

HENDERSON INTERNATIONAL INCOME TRUST PLC

Terms of Reference for the Management Engagement Committee

1. Constitution

- 1.1 The Committee is appointed by the Board in accordance with the Articles of Association of the Company.

2. Membership

- 2.1 The Committee shall comprise the Chairman of the Company and all the directors of the Company who are independent of the Manager.
- 2.2 Other directors may attend meetings by invitation but they may not vote.

3. Secretary

- 3.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two independent non-executive directors present in person. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of meetings

- 5.1 The Committee shall meet at least annually and at such other times as the Chairman of the Committee shall require.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any member thereof.
- 6.2 Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend. Supporting papers shall be sent to the Committee members at the same time.
- 6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7. Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 Draft minutes of the Committee meetings shall be agreed with the Committee Chairman and then circulated to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chairman.

HENDERSON INTERNATIONAL INCOME TRUST PLC

7.3 Draft minutes will be included in the next set of Board papers for the Board's review.

8. Terms of Reference

8.1 To review the terms of the Management Agreement to ensure that they are competitive and deemed to be in the best interests of shareholders as a whole;

8.2 To negotiate terms with the Manager;

8.3 To consider whether the continuing appointment of the Manager under the terms agreed is in the interests of shareholders as a whole; and

8.4 To make proposals to the Board on any matter within its terms of reference.

8.5 To review the Company's third party service providers to ensure that the arrangements with them are in the best interests of shareholders.