

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") IF YOU ARE IN THE UNITED KINGDOM, OR FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER IF YOU ARE IN A TERRITORY OUTSIDE OF THE UNITED KINGDOM, WITHOUT DELAY.

If you have sold or otherwise transferred all your Shares in Henderson High Income Trust plc (the "**Company**"), please send this document (but not the accompanying personalised Form of Proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee, except that this document should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations.

The definitions used in this document are set out on pages 16 to 21.

HENDERSON HIGH INCOME TRUST PLC

*(Incorporated in England and Wales with registered number 02422514)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

Recommended Proposals relating to the Issue of New Shares pursuant to a scheme of reconstruction and members' voluntary winding up of Henderson Diversified Income Trust plc under section 110 of the Insolvency Act 1986 and Notice of General Meeting

The Proposals described in this document are conditional on Shareholder approval. Your attention is drawn to Part 3 of this document which summarises the risk factors associated with the Proposals. Your attention is also drawn to the letter from the Chairman of the Company set out in Part 1 of this document, which contains, among other things, the recommendation of the Board that Shareholders vote in favour of the Resolution to be proposed at the General Meeting referred to below. This document should be read in its entirety before deciding what action you should take.

Notice of the General Meeting of the Company to be held on 8 January 2024 at 12 noon at 201 Bishopsgate, London EC2M 3AE (the "**General Meeting**") is set out at the end of this document.

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and, if their Shares are not held directly, to arrange for their nominee to vote on their behalf. A Form of Proxy for use in conjunction with the General Meeting is enclosed. To be valid for use at the General Meeting, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event not later than by 12 noon on 4 January 2024. Alternatively, you may appoint a proxy or proxies electronically by visiting www.investorcentre.co.uk/eproxy and following the instructions. Proxies submitted via www.investorcentre.co.uk/eproxy must be transmitted so as to be received by the Registrar by no later than 12 noon on 4 January 2024.

Shareholders who hold their Shares in uncertificated form (i.e. in CREST) may vote using the CREST electronic voting service in accordance with the procedure set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST for the General Meeting must be transmitted so as to be received by the Registrar as soon as possible and, in any event, by no later than 12 noon on 4 January 2024.

Dickson Minto Advisers, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as sponsor and joint financial adviser to the Company and for no one else in connection with the matters set out in this document and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in connection with the matters set out in this document. This does not exclude any responsibilities that Dickson Minto Advisers may have under FSMA or the regulatory regime established thereunder.

This document should be read as a whole and your attention is drawn to the section titled "Action to be taken" on page 7 of this document.

It is important that you complete and return the Form of Proxy, appoint a proxy or proxies electronically or use the CREST electronic voting service in the manner referred to above, as soon as possible.

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EXPECTED TIMETABLE

Publication of this document	12 December 2023
Latest time and date for receipt of Forms of Proxy and CREST voting instructions for the General Meeting	12 noon on 4 January 2024
General Meeting	12 noon on 8 January 2024
Announcement of results of the General Meeting	8 January 2024
Calculation Date in relation to the Scheme	market close on 10 January 2024
Effective Date for implementation of the Scheme	16 January 2024
Announcement of the results of the Scheme and the respective FAVs and Cash NAV	16 January 2024
Admission and dealing in New Shares commence and CREST Accounts credited in respect of New Shares in uncertificated form	8.00 a.m. on 17 January 2024
Share certificates in respect of New Shares held in certificated form despatched	week commencing 22 January 2024

Note: All references to time in this document are to UK time. Each of the times and dates in the above expected timetable (other than in relation to the General Meeting) may be extended or brought forward. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN

HENDERSON HIGH INCOME TRUST PLC

*(Incorporated in England and Wales with registered number 02422514)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

Directors

Jeremy Rigg (*Chairman*)
Richard Cranfield
Francesca Ecsery
Zoe King
Jonathan Silver

Registered Office

201 Bishopsgate
London EC2M 3AE

12 December 2023

Dear Shareholder

**Recommended Proposals relating to the Issue of New Shares pursuant
to a scheme of reconstruction and members' voluntary winding up of
Henderson Diversified Income Trust plc under section 110 of the Insolvency Act 1986**

Introduction

The Board announced on 4 October 2023 that it had agreed heads of terms with the Board of Henderson Diversified Income Trust plc ("**HDIV**") for a combination of the assets of the Company with the assets of HDIV by means of a scheme of reconstruction and members' voluntary winding up of HDIV under section 110 of the Insolvency Act (the "**Scheme**") and the associated transfer of part of the cash, assets and undertaking of HDIV to the Company in exchange for the issue of New Shares to HDIV Shareholders who elect, or are deemed to have elected, for the Rollover Option (the "**Issue**") (all together, the "**Proposals**").

HDIV is registered in England and Wales and is a UK tax resident public limited company which has been approved as an investment trust. As at 7 December 2023, HDIV had a Net Asset Value of approximately £129,743,000. HDIV's investment policy overlaps with that of the Company, as both HDIV and the Company invest in fixed income securities, albeit the majority of the Company's investments are in equities and will remain so following the implementation of the Proposals.

In order to effect the Proposals, Shareholders are required to approve the Issue. The Scheme is also subject to, among other things, the approval of HDIV Shareholders at the HDIV General Meetings.

The purpose of this document is to explain the Proposals and the actions required to be taken in order for them to be implemented and to convene the General Meeting, Notice of which is set out at the end of this document. Further details of the Resolution to be proposed at the General Meeting are set out below. The expected timetable associated with the Proposals is set out on page 3 of this document.

The Board considers the Proposals to be in the best interests of Shareholders as a whole and recommends that Shareholders vote in favour of the Resolution required to implement the Proposals at the General Meeting.

Background to and rationale for the Proposals

As noted above, the Board announced on 4 October 2023 that it had agreed heads of terms with the HDIV Board in respect of the Scheme and the associated transfer of part of the cash, assets and undertaking of HDIV to the Company in exchange for the issue of New Shares to HDIV Shareholders who have elected, or are deemed to have elected, for the Rollover Option.

Following implementation of the Proposals, it is intended that the Company's Portfolio will continue to be managed on the same basis as it is currently. In particular, the Company's investment objective and investment policy will not change following the implementation of the Proposals, and the Portfolio will continue to be managed by Janus Henderson Investors UK Limited (the "**Investment Manager**" or "**Janus Henderson**"). David Smith will continue as the Company's lead portfolio manager, supported by the Janus Henderson Global Equity Income Team, and the Janus Henderson Fixed Income Team in respect of the Company's fixed income investments.

The Board believes that the Proposals will enable Shareholders of the Enlarged Company to benefit from, amongst other things, the economies of scale that are expected to result from the enlarged asset base, including improved market liquidity in the Shares and cost efficiencies.

None of the HDIV Directors will be joining the Board as part of the Scheme. Accordingly, the Board will continue to consist of the five incumbent Directors upon the implementation of the Scheme.

