

HENDERSON HIGH INCOME TRUST PLC

Annual General Meeting held on Tuesday 9 May 2017

Number of proxy votes lodged

Resolution	Description	FOR	AGAINST	DISCRETION	WITHHELD	TOTAL CAST (excluding votes withheld)
<i>Ordinary</i>						
1	To receive the Company's Annual Report and audited Financial Statements for the year ended 31 December 2016	17,602,019	8,036	227,490	0	17,837,545
2	To approve the Directors' Remuneration Policy as set out in the Directors' Remuneration Report	17,173,055	256,846	227,490	180,154	17,657,391
3	To approve the Directors' Remuneration Report for the year ended 31 December 2016	17,194,080	234,591	227,490	181,384	17,656,161
4	To re-elect Mr Andrew Bell as a Director of the Company	17,547,458	48,925	218,096	23,065	17,814,479
5	To re-elect Miss Janet Walker as a Director of the Company	17,438,487	67,231	219,373	112,454	17,725,091
6	To appoint PricewaterhouseCoopers LLP as statutory auditors to the Company	17,474,388	116,863	217,290	29,004	17,808,541
7	To authorise the Directors to determine the auditors' remuneration.	17,538,576	48,685	219,066	31,218	17,806,327
8	To approve the Company's dividend policy	17,597,707	21,578	206,412	11,848	17,825,697
9	To authorise the Directors to allot shares	17,505,488	94,330	219,640	18,087	17,819,458

Special

10	To disapply pre-emption rights	17,384,076	168,149	217,127	68,193	17,769,352
11	To authorise the Company to make market purchases of its own ordinary shares	17,391,002	188,527	209,558	48,458	17,789,087
12	To allow a general meeting (other than an AGM) to be held on not less than 14 clear days' notice	17,183,408	442,232	206,098	5,806	17,831,738

The number of ordinary shares of 5p each in issue as at 5 May 2017 (with voting rights), the closing date for the receipt of proxies, was 111,942,365. Each vote represents one ordinary share of 5p each.