

Henderson Diversified Income Trust plc
Notice of 2023 Annual General Meeting

Letter from the Chairman

Dear Shareholders

I hope that this Notice of Annual General Meeting ('AGM'/'Meeting') finds you well.

I am pleased to confirm that, once again, this year's meeting will be held in person and will take place at 2.30pm on Monday, 9 October 2023 at 201 Bishopsgate, London EC2M 3AE.

The Board recognises that travel to the AGM may not be convenient for all shareholders, and as a result, the meeting will also be broadcast if you do not wish to attend in person. Please visit www.janushenderson.com/trustslive to register. This will allow you to be present for the usual presentation from your Fund Managers, John Pattullo, Jenna Barnard and Nicholas Ware and will enable you to ask questions and debate with your Fund Managers and Board.

Should any change to the format of the AGM become necessary for any reason, this will be notified to shareholders via a Regulatory Information Service announcement and the Company's website.

Voting at this year's AGM will be conducted on a show of hands.

If you hold your shares in a nominee account, such as through a share dealing service or platform, and wish to attend the AGM, you will need to contact your provider and ask them to provide you with a letter to support your attendance.

The Notice of AGM can be found on pages 1 and 2 of this document. Further details of each of the resolutions to be

proposed at the AGM are set out in the explanatory notes on pages 3 to 5.

I refer you to the Company's Annual Report and financial statements for the year ended 30 April 2023 which is being sent to shareholders with this document. If shareholders would like to submit any questions in advance of the AGM, they are welcome to send these to the Corporate Secretary at itsecretariat@janushenderson.com.

The Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company's shareholders as a whole and, therefore, recommends unanimously to shareholders that they vote in favour of each of the resolutions, as the directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Angus Macpherson
Chairman of the Board
24 July 2023

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the UK, or if not, from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in Henderson Diversified Income Trust plc (the 'Company'), please pass this document but not the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold, transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

Henderson Diversified Income Trust plc

*(an investment company within the meaning of Section 833 of the Companies Act 2006,
incorporated in England and Wales with registered number 10635799)*

Notice of Annual General Meeting

Notice is hereby given that the sixth Annual General Meeting of Henderson Diversified Income Trust plc (the 'Company') will be held at 201 Bishopsgate, London EC2M 3AE on **Monday, 9 October 2023 at 2.30 p.m.** for the transaction of the following business of which, resolutions 1 to 12 will be proposed as ordinary resolutions, and 13 to 15 as special resolutions:

- 1 To receive the Company's Annual Report and audited financial statements for the year ended 30 April 2023.
- 2 To approve the Directors' Remuneration Policy.
- 3 To approve the Directors' Remuneration Report for the year ended 30 April 2023.
- 4 To re-appoint Angus Macpherson as a director.
- 5 To re-appoint Denise Hadgill as a director.
- 6 To re-appoint Win Robbins as a director.
- 7 To re-appoint Stewart Wood as a director.
- 8 To re-appoint Ian Wright as a director.
- 9 To re-appoint Mazars LLP as statutory auditor to the Company.
- 10 To authorise the directors to determine the statutory auditors' remuneration.
- 11 THAT the shareholders approve the Company's dividend policy.
- 12 THAT in substitution for all existing authorities the directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) up to an aggregate nominal amount of £182,073 (or such amount as shall be equivalent to 10% of the Company's issued ordinary share capital, excluding treasury shares, at the date of the passing of this resolution) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2024, but that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.
- 13 THAT in substitution for all existing authorities and subject to the passing of resolution 12, the directors be empowered pursuant to Section 570 and 573 of the Act to allot equity securities for cash pursuant to the authority conferred by resolution 12 above and to sell equity securities from treasury for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment or sale of equity securities:
 - (a) up to an aggregate nominal amount of £182,073 (or such other amount as shall be equivalent to 10% of the issued share capital at the date of passing of the resolution, excluding shares held in treasury), and
 - (b) at a price of not less than the net asset value per share;and shall expire on the earlier of the date falling 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company in 2024 (unless previously renewed, varied or revoked, by the Company in general meeting), save that the directors may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted or sold from treasury after such expiry and the directors may allot equity securities or sell equity securities from treasury pursuant to any such offer or agreement as if this authority had not expired.
- 14 THAT in substitution for all existing authorities the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 1p each in issue in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

Notice of Annual General Meeting

continued

- (a) the maximum number of ordinary shares which may be purchased is 14.99% of the Company's issued ordinary share capital excluding treasury shares at the date of the passing of this resolution (equivalent to 27,292,700 shares, excluding treasury shares, at the date of this Notice);
 - (b) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed the higher of:
 - i) 105% of the average of the middle market quotations for the shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase;
 - ii) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange.
 - (c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 1p, being the nominal value per share;
 - (d) the authority hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2024, unless such authority is renewed before that expiry;
 - (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred which prior to the expiry of such authority will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract; and
 - (f) any ordinary shares so purchased shall be cancelled or, if the directors so determine, be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.
- 15 THAT a General Meeting other than an AGM may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the AGM in 2024.