The Scheme

Subject to the passing of the Resolution, and to the satisfaction of the other conditions of the Scheme, HDIV will be placed into members' voluntary liquidation and the Scheme will take effect on the Effective Date. Upon the Scheme becoming effective, the cash, undertaking and other assets of HDIV comprising the Rollover Pool will be transferred to the Company pursuant to the Transfer Agreement in consideration for the issue of New Shares to those HDIV Shareholders who have elected, or are deemed to have elected, for the Rollover Option. The relevant number of New Shares will be allotted to the Liquidators who will renounce the New Shares in favour of such HDIV Shareholders.

The issue of New Shares in connection with the Scheme will be effected on a formula asset value ("**FAV**") for FAV basis as at the Calculation Date. For the purposes of the Scheme, the NAV of each of the Company and HDIV will be adjusted to take account of, amongst other things: (i) debt (if any) calculated at fair value; (ii) dividends, or any other distributions, that are declared prior to the Effective Date but not paid to the respective company's shareholders (nor accrued to the respective NAV) as at the Calculation Date; and (iii) if applicable, the benefit of the JHFM Contribution described below, in order to determine their respective FAVs. In addition, the HDIV FAV per Share will be adjusted to reflect the benefit of the Cash Option Discount and the HHI FAV per Share will be adjusted to reflect the addition of a premium of 1.0 per cent.

Further details of the relevant FAV calculations of each of the Company and HDIV are set out in Part 2 (*Details of the Scheme and the Issue*) of this document.

The New Shares will be issued on a non pre-emptive basis and will rank equally in all respects with the existing issued Shares other than in respect of dividends declared with a record date prior to the Effective Date.

If any condition of the Scheme is not satisfied or waived by both the Company and HDIV on or before 31 March 2024, the Proposals will not become effective.

The Cash Option

As part of the Proposals, HDIV Shareholders may elect to receive cash instead of New Shares in respect of some or all of their holdings in HDIV. There will be no limit on the amount of HDIV Shares which may be elected for the Cash Option and HDIV Shareholders are entitled to elect for the Cash Option in respect of their entire holding of HDIV Shares. HDIV Shareholders who opt for the Cash Option will receive an amount in cash equal to the NAV per HDIV Share less a discount of 1.0 per cent. (the "**Cash Option Discount**") (the "**Cash NAV per HDIV Share**") multiplied by the number of HDIV Shares in respect of which such HDIV Shareholder has elected for the Cash Option. The benefit of the Cash Option Discount will accrue to those HDIV Shareholders who elect, or are deemed to have elected, for the Rollover Option.

Conditions of the Proposals

Implementation of the Proposals is subject to a number of conditions, including:

- the passing of the Resolution to be proposed at the General Meeting, or any adjournment thereof, and upon any conditions of such Resolution being fulfilled;

- the HDIV Resolutions being passed and becoming unconditional in all respects;
- the approval of the Financial Conduct Authority and the London Stock Exchange of the Admission of the New Shares to listing on the Official List and to trading on the Main Market, respectively; and
- the Directors and the HDIV Directors resolving to proceed with the Scheme.

If any condition is not satisfied, the Proposals will not become effective and no New Shares will be issued.

Benefits of the Proposals

The Board believes that the Proposals will offer a number of benefits to Shareholders of the Enlarged Company, including:

- **Enhanced liquidity:** The scale of the Enlarged Company is expected to improve the marketability and liquidity of the Company's Shares.
- **Lower ongoing charges ratio:** Shareholders in the Enlarged Company are expected to benefit from a lower ongoing charges ratio, with the Enlarged Company's fixed costs spread over a larger asset base.
- **Significant cost contribution from JHFM:** JHFM will offer a contribution to the costs of the Proposals which, combined with the premium on the issue price of the New Shares, will ensure that there will be no dilution to the Company's NAV per Share.

Transfer Agreement

If the resolution to be proposed at the Second HDIV General Meeting is passed, the Company will enter into the Transfer Agreement on or around the Effective Date, pursuant to which the Rollover Pool will be transferred to the Company in consideration for the issue by the Company of New Shares to the Liquidators, as nominees for the HDIV Shareholders who elect, or are deemed to have elected for, the Rollover Option, who will renounce the New Shares in favour of such HDIV Shareholders. The parties to the Transfer Agreement have entered into irrevocable undertakings to enter into the Transfer Agreement on the Effective Date in the event that all of the conditions to the Scheme are satisfied in full.

Costs and expenses of the Proposals

New Shares are being issued to HDIV Shareholders who elect, or are deemed to have elected, for the Rollover Option in consideration for the transfer of the Rollover Pool to the Company in connection with the recommended proposals to combine the Company and HDIV pursuant to the Scheme.

Subject as noted below, if the Scheme is implemented, the Company and HDIV have each agreed to bear their own costs associated with the Proposals. Assuming 50 per cent. of the total HDIV Shares are elected, or are deemed to be elected, for the Cash Option, the fixed costs of the Proposals payable by the Company are expected to be approximately £461,300, inclusive of VAT which is assumed to be irrecoverable, where applicable. Such costs are expected to be offset by the JHFM Contribution (as detailed below). In addition, the Enlarged Company will incur listing fees in respect of the listing of the New Shares issued under the Scheme and any transaction costs, stamp duty or similar transaction taxes incurred by the Company for the acquisition of the Rollover Pool.

The Liquidators' Retention is estimated at £50,000 and will be retained by the Liquidators to meet any unknown or unascertained liabilities of HDIV. To the extent some or all of the Liquidators' Retention remains when the Liquidators decide to close the liquidation, this will be returned to HDIV Shareholders on the HDIV Register as at the Record Date, provided that if any such amount payable to any HDIV Shareholder is less than £5.00, it shall not be paid to the HDIV Shareholder but instead shall be paid by the Liquidators to the Nominated Charity.

Any costs of the realignment and/or realisation of the HDIV Portfolio prior to the Scheme becoming effective will be borne by HDIV. Any stamp duty, SDRT or other transaction tax, or investment costs

incurred by the Company for the acquisition of the Rollover Pool or the deployment of the cash therein upon receipt will be borne by the Enlarged Company.

The AIFM has agreed to make the JHFM Contribution in connection with the Scheme. The JHFM Contribution will be calculated as 1.25 per cent. of the Rollover Pool (excluding the benefit of any amount of JHFM Contribution), up to a maximum contribution of £1,100,000 and subject to a minimum contribution of £360,000. The JHFM Contribution will be allocated first to pay the Company's fixed costs, up to a cap of £550,000, with any balance of the JHFM Contribution allocated to pay HDIV's costs. In the event the Scheme does not proceed, the JHFM Contribution will cover the Company's fixed costs up to a cap of £360,000. To the extent the JHFM Contribution is to benefit the Company, it may be made by means of an offset of an equivalent amount in the management fee that would otherwise be payable to the AIFM by the Company under the Management Agreement. For the avoidance of doubt, the JHFM Contribution will be reflected in the calculation of the HHI FAV per Share and the HDIV FAV per Share.

General Meeting

The Proposals are conditional, amongst other things, upon Shareholders' approval of the Resolution to be proposed at the General Meeting. The General Meeting will be held at 12 noon on 8 January 2024 at 201 Bishopsgate, London EC2M 3AE. You will find set out on pages 22 to 25 at the end of this document the Notice convening the General Meeting at which Shareholders will be asked to consider and, if thought fit, approve the issue of New Shares under the Scheme. The Resolution will be proposed as an ordinary resolution and in order to be passed will, accordingly, require more than 50 per cent. of the votes cast in person or by proxy to be voted in favour of it.

