

# HENDERSON EUROPEAN FOCUS TRUST PLC

## Annual General Meeting 2018: Proxy votes

|                 | Resolution   | For       | Against | Discretion | Withheld | Total cast<br>(excluding votes withheld) |
|-----------------|--|-----------|---------|------------|----------|--|
| <b>Ordinary</b> |  |           |         |            |          |  |
| 1.              | To receive the Annual Report and the audited financial statements for the year ended 30 September 2017 | 3,927,639 | 0       | 6,235      | 2,114    | 3,935,988                                |
| 2.              | To approve the Company's Remuneration Policy as set out in the Annual Report 2017                      | 3,863,778 | 53,889  | 6,235      | 12,085   | 3,935,987                                |
| 3.              | To approve the Directors' Remuneration Report for the year ended 30 September 2017                     | 3,884,412 | 33,803  | 6,235      | 11,538   | 3,935,988                                |
| 4.              | To approve a final dividend of 20.50p per ordinary share   | 3,928,397 | 0       | 6,235      | 1,356    | 3,935,988                                |
| 5.              | To approve a special dividend of 1.40p per ordinary share  | 3,928,011 | 386     | 6,235      | 1,356    | 3,935,988                                |
| 6.              | To re-elect Rodney Dennis as a Director  | 3,273,143 | 639,128 | 6,235      | 17,482   | 3,935,988                                |
| 7.              | To re-elect Alexander Comba as a Director  | 3,270,768 | 641,197 | 6,541      | 17,482   | 3,935,988                                |
| 8.              | To re-elect Alain Dromer as a Director   | 3,920,712 | 996     | 8,168      | 6,112    | 3,935,988                                |
| 9.              | To re-appoint Ernst & Young LLP as auditor to the Company  | 3,919,323 | 4,952   | 6,235      | 5,478    | 3,935,988                                |
| 10.             | To authorise the Directors to determine the auditor's remuneration                                     | 3,919,798 | 5,769   | 6,235      | 1,195    | 3,932,997                                |
| 11.             | To approve the amendment to the Investment Objective & Policy  | 3,923,940 | 2,594   | 6,235      | 3,219    | 3,935,988                                |
| 12.             | To authorise the Directors to allot relevant securities  | 3,916,239 | 2,525   | 6,621      | 10,603   | 3,935,988                                |
| <b>Special</b>  |  |           |         |            |          |  |
| 13.             | To authorise the disapplication of pre-emption rights  | 3,888,335 | 29,112  | 6,235      | 12,306   | 3,935,998                                |
| 14.             | To authorise the repurchase of the Company's ordinary shares   | 3,920,656 | 992     | 6,235      | 8,105    | 3,935,988                                |
| 15.             | To authorise the calling of a general meeting on not less than 14 clear days' notice                   | 3,749,574 | 173,763 | 6,941      | 5,710    | 3,935,988                                |
| 16.             | To approve the Articles of Association   | 3,858,554 | 65,412  | 8,066      | 3,955    | 3,935,987                                |

The number of ordinary shares of 50p each in issue as at 23 January 2018, being the closing date for the receipt of proxies, was 20,438,991 (shares in Treasury = 140,730). Each vote represents one ordinary share of 50p each.