By order of the Board

Janus Henderson Secretarial Services UK Limited
Corporate Secretary
24 July 2023

Registered Office:
201 Bishopsgate, London EC2M 3AE

Explanations of the Resolutions

The information set out below is an explanation of the business to be considered at the 2023 AGM.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 15 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Company's Annual Report and audited financial statements (ordinary resolution)

The directors are required to lay before the Meeting the Annual Report and audited financial statements in respect of the financial year ended 30 April 2023. Shareholders can submit any questions on the Annual Report ahead of the Meeting by contacting the Corporate Secretary on 020 7818 2025 or emailing itsecretariat@janushenderson.com. Shareholders are invited to receive the Annual Report and audited financial statements.

Resolution 2 and 3: Directors' Remuneration Policy and Report (ordinary resolutions)

In accordance with legislation on remuneration, shareholders will be asked to approve the Directors' Remuneration Policy every three years. The current Directors' Remuneration Policy was approved by shareholders at the AGM in 2020, and there have been no changes to the policy since that date. Shareholders are asked to approve the policy as set out in the Directors' Remuneration Report on page 44. The vote on this resolution is binding.

Shareholders are also asked to approve the Directors' Remuneration Report which is set out on pages 44 to 46 of the Annual Report. The vote on this resolution is advisory and does not affect the remuneration payable to any individual director. However, the Board will take feedback from shareholders regarding remuneration and incorporate this into any future remuneration discussions.

Resolutions 4-8: Re-appointment of directors (ordinary resolutions)

All directors are required to retire and seek re-appointment annually in accordance with the AIC Code of Corporate Governance. A biography on each of the directors is given on pages 34 to 35 of the Annual Report.

Resolution 4 relates to the re-appointment of Angus Macpherson, the Chairman, who joined the Board on 23 February 2017, having served as a director of the predecessor company since 18 January 2016.

External appointments: Angus is Chief Executive of Noble & Company (UK) Limited. He is also the Chairman of Pacific Horizon Investment Trust plc, a Non-Executive Director of Schroders Japan Growth Fund plc and Hampden & Co PLC.

Background: Angus previously worked for Merrill Lynch in London, New York, Singapore and Hong Kong, latterly as Head of Capital Markets and Financing in Asia. He was also Chairman of JP Morgan Elect PLC until January 2018, Chairman of the Belhaven Hill School Trust Ltd and a Member of the Scottish Government's Financial Services Advisory Board.

Angus has been the Chairman of the Board since incorporation and therefore he has in depth knowledge about the Company and has several years of leadership and chairmanship experience. Angus' background in capital markets and financing brings objective industry insight to board discussions. As an experienced non-executive director, he contributes a great deal of governance expertise to the Board.

Resolution 5 relates to the re-appointment of Denise Hadgill who joined the Board on 23 February 2017.

External appointments: Denise is a director of PG Mutual, Chelverton UK Dividend Trust plc and its subsidiary SDV 2025 ZDP plc and Smithson Investment Trust plc.

Background: Until 2015, Denise was Managing Director and Head of the UK Product Strategy Group at BlackRock. She was responsible for delivering the firm's investment message and economic outlook to an extensive range of UK pension fund and charity trustee boards. Prior to this she spent 14 years at Schroder Investment Management Limited where she was UK Equity Fund Manager and Director responsible for the firm's relationship with 21 UK pension funds and charity clients with multi asset portfolios valued at £2 billion.

Denise is an experienced investment professional and utilises her fund management background to bring an objective view to board discussions.

Resolution 6 relates to the re-appointment of Win Robbins who joined the Board on 28 May 2019.

External appointments: Win is a Non-Executive Director and Chairman of the Remuneration Committee at Polar Capital Holdings plc, a position she has held since 2017, and a Non-Executive Director at BlackRock Income & Growth Investment Trust plc, a position she has held since December 2020.