The Resolution will, if passed, authorise the Directors to allot up to 125 million New Shares to HDIV Shareholders who have elected, or are deemed to have elected, for the Rollover Option pursuant to the Scheme, such number being considered sufficient to satisfy the maximum number of New Shares that could be required to be issued in connection with the Scheme.

The authority sought by the Resolution will, if passed, be in addition to any previously granted general authorities to allot Shares and will expire on 31 March 2024. For the avoidance of doubt, the authority being sought pursuant to the Resolution is only capable of being used in connection with the issue of New Shares in connection with the Scheme and cannot be used for any other purpose.

If the Resolution is passed, the Directors will have authority to allot and issue Shares in connection with the Scheme representing up to approximately 96.3 per cent. of the Company's total issued Share capital (excluding Shares held in treasury) as at 7 December 2023, being the latest practicable date prior to the publication of this document.

Action to be taken

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and, if their Shares are not held directly, to arrange for their nominee to vote on their behalf.

Shareholders are requested to complete and return proxy appointments to the Registrar by one of the following means:

- (i) by completing and signing the Form of Proxy for use in relation to the General Meeting, in accordance with the instructions printed thereon and returning by post, by courier or by hand; or
- (ii) by logging on to www.investorcentre.co.uk/eproxy and following the instructions; or
- (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of the General Meeting.

In each case, the proxy appointments must be transmitted so as to be received by the Registrar as soon as possible and, in any event, so as to be received by no later than 12 noon on 4 January 2024. To be valid, the proxy appointment must be completed in accordance with the instructions accompanying it and lodged with the Registrar by the relevant time.

Completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting should you wish to do so.

If the Resolution to be proposed at the General Meeting is not passed, the Proposals will not proceed and no New Shares will be issued pursuant to the Scheme.

Documents available for inspection

A copy of this document, the Prospectus, the 2022 Annual Report, the 2021 Annual Report, the 2023 Interim Report, the 2022 Interim Report and the Articles will be available for inspection at the registered office of the Company during normal business hours on any Business Day from the date of this document until the conclusion of the General Meeting and at the place of the General Meeting for at least 15 minutes prior to, and during, the General Meeting. Copies of these documents will also be available on the Company's website: <https://www.janushenderson.com/combination-with-henderson-diversified-income-trust-plc/>.

A copy of this document has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/a/nsm/nationalstoragemechanism>.

Consent

Dickson Minto Advisers has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.

Recommendation

The Board, which has been so advised by Dickson Minto Advisers, considers that the Proposals are in the best interests of the Company and of Shareholders as a whole. In advising the Board, Dickson Minto Advisers has taken into account the Board's commercial assessment of the Proposals.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings, which, in aggregate, amount to 99,481 Shares, representing approximately 0.0766 per cent. of the Company's issued Share capital (excluding Shares held in treasury) as at 7 December 2023.

Yours faithfully

Jeremy Rigg
Chairman

PART 2

DETAILS OF THE SCHEME AND THE ISSUE

1. INTRODUCTION

The Issue is being undertaken pursuant to the proposed scheme of reconstruction and members' voluntary winding up of HDIV under section 110 of the Insolvency Act (the "**Scheme**"), which the HDIV Board has resolved to recommend to HDIV Shareholders. The Scheme involves HDIV being placed into members' voluntary liquidation and HDIV Shareholders receiving New Shares issued by the Company in exchange for the transfer to the Company of the Rollover Pool. HDIV Shareholders may alternatively elect to receive cash, in respect of some or all of their holdings of HDIV Shares, under the terms of the Scheme. The Issue has not been underwritten.

The New Shares are only available to HDIV Shareholders who elect, or are deemed to elect, for the Rollover Option under the Scheme. The New Shares are not being offered to Existing Shareholders (save to the extent an Existing Shareholder is also a HDIV Shareholder) or to the public.

2. DETAILS OF THE SCHEME

Subject to the passing of the Resolution to be proposed at the General Meeting to approve the issue of New Shares in connection with the Scheme, and subject to the satisfaction of the other conditions of the Issue (details of which are set out in paragraph 4 below), the Scheme will take effect on the Effective Date.

The Scheme will be implemented in accordance with the terms of the Transfer Agreement that will be entered into by the Company, HDIV and the Liquidators, which provides for the Rollover Pool to be transferred to the Company in consideration for the issue of New Shares to HDIV Shareholders who elect, or are deemed to elect, for the Rollover Option under the Scheme. Any cash that is transferred in accordance with the terms of the Transfer Agreement will be invested by the Company in accordance with the Company's investment policy.

Under the Scheme, each HDIV Shareholder on the HDIV Register on the Record Date may elect to receive:

- such number of New Shares as have a value (at the HHI FAV per Share) equal to the HDIV FAV per Share attributable to the number of HDIV Shares so elected, being the "**Rollover Option**"; and/or
- an amount of cash equal to the Cash NAV per HDIV Share attributable to the number of HDIV Shares so elected, being the "**Cash Option**".

The default option under the Scheme is for HDIV Shareholders to receive New Shares meaning that HDIV Shareholders who, in respect of all or part of their holding of HDIV Shares, do not make a valid election or who do not make an election at all under the Scheme will be deemed to have elected for New Shares in respect of such holding. The terms of the Scheme as they relate to Overseas HDIV Shareholders are described in paragraph 9 below.

The issue of New Shares in connection with the Scheme will be effected on a FAV for FAV basis as at the Calculation Date. On the Calculation Date, or as soon as practicable thereafter, HDIV, in consultation with the Liquidators, shall finalise the division of HDIV's undertaking, cash and other assets into three separate and distinct pools, namely the Liquidation Pool, the Cash Pool and the Rollover Pool, as follows and in the following order:

- first, there shall be appropriated to the Liquidation Pool such of the undertaking, cash and other assets of HDIV estimated by the Liquidators (in consultation with the HDIV Directors) to be sufficient to meet the current and future, actual and contingent liabilities of HDIV, including (save to the extent that the same have already been deducted in calculating the total assets of HDIV) the costs of the Scheme to be borne by HDIV, the Liquidators' Retention and the entitlements of any Dissenting HDIV Shareholders; and

- second, there shall be appropriated to the Cash Pool and the Rollover Pool, in accordance with the Scheme, all the undertaking, cash and other assets of HDIV not allocated by the HDIV Directors to the Liquidation Pool, on the following basis:
 - there shall first be appropriated to the Cash Pool such proportion of the undertaking, cash and other assets as shall equal the Cash Pool NAV; and
 - there shall second be appropriated to the Rollover Pool the balance of the undertaking, cash and other assets of HDIV (including, for the avoidance of doubt, the benefit of the Cash Option Discount).

In advance of the transfer of the Rollover Pool, the HDIV Directors intend that HDIV will have, to the extent practicable, realised or realigned the undertaking and business carried on by HDIV in accordance with the Scheme and the elections made or deemed to have been made thereunder so that, as far as practicable, HDIV will hold, in addition to assets destined to become the Cash Pool and the Liquidation Pool, investments suitable for transfer to the Company under the Transfer Agreement. The Rollover Pool will therefore consist of investments aligned with the Company's investment policy as at the Effective Date, cash and cash equivalents.

