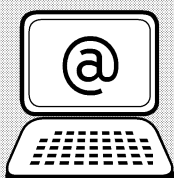


Form of Proxy - Annual General Meeting ("AGM") to be held on 21 September 2020



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916696

SRN:

PIN:



View the Annual Report online: **www.hendersonsmallercompanies.com**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 17 September 2020 at 4.00 pm.

Explanatory Notes:

- In view of the ongoing restrictions on public gatherings, we invite our shareholders to attend the AGM via a Zoom webinar, with details for joining in the Notice of AGM and on the Company's website at www.hendersonsmallercompanies.com. We urge shareholders to submit proxy forms to ensure their vote counts, as there will be no live voting. The statutory business of the AGM will be conducted on a poll, counting only the directors in the quorum, and the Chairman will hold the proxy votes. Your Fund Manager will present his review of the year and thoughts on the future during the webinar, and answer your questions, as will your Board.
- Every holder has the right to appoint the Chairman of the AGM as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 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 the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. 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 the issuer's agent is able to retrieve the message. 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1057 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy



The Chairman of the Meeting

I/We hereby appoint the Chairman of the AGM as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of The Henderson Smaller Companies Investment Trust plc to be held as a virtual meeting on **21 September 2020 at 4.00 pm**, and at any adjourned meeting.



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Annual Report and the audited financial statements for the year ended 31 May 2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report for the year ended 31 May 2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' Remuneration Policy. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve a final dividend of 16.5p per ordinary share. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint Jamie Cayzer-Colvin as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint Penny Freer as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-appoint David Lamb as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-appoint Alexandra Mackesy as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-appoint Victoria Sant as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 10. To re-appoint Ernst & Young LLP as statutory auditor to the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 11. To authorise the Audit Committee to determine the statutory auditor's remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 12. To authorise the Directors to allot relevant securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | For | Against | Vote
Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 13. To dis-apply pre-emption rights when allotting ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 14. To authorise the Company to make market purchases of preference stock. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 15. To authorise the Company to make market purchases of ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 16. To authorise a general meeting, other than an Annual General Meeting, to be called on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 17. Approve and adopt amended Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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