Explanations of the Resolutions

continued

Background: Win has extensive investment management experience having held various senior positions including eight years as Managing Director of Credit Suisse Asset Management Limited from 1996 until 2004 and Managing Director and Head of Non-US Fixed Income at Citigroup Asset Management from 2004 to 2006. Win also holds the Diploma in Investment Management from the London Business School. Win was a Non-Executive Member on the Board of City Merchants High Yield Trust Limited until she retired in March 2019, having held that position since 2009.

Win is an experienced fund manager, specialising in fixed income. She is therefore able to confidently challenge the Fund Managers on their investment decisions and views, which adds strength to board discussions. In recognition of her background and experience Win is the Company's Senior Independent Director.

Resolution 7 relates to the re-appointment of Stewart Wood who joined the Board on 23 February 2017.

External appointments: Stewart is a Member of the House of Lords' Select Committee on European Affairs. Stewart has been a Fellow at Magdalen College, Oxford University since 1995, and is a Professor of Practice at the Blavatnik School of Government in Oxford University.

Background: Stewart became a Labour member of the House of Lords in 2011. He was Shadow Minister without Portfolio and a Strategic Adviser to Ed Miliband, Leader of the Labour Party, from 2010 to 2015. Prior to that he was a Special Adviser to the Chancellor of the Exchequer on the UK Treasury's Council of Economic Advisers from 2001 to 2007, during which time he led on the assessment for UK entry into the Euro. He then served as senior Special Adviser on Foreign Affairs, Culture and Media Policy, and Northern Ireland between 2007 and 2010. After the 2010 General Election, he led Ed Miliband's successful campaign for the Labour leadership. In 2016, he was named as the new Chair of the United Nations Association (UK), and was appointed to the Board of the Marshall Scholarships Commission. Stewart is also a Director of the Good Law Project.

Stewart is a macro-economic specialist and his experience gained through his career in government offers a diverse and dynamic aspect to board discussions. He can challenge the Fund Managers on macro-economic matters and in turn, the Fund Managers can draw on his knowledge and experience.

Resolution 8 relates to the re-appointment of Ian Wright, the Audit Committee Chairman, who joined the Board on 23 February 2017, having served as a director of the predecessor company since 23 November 2015.

External appointments: Ian is a Policeman in the Parish of St. Brelade.

Background: Ian was Deputy Chairman of the Jersey Financial Services Commission until April 2021. He was previously an audit partner in Price Waterhouse and then PricewaterhouseCoopers including serving as the Senior Partner of the firm's international accounting consulting group. A founder member of the IFRS Interpretations Committee he has also served on professional committees of the ICAEW and FEE. He was also a Panel Member of the Financial Reporting Review Panel which is part of the UK Financial Reporting Council. He is resident in Jersey having previously worked in the Channel Islands, London and Bahrain.

Ian is a Chartered Accountant and therefore has recent and relevant financial experience. His regulatory and accounting experience is valued highly by the Board and serves to challenge the auditor, and the accounting team, in areas of technical and financial expertise. This is particularly important given the fixed income nature of the portfolio.

Following the annual board performance evaluation, and upon the recommendation of the Nominations Committee, the Board considers that each of the directors should offer themselves for re-appointment by the shareholders as they each bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company.

Furthermore, the Board is satisfied that, having considered each directors' experience and the nature of, and anticipated demands on his/her time by, his/her other business commitments, that each director is able to commit the time required to fulfil his/her responsibilities as a director of the Company.

Resolutions 9 and 10: Re-appointment and remuneration of the statutory auditors' (ordinary resolutions)

Resolution 9 relates to the re-appointment and resolution 10 relates to the determination of the statutory auditors' remuneration. In accordance with Sections 489 and 492 of the Act shareholders are required to approve the appointment of the Company's auditors each year and to give authority to the directors to determine their remuneration. Mazars LLP were appointed as the Company's statutory auditors at the 2020 AGM for the year ended 30 April 2021 following a successful audit tender process, and the Board recommend their re-appointment for the year ended 30 April 2024 to shareholders having received a high quality and effective audit this year. Mazars LLP have expressed their willingness to continue as auditors to the Company.

Resolution 11: Approval of dividend policy (ordinary resolution)

The directors seek approval of the Company's dividend policy to continue to pay four quarterly interim dividends each year. In the year ended 30 April 2023 these four quarterly dividends have totalled 4.40p per ordinary share.

Explanations of the Resolutions

continued

Resolution 12: Authority to allot shares (ordinary resolution)

At the 2022 AGM the directors were granted authority to issue 18,286,672 new ordinary shares. Since the 2022 AGM no new shares have been allotted under this authority, which will expire at the conclusion of the forthcoming AGM.