2.1. Liquidation Pool

On or following the Effective Date, the Liquidation Pool shall be applied by HDIV (acting by the Liquidators) in discharging the liabilities of HDIV. Any remaining balance of the Liquidation Pool shall be distributed in cash by the Liquidators to all HDIV Shareholders (excluding any Dissenting HDIV Shareholders) who were on the HDIV Register on the Record Date in proportion to their respective holdings of HDIV Shares on the Record Date, provided that if any such amount payable to any HDIV Shareholder is less than £5.00, it shall not be paid to the HDIV Shareholder but instead shall be paid by the Liquidators to the Nominated Charity.

2.2. Cash Option

HDIV Shareholders who elect, or are deemed to elect, for the Cash Option will receive an amount in cash equal to the HDIV NAV per Share less a discount of 1.0 per cent. (the "**Cash Option Discount**") (the "**Cash NAV per HDIV Share**") multiplied by the number of HDIV Shares in respect of which such HDIV Shareholder has elected, or is deemed to have elected, for the Cash Option. The benefit of the Cash Option Discount will accrue to the Rollover Pool.

2.3. Rollover Option

The number of New Shares to which each HDIV Shareholder who successfully elects, or is deemed to have elected for, the Rollover Option will be entitled will be calculated by dividing the HDIV FAV per Share by the HHI FAV per Share and applying this ratio (which will be calculated to six decimal places, with 0.0000005 rounded down) to the number of HDIV Shares in respect of which such HDIV Shareholder has elected, or is deemed to have elected, for the Rollover Option.

The HDIV FAV per Share will be calculated on the basis of the HDIV Transaction NAV as at the Calculation Date adjusted for:

- the value of the Liquidation Pool, including the Liquidators' Retention;
- any costs of the Proposals payable by HDIV but not accrued in the HDIV Transaction NAV as at the Calculation Date (to the extent the same do not form part of the Value of the Liquidation Pool);
- the Cash Pool NAV;
- the benefit of the JHFM Contribution, if any; and
- the benefit of the Cash Option Discount,

(the "**HDIV FAV**") divided by the total number of HDIV Shares elected, and deemed to have elected, for the Rollover Option (expressed in pence) and calculated to six decimal places (with 0.0000005 rounded down) (the "**HDIV FAV per Share**").

The HHI FAV per Share will be calculated on the basis of the Company's NAV (cum-income with debt at fair value) as at the Calculation Date adjusted for:

- (a) the fixed costs of the Proposals payable by the Company but not accrued in the Company's NAV as at the Calculation Date;
- (b) any dividends declared by the Company prior to the Effective Date of the Scheme where such dividends have not been paid or accrued to the Company's NAV as at the Calculation Date;
- (c) the benefit of the JHFM Contribution; plus
- (d) a premium of 1.0 per cent,

(the "**HHI FAV**") divided by the number of Shares in issue (excluding treasury shares) as at the Calculation Date (expressed in pence) and calculated to six decimal places (with 0.0000005 rounded down) (the "**HHI FAV per Share**").

The New Shares will be issued on a non pre-emptive basis and will rank equally in all respects with the existing issued Shares other than in respect of any dividends which have a record date prior to the Effective Date of the Scheme.

For illustrative purposes only, had the Calculation Date been market close on 7 December 2023 and assuming 50 per cent. of HDIV's issued share capital is elected, or deemed to have been elected, for the Cash Option, the HDIV FAV per Share would have been 70.916929 pence and the HHI FAV per Share would have been 166.345569 pence. On the basis of these figures, had the Calculation Date been market close on 7 December 2023, a HDIV Shareholder who elected (or was deemed to have elected) for the Rollover Option in respect of 1,000 HDIV Shares would have received 426 New Shares under the Scheme. On this basis and in aggregate, 38,810,802 New Shares would have been issued to HDIV Shareholders under the Scheme, representing approximately 23 per cent. of the issued Share capital of the Enlarged Company.

The Company will notify Shareholders of the results of the Scheme and the Issue, including the calculations of the HDIV FAV per Share, the HHI FAV per Share, the Cash NAV per HDIV Share and the number of New Shares to be issued under the Scheme, through a RIS as soon as reasonably practicable following the Calculation Date and prior to the Issue.

The Scheme is conditional upon, amongst other things:

- the passing of the HDIV Resolutions to approve the Scheme and the members' voluntary winding up of HDIV at the HDIV General Meetings and the Scheme becoming unconditional in all respects (including the Transfer Agreement becoming unconditional in all respects);
- the passing of the Resolution to approve the issue of the New Shares at the General Meeting and such Resolution becoming unconditional in all respects;
- the FCA agreeing to admit the New Shares to listing on the Official List and the London Stock Exchange agreeing to admit the New Shares to trading on its Main Market, subject only to allotment; and
- the Directors and the HDIV Directors resolving to proceed with the Scheme.

If any of these conditions are not satisfied by 31 March 2024, unless such date is extended by mutual agreement between the Company and HDIV, the Scheme will not become effective and no New Shares will be issued to HDIV Shareholders.

3. DETAILS OF THE ISSUE

New Shares are being issued to HDIV Shareholders in consideration for the transfer of the Rollover Pool to the Company in connection with the recommended proposals to combine the Company and HDIV pursuant to the Scheme. The Rollover Pool will consist of investments aligned with the Company's investment objective and policy as at the Effective Date, and cash and cash equivalents. Any cash in the Rollover Pool and any proceeds of the realisation of cash equivalents in the Rollover Pool will be used to acquire investments in accordance with the Company's investment policy.

The number of New Shares to be issued under the Scheme is not known at the date of this document as it will be calculated in accordance with the formula stated above as at the Calculation Date and will depend on the elections and deemed elections made under the Scheme. The number of New Shares to be issued will be announced through a RIS announcement as soon as practicable following the Calculation Date. The Issue is not being underwritten. The New Shares are denominated in pounds Sterling.

For illustrative purposes only, had the Calculation Date been market close on 7 December 2023, and assuming there are no Dissenting HDIV Shareholders, after deduction of the HDIV pre-liquidation interim dividend of 0.55 pence per HDIV Share and assuming 50 per cent. of the total HDIV Shares in issue are elected for the Cash Option, the Cash NAV per HDIV Share would have been 70.001574 pence and the HDIV FAV per Share would have been 70.916929 pence. The Cash NAV per HDIV Share and the HDIV FAV per Share may be compared with the HDIV Share price and cum-income NAV per HDIV Share as at 7 December 2023 which, when adjusted on a pro forma basis for the deduction of the pre-liquidation interim dividend of 0.55 pence per HDIV Share, were 66.850000 pence and 70.708661 pence, respectively.

