

## HENDERSON DIVERSIFIED INCOME LIMITED

### Annual General Meeting – Tuesday 12 April 2016

#### Results of Proxy Voting Rights Received

	Resolution	FOR	AGAINST	DISCRETION	WITHHELD
1.	Receive the Annual Report and Financial Statements for the year ended 31 October 2015	33,387,879	19,671	61,259	0
2.	Approve the Directors' Remuneration Report	33,221,280	148,541	61,259	37,729
3.	Re-elect Paul Manduca as a Director of the Company	33,279,510	85,503	61,259	42,537
4.	Re-elect Nigel Parker as a Director of the Company	33,322,545	52,900	61,259	32,105
5.	Elect Ian Wright as a Director of the Company	33,338,445	20,000	71,259	39,105
6.	Elect Angus Macpherson as a Director of the Company	33,335,013	30,000	61,259	42,537
7.	Re-appoint Grant Thornton Limited as Independent Auditors	33,341,979	32,671	61,259	32,900
8.	Directors' authority to determine the Independent Auditor's remuneration	33,309,656	40,131	71,259	47,763
9.	Authority to make market purchases*	33,359,244	28,635	61,259	19,671
10.	Authority to hold shares in treasury*	33,377,879	2,000	61,259	27,671
11.	Authority to disapply pre-emption rights and issue equity securities**	33,242,216	109,429	63,259	53,905
12.	Approve the dividend policy	33,407,550	0	61,259	0
13.	Approve the Company's revised investment policy	33,302,597	84,181	61,259	20,772

\* Special Resolution requiring at least two thirds of voting shareholders to approve

\*\* Special Resolution requiring three quarters of voting shareholders to approve

Voting Rights: 1 vote for every 1 ordinary share held