An ordinary resolution to renew this authority will be proposed at the AGM, which will allow the directors to allot shares up to a maximum of 10% of the issued share capital, excluding treasury shares, at the date of the AGM which at the date of this Notice was 18,207,272 shares (being 10% of the issued share capital at 21 July 2023, the most practicable date prior to the publication of this Notice) having an aggregate nominal value of £182,073.

The resolution is set out in full in the Notice on page 1. If renewed, the authority will expire on the earlier of the date falling 15 months after the passing of the resolution or the conclusion of the AGM in 2024.

Resolution 13: Power to disapply pre-emption rights (special resolution)

At the 2022 AGM the directors were authorised to disapply the pre-emption rights of the existing shareholders when issuing new shares. No new shares have been issued under this authority.

Resolution 13 proposes to renew the directors' annual authority to allot or sell ordinary shares in the capital of the Company, for cash or from treasury, pursuant to resolution 12, up to a maximum of 18,207,272 shares with aggregate nominal value of £182,073 (or such amount being equivalent to 10% of the Company's issued ordinary share capital, excluding treasury shares, as at the date of the passing of this resolution), without first having to offer these shares to existing shareholders. If renewed, the power shall expire on the earlier of the date falling 15 months after the passing of this resolution or at the conclusion of the AGM in 2024 unless such authority is renewed before that expiry.

The directors do not intend to allot or sell shares pursuant to resolutions 12 and 13 other than to take advantage of opportunities in the market as they arise and only if they believe it to be advantageous to the Company's existing shareholders to do so, and when it would not result in any dilution of net asset value per ordinary share (i.e. shares will only be issued at a premium to net asset value).

Resolution 14: Repurchase of the Company's ordinary shares (special resolution)

At the 2022 AGM the directors were granted authority to repurchase 27,411,722 ordinary shares. Since the 2022 AGM the Company has bought back 794,009 ordinary shares.

Resolution 14 seeks to renew the Company's authority to repurchase shares. The authority under this resolution is limited to the purchase of a maximum of 14.99% of the ordinary shares, excluding treasury shares, in issue at the date of the passing of this resolution. If there is no change to the issued share capital between the date of publication of the Notice and the AGM the maximum number of shares that the directors will be able to buy back will be 27,292,700 shares (being 14.99% of the issued share capital at 21 July 2023, the most practicable date prior to the publication of this Notice) of the Company's own issued ordinary shares.

The Company may cancel or hold in treasury any shares bought back under this authority.

The directors believe that, from time-to-time and subject to market conditions, it may continue to be in the shareholders' interests to buy back the Company's shares when they are trading at a discount to the underlying net asset value per share. The authority being sought provides an additional source of potential demand for the Company's shares. Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company.

The Company may utilise the authority to purchase shares by either a single purchase or a series of purchases when market conditions allow, with the aim of maximising the benefit to shareholders. This proposal does not indicate that the Company will purchase shares at any particular time or price, nor imply any opinion on the part of the directors as to the market or other value of the Company's shares. The Company may cancel or hold in treasury any shares bought back under this authority.

This authority will expire at the earlier of the date falling 15 months after the passing of the resolution or the conclusion of the 2024 AGM and it is the present intention of the directors to seek a similar authority annually.

Resolution 15: Notice of general meetings (special resolution)

The Act stipulates that the notice period for general meetings (other than AGMs) is 21 days unless shareholders' approval to reduce the notice period has been given. The Board is of the view that it is in the Company's interest to have a shorter notice period which complies with the provisions of the Act. The passing of resolution 15 would preserve the Company's ability to call general meetings (other than AGMs) on 14 clear days' notice where shareholders are given the opportunity to vote at such meetings by electronic means. The Board would use this authority to provide flexibility when merited and would not use it as a matter of routine. The Board intends to seek a renewal of such authority at subsequent AGMs.

Notes to the Notice of Annual General Meeting

1. Voting record date

Only members registered in the Register of Members of the Company at 2.30 p.m. on Thursday, 5 October 2023 shall be entitled to attend, speak and vote at the AGM in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after 2.30 p.m. on Thursday, 5 October 2023 shall be disregarded in determining the rights of any person to attend, speak and vote at the Meeting.

If the AGM 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 AGM is adjourned for more than 48 hours then the voting record date will be close of business on the day which is two days (excluding non-working days) before the day of the adjourned meeting or, if the Company gives notice of the adjourned 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 of Members in respect of the joint holding.

2. Rights to vote

Subject to note 1, all of the Company's members are entitled to attend and vote at the forthcoming AGM or at any adjournment(s) thereof. On a poll each member has one vote for each share held.