For illustrative purposes only, and on the basis of the assumptions set out above, the HHI FAV per Share would have been 166.345569 pence, which for the Rollover Option, would have produced a conversion ratio of 0.426322 and, in aggregate, 38,810,802 New Shares would have been issued to HDIV Shareholders electing (or deemed to have elected) for the Rollover Option under the Scheme, representing approximately 23 per cent. of the issued ordinary Share capital of the Enlarged Company immediately following the completion of the Scheme. The Enlarged Company would also then have paid listing fees in relation to the listing of the New Shares equal to 0.082280 pence per Share, which would have resulted in a cum-income NAV per Share with debt at fair value of 164.995498 pence. This may be compared with the Company's Share price and cum-income NAV per Share (with debt at fair value and after deducting for the Company's fourth interim dividend in respect of the financial year to 31 December 2023 of 2.625 pence per Share) as at 7 December 2023 of 152.5 pence and 164.7 pence, respectively.

4. CONDITIONS OF THE ISSUE

The Issue is conditional upon:

- the passing of the HDIV Resolutions to approve the Scheme and the members' voluntary winding up of HDIV at the HDIV General Meetings and the Scheme becoming unconditional in all respects (including the Transfer Agreement becoming unconditional in all respects);
- the passing of the Resolution to approve the issue of the New Shares at the General Meeting and such Resolution becoming unconditional in all respects;
- the FCA agreeing to admit the New Shares to listing on the Official List and the London Stock Exchange agreeing to admit the New Shares to trading on its Main Market, subject only to allotment; and
- the Directors and the HDIV Directors resolving to proceed with the Scheme.

Unless the conditions referred to above have been satisfied or, to the extent permitted, waived by both the Company and HDIV on or before 31 March 2024, no part of the Proposals will become effective and the New Shares will not be issued.

5. DISSENTING HDIV SHAREHOLDERS

Provided that a HDIV Shareholder does not vote in favour of the HDIV Resolutions to be proposed at the First HDIV General Meeting, such HDIV Shareholder may, within seven days following the First HDIV General Meeting, express his or her dissent to the Liquidators in writing at HDIV's registered office and require the Liquidators to purchase the HDIV Shareholder's interest in HDIV. The Liquidators will offer to purchase the interests of the Dissenting HDIV Shareholders at the realisation value, this being an estimate of the amount a HDIV Shareholder would receive per HDIV Share in an ordinary winding up of HDIV if all of the assets of HDIV had to be realised and distributed to HDIV Shareholders after repayment of the liabilities of HDIV. The realisation value of a HDIV Share is expected to be below the unaudited cum-income NAV per HDIV Share and the Liquidators will not purchase the interests of

Dissenting HDIV Shareholders until all other liabilities of HDIV have been settled and HMRC has confirmed that it has no objections to the closure of the liquidation.

In order to purchase the interests of any Dissenting HDIV Shareholders, the HDIV Board, in consultation with the Liquidators, will appropriate an amount of the cash, undertaking and other assets of HDIV to the Liquidation Pool which it believes is sufficient to purchase the interests of such HDIV Shareholders. Save as otherwise provided in this paragraph 5, any HDIV Shares held by persons who validly exercise their rights under section 111(2) of the Insolvency Act shall be disregarded for the purposes of the Scheme and shall be treated as if those HDIV Shares were not in issue.

6. DILUTION

Unless they are also holders of HDIV Shares, Existing Shareholders are not able to participate in the Issue and will suffer a dilution to the percentage of the issued Share capital that their current holding represents based on the actual number of New Shares issued under the Scheme.

For illustrative purposes only, if 38,810,802 New Shares were to be issued under the Scheme (being the estimated number of New Shares that will be issued pursuant to the Issue, assuming that: (i) no HDIV Shareholders exercise their right to dissent from participation in the Scheme; (ii) 50 per cent. of the total HDIV Shares are elected, or deemed elected, for the Cash Option; and (iii) the ratio between the HHI FAV per Share and the HDIV FAV per Share is 0.426322 as outlined in paragraph 3 of this Part 2) then, based on the issued Share capital of the Company as at 7 December 2023, and assuming that: (i) an Existing Shareholder is not a HDIV Shareholder and is therefore not able to participate in the Issue; and (ii) there had been no change to the Company's issued Share capital prior to Admission, an Existing Shareholder holding 1.0 per cent. of the Company's issued Share capital as at 7 December 2023 would then hold 0.7684 per cent. of the Company's issued Share capital following the Issue.

7. COSTS AND EXPENSES OF THE PROPOSALS

Subject as noted below, if the Scheme is implemented, the Company and HDIV have each agreed to bear their own costs associated with the Proposals. Assuming 50 per cent. of the total HDIV Shares are elected, or are deemed to be elected, for the Cash Option, the fixed costs of the Proposals payable by the Company are expected to be approximately £461,300, inclusive of VAT which is assumed to be irrecoverable, where applicable. Such costs are expected to be offset by the JHFM Contribution (as detailed below). In addition, the Enlarged Company will incur listing fees in respect of the listing of the New Shares issued under the Scheme and any transaction costs, stamp duty or similar transaction taxes incurred by the Company for the acquisition of the Rollover Pool.

The Liquidators' Retention is estimated at £50,000 and will be retained by the Liquidators to meet any unknown or unascertained liabilities of HDIV. To the extent some or all of the Liquidators' Retention remains when the Liquidators decide to close the liquidation, this will be returned to HDIV Shareholders on the HDIV Register as at the Record Date, provided that if any such amount payable to any HDIV Shareholder is less than £5.00, it shall not be paid to the HDIV Shareholder but instead shall be paid by the Liquidators to the Nominated Charity.

Any costs of the realignment and/or realisation of the HDIV Portfolio prior to the Scheme becoming effective will be borne by HDIV. Any stamp duty, SDRT or other transaction tax, or investment costs incurred by the Company for the acquisition of the Rollover Pool or the deployment of the cash therein upon receipt will be borne by the Enlarged Company.

The AIFM has agreed to make the JHFM Contribution in connection with the Scheme. The JHFM Contribution will be calculated as 1.25 per cent. of the Rollover Pool (excluding the benefit of any amount of JHFM Contribution), up to a maximum contribution of £1,100,000 and subject to a minimum contribution of £360,000. The JHFM Contribution will be allocated first to pay the Company's fixed costs, up to a cap of £550,000, with any balance of the JHFM Contribution allocated to pay HDIV's costs. In the event the Scheme does not proceed, the JHFM Contribution will cover the Company's fixed costs up to a cap of £360,000. For the avoidance of doubt, the JHFM Contribution will be reflected in the calculation of the HHI FAV per Share and the HDIV FAV per Share.

8. ADMISSION AND DEALINGS

Applications will be made by the Company to the FCA and to the London Stock Exchange for the New Shares to be admitted to listing on the premium segment of the Official List and to trading on the Main Market, respectively. If the Proposals become effective, it is expected that the New Shares will be admitted to the Official List, and dealings on the Main Market will commence, on 17 January 2024.

The ISIN of the New Shares will be GB0009580571. The New Shares will be in registered form and may be held in either certificated or uncertificated form.

Fractional entitlements to New Shares will not be issued under the Proposals and entitlements will be rounded down to the nearest whole number of New Shares. No cash payments will be made or returned in respect of any fractional entitlements which will be retained for the benefit of the Company.

9. OVERSEAS HDIV SHAREHOLDERS

The terms of the Scheme, as they relate to Overseas HDIV Shareholders, may be affected by the laws of the relevant jurisdiction. Overseas HDIV Shareholders should inform themselves about, and observe, any applicable legal requirements.

