation 2 of the Retirement Benefits Schemes (Restriction on Discretion to Approve) (Small Self-Administered Schemes) Regulations 1991 of the UK
<b>“Subscription Rights”</b>	the rights attaching to the Subscription Shares, as set out in the Articles
<b>“Subscription Shareholder”</b>	a holder of Subscription Shares
<b>“Subscription Shares”</b>	redeemable subscription shares of 1 penny each in the capital of the Company
<b>“UK or United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“US” or “United States”</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia

## NOTICE OF GENERAL MEETING

# HENDERSON INTERNATIONAL INCOME TRUST PLC

*(Incorporated in England and Wales with registered number 7549407 and registered as an investment company under section 833 of the Companies Act 2006)*

Notice is hereby given that a General Meeting of Henderson International Income Trust plc (the “**Company**”) will be held at 201 Bishopsgate, London EC2M 3AE at 12.30 p.m. on 18 November 2013 to consider and, if thought fit, approve the following resolutions, in the case of Resolutions 1 and 2 as ordinary resolutions and in the case of Resolutions 3, 4 and 5 as special resolutions:

### ORDINARY RESOLUTIONS

- 1 **THAT**, subject to the passing of Resolution 5, the directors of the Company (the “**Directors**”) be and are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot C shares of 10 pence each in the capital of the Company (“**C Shares**”) having the rights set out in the New Articles, up to an aggregate nominal amount of £10,000,000 in connection with an issue of C Shares, such authority to expire on 31 December 2013 unless renewed at a general meeting prior to such time, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require C Shares to be allotted, or rights to subscribe for or to convert securities into C Shares to be granted, after the expiry of such authority and the Directors may allot C Shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- 2 **THAT** the directors of the Company (the “**Directors**”) be and are generally and unconditionally authorised, in addition to any existing authorities previously granted to the Directors to allot or grant rights to subscribe for or to convert any security into Ordinary Shares, pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot ordinary shares of one penny each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate nominal amount of £500,000 in connection with a placing programme of Ordinary Shares, such authority to expire on 18 February 2015 unless renewed at a general meeting prior to such time, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted, or rights to subscribe for or to convert securities into Ordinary Shares to be granted, after the expiry of such authority and the Directors may allot Ordinary Shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### SPECIAL RESOLUTIONS

- 3 **THAT**, subject to the passing of Resolution 1 above, the Directors be and they are hereby empowered, pursuant to sections 570 to 573 of the Act to allot C Shares for cash pursuant to the authority referred to in Resolution 1 above as if section 561 of the Act did not apply to any such allotment or sale provided that this power: (i) shall be limited to the allotment of C Shares for cash up to an aggregate nominal amount of £10,000,000; and (ii) shall expire on 31 December 2013 unless renewed at a general meeting prior to such time, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power, and the Directors may allot equity securities in pursuance of such an offer or agreement as if such power had not expired.
- 4 **THAT**, subject to the passing of Resolution 2 above, in addition to any existing authorities to allot Ordinary Shares for cash and to sell Ordinary Shares from treasury as if section 561 of the Act did not apply to any such allotment or sale, the Directors be and they are hereby empowered, pursuant to sections 570 to 573 of the Act to allot Ordinary Shares for cash and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in Resolution 2 above as if section 561 of the Act did not apply to any such allotment or sale provided that this power: (i) shall be limited to the

allotment of Ordinary Shares and the sale of Ordinary Shares from treasury for cash up to an aggregate nominal amount of £500,000; and (ii) shall expire on 18 February 2015 unless renewed at a general meeting prior to such time, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or sold from treasury after the expiry of such power, and the Directors may allot or sell from treasury Ordinary Shares in pursuance of such an offer or agreement as if such power had not expired.

- 5 **THAT**, the articles of association of the Company produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

**By order of the Board**

23 October 2013

Henderson Secretarial Services Limited  
*Secretary*

Registered Office:  
201 Bishopsgate  
London EC2M 3AE

*Notes:*

*These notes should be read in conjunction with the notes on the Form of Proxy and Form of Direction.*

- (i) A member entitled to attend and vote at the General Meeting convened by the above Notice of General Meeting is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the General Meeting, each proxy must be appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by the member.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, or delivered by hand during office hours only to the same address to be received as soon as possible and in any event by not later than 12.30 p.m. on 14 November 2013. Amended instructions must also be received by the Company's registrar by the deadline for receipt of proxies.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice of General Meeting as a person nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a "**Nominated Person**") should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the General Meeting in place of a member, do not apply to a Nominated Person as only Ordinary Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the General Meeting.
- (v) Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Ordinary Shareholders registered in the register of members of the Company by not later than 6.00 p.m. two days prior to the time fixed for the General Meeting shall be entitled to attend and vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned General Meeting is 6.00 p.m. two days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- (vii) In the case of joint holders, the vote of the senior holder 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 of the Company in respect of the relevant joint holding.
- (viii) Plan Participants are entitled to attend and vote at the meeting if the Form of Direction which is enclosed with this document is correctly completed and returned in accordance with the instructions printed thereon.
- (ix) Ordinary Shareholders who hold their Ordinary Shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's registrar not later than 48 hours before the start of the meeting. Instructions on how to vote through CREST can be found by accessing the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST).
- (x) If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting excluding non-working days. For

this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (xi) Any corporation which is a member may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same Ordinary Shares. It is therefore no longer necessary to nominate a designated corporate representative. Representatives should bring to the General Meeting evidence of their appointment, including any authority under which it is signed.
- (xii) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xiii) Any question relevant to the business of the General Meeting may be asked at the General Meeting by anyone permitted to speak at the General Meeting. A holder of Ordinary Shares may alternatively submit a question in advance by a letter addressed to the Company Secretary at the Company's registered office. Under Section 319A of the Companies Act 2006, the Company must answer any question an Ordinary Shareholder asks relating to the business being dealt with at the General Meeting, unless (i) answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (ii) the answer had already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
- (xiv) Further information regarding the General Meeting which the Company is required by section 311A of the Companies Act 2006 to publish on a website in advance of the General Meeting can be accessed at [www.hendersoninternationalincometrust.com](http://www.hendersoninternationalincometrust.com).
- (xv) As at 21 October 2013, being the last business day prior to the printing of this Notice of General Meeting, the Company's issued capital consisted of 50,253,050 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 21 October 2013 are 50,253,050.