3. Right to appoint proxies

Pursuant to Section 324 of the Act, a member entitled to vote at the 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. Please refer to notes 4, 6 and 7 for further information.

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the FCA, the Chairman will make the necessary notifications to the Company and to the FCA. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and

Transparency Rules, need not make a separate notification to the Company and to the FCA. However, any member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

Section 324 of the Act does not apply to persons nominated to receive information rights under Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act have been sent this Notice of Meeting and are hereby informed, in accordance with Section 149(2) of the Act, 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 Meeting. If they have no such right or 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 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' rights to vote at the Meeting

On a vote on a show of hands, each member or proxy has one vote.

If a proxy is appointed by more than one Member and all such Members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote 'for' or 'against' as applicable. If a proxy is appointed by more than one Member, but such Members have given different voting instructions, the proxy may, on a show of hands, vote both 'for' and 'against' in order to reflect the different voting instructions.

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 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.

The results of the voting will be published via a Regulatory Information Service as soon as possible after the meeting and will also be available on our website.

5. Voting by corporate representatives

Corporate representatives are entitled to attend, speak and vote on behalf of the corporate member in accordance with Section 323 of the Act provided they do not do so in relation to the same shares. Please bring the letter of appointment with you to the Meeting.

Notes to the Notice of Annual General Meeting

continued

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 2.30 p.m. on Thursday, 5 October 2023.

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

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 2.30 p.m. on Thursday, 5 October 2023 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

In accordance with the Company's Articles of Association, 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. 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 7. 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 obtained from Euroclear (www.euroclear.com).

8. Documents available for inspection

Copies of the directors' letters of appointment may be inspected at the registered office of the Company during normal business hours on any day (Saturdays, Sundays and public holidays excepted) and will be available at the AGM for 15 minutes prior to the commencement of the Meeting until its conclusion. Any shareholders wishing to inspect the

directors' terms and conditions of appointment can also do so by contacting the Corporate Secretary at itsecretariat@janushenderson.com. No director has a contract of service with the Company.

9. Questions at the Meeting

Section 319A of the Act requires the directors to answer any question raised at the AGM which relates to the business of the Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the proceedings of the 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 for the good order of the Meeting that the question be answered.

If shareholders would like to submit any questions in advance of the AGM, they are welcome to send these to the Corporate Secretary at itsecretariat@janushenderson.com.

10. Members' statement of audit concerns

Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or
- (b) any circumstances connected with the auditor of the Company ceasing to hold office since the last AGM that the Members propose to raise at the Meeting.

The Company cannot require the Members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time at which the Company makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to make.

11. Website

A copy of the Notice of the AGM, including these explanatory notes and other information required by Section 311A of the Act, is included on the Company's website, www.hendersondiversifiedincome.com

12. Total voting rights

As at 21 July 2023 (the most practicable date prior to the publication of this Notice), the Company's total number of shares in issue (excluding treasury shares), and the total number of voting rights, was 182,072,717.

Notes to the Notice of Annual General Meeting

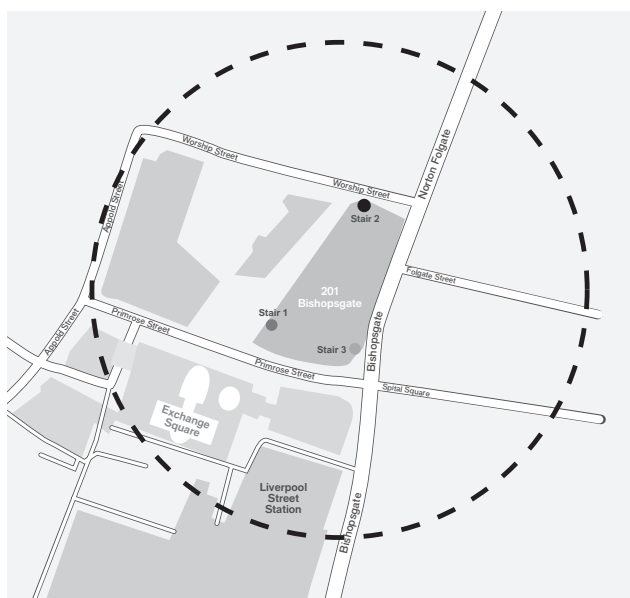
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13. Communication

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

14. Filming

By attending the AGM, you agree to be filmed and note that the event will be broadcast online and will subsequently be available for viewing on the Company's website.



Registered office:

201 Bishopsgate, London EC2M 3AE