It is the responsibility of Overseas HDIV Shareholders to satisfy themselves (and the Directors) as to the observance of the laws of the relevant jurisdiction in connection with the issue of New Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

Overseas HDIV Shareholders are entitled to participate in the Scheme. However, to the extent that the Company, and/or the Liquidators, acting reasonably, consider that any issue of New Shares to an Overseas HDIV Shareholder would or may involve a breach of the securities laws or regulations of any jurisdiction or may violate any applicable legal or regulatory requirements or may require the Company to become subject to additional regulatory requirements (to which it would not be subject but for such issue) and the Company and/or the Liquidators, as the case may be, have not been provided with evidence reasonably satisfactory to them that the relevant Overseas HDIV Shareholder is permitted to hold New Shares under any relevant securities laws or regulations of such overseas jurisdictions (or that the Company would not be subject to any additional regulatory requirements to which it would not be subject but for such issue), such Overseas HDIV Shareholder will be deemed to have elected for the Cash Option in respect of their entire holding.

PART 3

RISK FACTORS

In considering the Proposals set out in this document, Shareholders should have regard to and carefully consider the risk factors described below in addition to the other information set out in this document. The following are those risk factors pertaining to the Proposals that the Board considers to be material as at the date of this document and that may materially and adversely affect the Company's business, financial condition, results or prospects. Additional risks and uncertainties pertaining to the Proposals that are not known to the Board at the date of this document or that the Board considers at the date of this document to be immaterial may also materially and adversely affect the Company's business, financial condition, results or prospects.

Risks associated with the Proposals

- Implementation of the Proposals is conditional, amongst other things, upon the Resolution being passed at the General Meeting and upon HDIV Shareholders approving the Scheme. In the event that the Resolution is not passed, HDIV Shareholders do not approve the Scheme or if any one condition of the Scheme is not met, the Scheme will not be implemented and certain costs and expenses incurred in connection with the Scheme will be borne by the Company. In the event the Scheme is not implemented, the costs of the Scheme to be borne by the Company are expected to be £361,300. Such costs are expected to be substantially offset by the minimum JHFM Contribution of £360,000 which is to be paid to the Company whether or not the Scheme is implemented. In these circumstances, the Company and HDIV would remain as separate investment trusts.
- If the Proposals are implemented they will, on the basis of the illustrative calculation and assumptions set out on page 12 of this document, result in the issue of approximately 38,810,802 New Shares to HDIV Shareholders, based on a ratio between the HHI FAV per Share and the HDIV FAV per Share of 0.426322 (which, in turn, is based on the Company's NAV (cum-income, with debt at fair value) and the HDIV Transaction NAV (each as at 7 December 2023) and assuming 50 per cent. of HDIV's issued Share capital is elected, or deemed to have been elected, for the Cash Option and adjusted as set out in this document). Existing Shareholders, to the extent they are not also HDIV Shareholders participating in the Scheme, will therefore experience dilution in their ownership and voting interests in the Company following Admission. In aggregate, the New Shares will represent, based on the Company's issued Share capital as at 7 December 2023 and the illustrative figures and assumptions set out above, approximately 23 per cent. of the issued ordinary share capital of the Enlarged Company. Therefore, as a consequence of the Scheme, the percentage of total voting rights that can be exercised and the influence that may be exerted by Existing Shareholders in respect of the Company following the implementation of the Scheme will be reduced.

The foregoing risk factors are not exhaustive and do not purport to be a complete explanation of all risks and significant considerations relating to the Proposals and the Company. Additional risks and uncertainties not presently known to the Board may also have an adverse effect on the Proposals and/or the Company's business, financial condition, results or prospects.

PART 4

DEFINITIONS

In this document, the words and expressions listed below have the meanings set out opposite them (except where the context otherwise requires):

2021 Annual Report	the annual report and audited financial statements of the Company for the financial year ended 31 December 2021
2022 Annual Report	the annual report and audited financial statements of the Company for the financial year ended 31 December 2022
2022 Interim Report	the report and unaudited interim financial statements of the Company for the six month period ended 30 June 2022
2023 Interim Report	the report and unaudited interim financial statements of the Company for the six month period ended 30 June 2023
Admission	the admission of the New Shares issued pursuant to the Issue to listing on the premium segment of the Financial Conduct Authority's Official List and to trading on the Main Market becoming effective
AIFM or JHFM	Janus Henderson Fund Management UK Limited, a private limited company incorporated in England and Wales with registered number 02678531 and having its registered office at 201 Bishopsgate, London EC2M 3AE
Articles	the articles of association of the Company, as amended from time to time
Board	the board of Directors of the Company from time to time, including any duly constituted committee thereof
Business Day	a day on which the London Stock Exchange and banks in the UK are normally open for business
Calculation Date	the time and date to be determined by the HDIV Board (but expected to be market close on 10 January 2024) at which the value of HDIV's assets and liabilities will be determined for the purposes of creating the Liquidation Pool, the Cash Pool and the Rollover Pool, and at which the HDIV Transaction NAV, the NAV per HDIV Share, the HDIV FAV per Share, the Cash Pool NAV, the Cash NAV per HDIV Share, the HHI FAV and the HHI FAV per Share will be calculated for the purposes of the Scheme
Cash NAV per HDIV Share	an amount equal to the NAV per HDIV Share less the Cash Option Discount, expressed in pence and calculated to six decimal places (with 0.0000005 rounded down)
Cash Option	the option for HDIV Shareholders to receive an amount of cash equal to the Cash NAV per HDIV Share attributable to the number of HDIV Shares so elected
Cash Option Discount	the discount of 1.0 per cent. to the NAV per HDIV Share at which the Cash Option is being offered under the Scheme

Cash Pool	the fund comprising the pool of HDIV's undertaking, cash and assets attributable to the HDIV Shares elected, or deemed to have been elected, for the Cash Option under the Scheme
Cash Pool NAV	an amount equal to the Cash NAV per HDIV Share multiplied by the total number of HDIV Shares elected, or deemed to have been elected, for the Cash Option under the Scheme
Chairman	the chairman of the Board
Companies Act	the UK Companies Act 2006, as amended
Company	Henderson High Income Trust plc, a public limited company incorporated in England and Wales with registered number 02422514 and having its registered office at 201 Bishopsgate, London EC2M 3AE
CREST	the Relevant System as defined in the Uncertificated Securities Regulations in respect of which Euroclear is operator (as defined in the Uncertificated Securities Regulations), in accordance with which securities may be held in uncertificated form
CREST Account	an account in CREST
Dickson Minto Advisers	a trading name of Dickson Minto W.S., a Scottish partnership having its business address at 16 Charlotte Square, Edinburgh EH2 4DF and a place of business at Level 4, Dashwood House, 69 Old Broad Street, London EC2M 1QS
Directors	the directors of the Company, from time to time
Dissenting HDIV Shareholder	a HDIV Shareholder who validly dissents from the Scheme pursuant to section 111(2) of the Insolvency Act
Effective Date	the date on which the Scheme becomes effective, which is expected to be 16 January 2024
Enlarged Company	the Company following completion of the Proposals
Euroclear	Euroclear UK & International Limited, a private limited company incorporated in England and Wales with registered number 02878738 and having its registered office at 33 Cannon Street, London EC4M 5SB, the operator of CREST
Existing Shareholders	holders of Shares prior to the Effective Date
FCA or Financial Conduct Authority	the Financial Conduct Authority of the United Kingdom whose place of business is at 12 Endeavour Square, London E20 1JN, including any replacement or substitute therefor, and any regulatory body or person succeeding, in whole or in part, to the functions thereof
First HDIV General Meeting	the general meeting of HDIV in relation to the Scheme convened for 11.00 a.m. on 8 January 2024 or any adjournment of that meeting
Form of Proxy	the form of proxy for use in connection with the General Meeting
FSMA	the UK Financial Services and Markets Act 2000, as amended

General Meeting or GM	the general meeting of the Company convened for 12 noon on 8 January 2024 at 201 Bishopsgate, London EC2M 3AE or any adjournment of that meeting, notice of which is set out in the Notice of General Meeting
HDIV	Henderson Diversified Income Trust plc, a public limited company incorporated in England and Wales with registered number 10635799 and having its registered office at 201 Bishopsgate, London EC2M 3AE
HDIV Board	the board of directors of HDIV from time to time, including any duly constituted committee thereof
HDIV Directors	the directors of HDIV from time to time
HDIV FAV	an amount equal to the HDIV Transaction NAV as at the Calculation Date less the value of the Liquidation Pool, including the Liquidators' Retention, and any costs of the Proposals payable by HDIV, to the extent the same do not already form part of the value of the Liquidation Pool plus the benefit of the JHFM Contribution, if any, less the Cash Pool NAV plus the benefit of the Cash Option Discount
HDIV FAV per Share	the HDIV FAV divided by the total number of HDIV Shares elected (or deemed to have been elected) for the Rollover Option (expressed in pence) and calculated to six decimal places (with 0.0000005 rounded down)
HDIV General Meetings	the First HDIV General Meeting and/or the Second HDIV General Meeting, as the context requires
HDIV Portfolio	HDIV's portfolio of investments prior to the Effective Date
HDIV Register	the register of members of HDIV
HDIV Resolution or HDIV Resolutions	the resolutions to be proposed at the First HDIV General Meeting and/or the Second HDIV General Meeting, or any of them as the context may require
HDIV Shareholders	holders of HDIV Shares whose names are entered on the HDIV Register as at the Record Date
HDIV Shares	ordinary shares of 1 penny each in the capital of HDIV
HDIV Transaction NAV	the Net Asset Value of HDIV, being the value of HDIV's assets less any liabilities it has (which includes a deduction for any dividends declared but not paid to HDIV Shareholders prior to the Calculation Date) but excluding any provision for the JHFM Contribution, the costs of the Proposals or any costs of the Proposals already accrued in the Net Asset Value of HDIV as at the Calculation Date, the winding up or the Liquidators' Retention, calculated in accordance with HDIV's normal accounting policies on a cum-income debt at par value basis
HHI FAV	the Net Asset Value of the Company as at the Calculation Date (cum income with debt at fair value) less any costs of the Proposals payable by the Company (excluding those payable by the Enlarged Company) but not accrued in the Company's NAV as at the Calculation Date and adjusted to take account of the JHFM Contribution and to exclude any dividends declared but not paid prior to the Effective Date where such dividends have not accrued to

	the Company's NAV as at the Calculation Date, plus a premium of 1.0 per cent.
HHI FAV per Share	an amount equal to the HHI FAV divided by the number of Shares in issue (excluding treasury shares) as at the Calculation Date, expressed in pence and calculated to six decimal places (with 0.0000005 rounded down)
HMRC	HM Revenue & Customs in the UK
Insolvency Act	the UK Insolvency Act 1986, as amended
Investment Manager or Janus Henderson	Janus Henderson Investors UK Limited, a private limited company incorporated in England and Wales with registered number 00906355 and having its registered office at 201 Bishopsgate, London EC2M 3AE
Issue	the issue of New Shares to HDIV Shareholders who have elected, or are deemed to have elected, for the Rollover Option pursuant to the Scheme
JHFM Contribution	the AIFM's contribution to the fixed costs of implementing the Scheme, calculated as 1.25 per cent. of the Rollover Pool (excluding the benefit of any amount of JHFM Contribution), up to a maximum contribution of £1,100,000 and subject to a minimum contribution of £360,000
Liquidation Pool	the pool of assets of HDIV to be retained by the Liquidators to meet all known and unknown liabilities of HDIV and other contingencies
Liquidators	the liquidators of HDIV being, initially, the persons appointed jointly and severally upon the relevant resolution to be proposed at the Second HDIV General Meeting becoming effective
Liquidators' Retention	an amount to be retained by the Liquidators to meet any unknown or unascertained liabilities of HDIV and the entitlements of any Dissenting HDIV Shareholders, which is currently estimated by HDIV at £50,000
London Stock Exchange	London Stock Exchange plc, a public limited company incorporated in England and Wales with registered number 02075721 and having its registered office at 10 Paternoster Square, London EC4M 7LS
Main Market	the main market for listed securities operated by the London Stock Exchange
Management Agreement	the management agreement dated 17 July 2014, as amended by side letters dated 25 March 2015, 19 January 2016, 30 May 2017, 17 January 2018, 25 July 2018, 14 June 2021 and 20 January 2022 between the Company and the AIFM
NAV or Net Asset Value	the net assets attributable to the Shares or the HDIV Shares in issue, calculated in accordance with the respective company's usual accounting policies. In the case of the Company, this shall mean the Net Asset Value with debt at par value and/or the Net Asset Value with debt at fair value, as appropriate

NAV per HDIV Share	the HDIV Transaction NAV divided by the number of HDIV Shares in issue (excluding any HDIV Shares held in treasury), expressed in pence and calculated to six decimal places (with 0.0000005 rounded down)
Net Asset Value per Share or NAV per Share	the NAV divided by the number of Shares in issue (excluding any Shares held in treasury) at the relevant time
New Shares	the Shares to be issued to HDIV Shareholders who have elected, or are deemed to have elected, for the Rollover Option pursuant to the Scheme
Nominated Charity	United Nations Association
Notice of General Meeting or Notice	the notice of the General Meeting, as set out at the end of this document
Overseas HDIV Shareholders	HDIV Shareholders who have a registered address in or who are resident in, or citizens, residents or nationals of, any jurisdiction outside of the United Kingdom, the Channel Islands or the Isle of Man
Portfolio	the portfolio of investments in which the funds of the Company are invested from time to time
Proposals	the proposals for the Company's participation in the Scheme and the Issue, as set out in further detail in this document
Receiving Agent or Registrar	Computershare Investor Services PLC, a public limited company incorporated in England and Wales with registered number 03498808 and having its registered office at The Pavilions, Bridgwater Road, Bristol BS13 8AE
Record Date	the record date for entitlements of HDIV Shareholders to New Shares pursuant to the Scheme, being 6.00 p.m. on 8 January 2024 (or such other date as determined at the sole discretion of the HDIV Board)
Register	the register of members of the Company
Regulatory Information Service or RIS	a service authorised by the FCA to release regulatory announcements to the London Stock Exchange
Relevant System	means a computer-based system which enables title to units of a security to be evidenced and transferred without written instruments pursuant to the Uncertificated Securities Regulations
Resolution	the resolution to be proposed at the General Meeting to authorise the Directors to allot up to 125 million New Shares to HDIV Shareholders who have elected, or are deemed to have elected, for the Rollover Option pursuant to the Scheme
Rollover Option	the option under the Scheme for HDIV Shareholders to elect to receive such number of New Shares as have a value (at the HHI FAV per Share) equal to the proportion of the Rollover Pool attributable to the number of HDIV Shares so elected, or deemed to have been so elected

Rollover Pool	the pool of cash, undertaking and other assets to be established under the Scheme to be transferred from HDIV to the Company pursuant to the Transfer Agreement
Scheme	the proposed scheme of reconstruction and members' voluntary winding up of HDIV under section 110 of the Insolvency Act, pursuant to which the Issue shall be undertaken
SDRT	stamp duty reserve tax imposed under Part IV of the UK Finance Act 1986
Second HDIV General Meeting	the general meeting of HDIV in relation to the Scheme convened for 10.30 a.m. on 16 January 2024 or any adjournment of that meeting
Shareholder	a holder of Shares including a holder of New Shares if the context so requires
Shares	ordinary shares with a nominal value of 5 pence each in the capital of the Company, including the New Shares following their issue if the context so requires
Sterling, £ or GBP	pounds sterling, the lawful currency of the UK
Transfer Agreement	the agreement for the transfer of the cash, assets and undertaking comprising the Rollover Pool from HDIV to the Company pursuant to the Scheme to be dated on or around the Effective Date between the Company, HDIV and the Liquidators
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
uncertificated or in uncertificated form	a share recorded on the register of members of a company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
Uncertificated Securities Regulations	any provision of the Companies Act relating to uncertificated shares (including the holding, evidencing of title to, or transfer of uncertificated shares) and any legislation, rules or other arrangements made under or by virtue of such provision, including without limitation the Uncertificated Securities Regulations 2001, as amended from time to time

HENDERSON HIGH INCOME TRUST PLC

*(Incorporated in England and Wales with registered number 02422514)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Henderson High Income Trust plc (the “**Company**”) will be held at 201 Bishopsgate, London EC2M 3AE at 12 noon on 8 January 2024 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

THAT, conditional upon the scheme of reconstruction and members’ voluntary winding up of Henderson Diversified Income Trust plc (as described in the circular to the shareholders of the Company dated 12 December 2023 (the “**Circular**”)) becoming unconditional in all respects (other than as regards any condition relating to the passing of this resolution) and in addition to any existing authority, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot ordinary shares of 5 pence each in the capital of the Company up to an aggregate nominal value of £6,250,000 (representing approximately 96.3 per cent. of the issued Share capital of the Company (excluding treasury shares) as at 7 December 2023) in connection with the Issue (as defined in the Circular), provided that this authority shall (unless previously revoked) expire on 31 March 2024.

Registered office:

201 Bishopsgate
London EC2M 3AE

By Order of the Board

Janus Henderson Secretarial Services UK Limited
Corporate Secretary

12 December 2023

Notes:

1. Rights to attend and vote

Subject to Note 2, all of the Company's members are entitled to attend, speak and vote at the General Meeting or at any adjournment(s) thereof. On a poll each member has one vote for each Share held.

2. Voting record date

Only members registered in the Register of the Company at 12 noon on Thursday, 4 January 2024 (the 'voting record date') will be entitled to attend, speak and vote at the General Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register after 12 noon on Thursday, 4 January 2024 shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

If the General Meeting is adjourned for no more than 48 hours after the original time, the same voting record date will also apply for the purpose of determining the entitlement of members to attend, speak and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the General Meeting is adjourned for more than 48 hours then the voting record date will be close of business on the day that is two days (excluding non-working days) before the day of the adjourned General Meeting or, if the Company gives notice of the adjourned General Meeting, at any time specified in that notice.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.

3. Right to appoint proxies

Pursuant to Section 324 of the Companies Act 2006, a member entitled to attend and vote at the General Meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different Shares held by them. A proxy need not be a member of the Company.

A Form of Proxy is enclosed. The completion of the Form of Proxy or any CREST proxy instruction (as described in Note 6) will not preclude a Shareholder from attending and voting in person at the General Meeting.

Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chairman of the General Meeting as his/her proxy will need to ensure that both he/she and his/her proxy complies with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

Section 324 of the Companies Act 2006 does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006. Persons nominated to receive information rights under Section 146 of the Companies Act 2006 have been sent this Notice and are hereby informed, in accordance with Section 149(2) of the Companies Act 2006, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If they have such right instead and do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated (not the Company) in respect of these arrangements.

The statement of rights of Shareholders in relation to the appointment of proxies in this paragraph does not apply to nominated persons.

4. Proxies' right to vote at the General Meeting

On a poll all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, Section 285(4) of the Companies Act does not permit the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

5. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006 provided they do not do so in relation to the same Shares.

6. Receipt and termination of proxies

To be valid the enclosed Form of Proxy must be received by the Company's Registrars (Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY) before 12 noon on 4 January 2024.

A member may terminate a proxy's authority at any time before the commencement of the General Meeting. Termination must be provided in writing and submitted to the Company's Registrar.

As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number ('SRN') and personal identification number ('PIN') to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the Form of Proxy. To be valid proxies must be received no later than 12 noon on 4 January 2024 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned General Meeting).

In accordance with the Articles, in determining the deadline for receipt of proxies, no account shall be taken of any part of a day that is not a working day.

7. Communication with the Company

Members may not use any electronic address provided either in the Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

8. Electronic receipt of proxies

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 Company's agent (ID number 3RA50) no later than the deadline specified in Note 6. 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.

Instructions on how to vote through CREST can be found on the website www.euroclear.com/CREST.

9. Questions at the General Meeting

Shareholders can submit questions to the Board in advance of the General Meeting by email to ITSecretariat@janushenderson.com by no later than Friday, 5 January 2024. Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the General Meeting that relates to the business of the General Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the proceedings of the General Meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the best interests of the Company or the good order of the General Meeting that the question be answered.

10. Website

Information regarding the General Meeting, including information required by section 311A of the Companies Act 2006, is available from the Company's website at <https://www.janushenderson.com/combination-with-henderson-diversified-income-trust-plc/>.

11. Documents available for inspection

A copy of the Circular, the Prospectus, the 2022 Annual Report, the 2021 Annual Report, the 2023 Interim Report, the 2022 Interim Report and the Articles will be available for inspection at the registered office of the Company during normal business hours on any Business Day from the date of this Notice until the conclusion of the General Meeting and will be available at the General Meeting from 15 minutes prior to the commencement of the General Meeting until its conclusion.

12. Total voting rights

As at 7 December 2023 (being the last practicable day prior to the publication of this notice) the Company's issued Share capital consisted of 129,796,278 Shares. The Company held no Shares in treasury as at 7 December 2023. Therefore, the total voting rights in the Company as at 7 December 2023 were 129,796,278 votes.