

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your Subscription Shares in Henderson International Income Trust plc, please forward this document as soon as possible to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

This document should be read in conjunction with, and is subject to, the detailed provisions contained in the Company's articles of association.

Past performance is not a guide to future performance. Changes in the rates of exchange between currencies may cause the value of investments to fluctuate. The price of shares and any income from them may fall as well as rise and is not guaranteed. An investor may not get back the original amount invested. This document does not constitute an offer or invitation to purchase shares in Henderson International Income Trust plc.

HENDERSON INTERNATIONAL INCOME TRUST PLC

(Incorporated in England and Wales with registered number 7549407 and registered as an investment company under section 833 of the Companies Act 2006)

Directors:

Christopher Jonas *(Non-executive Chairman)*
Peregrine Banbury *(Non-executive Director)*
William Eason *(Non-executive Director)*
Simon Jeffreys *(Non-executive Director)*

Registered Office:

201 Bishopsgate
London
EC2M 3AE

18 July 2014

To Subscription Shareholders of Henderson International Income Trust plc (the "**Company**")

Dear Sir or Madam

NOTICE OF EXERCISE DATE FOR SUBSCRIPTION SHARES

1. Introduction

This letter is sent to you as a registered holder of the subscription shares of 1 penny each in the Company (the "**Subscription Shares**") to remind you that the subscription rights carried by your Subscription Shares may be exercised on 31 August 2014 (the "**Subscription Date**"). Each of your Subscription Shares carries the right (but not the obligation) to subscribe for one ordinary share of 1 penny each (an "**Ordinary Share**") at an exercise price (the "**Subscription Price**") of 100 pence (the "**Subscription Right**"). If you would like to exercise your Subscription Rights you must give notice to the Company as described in the Appendix to this letter.

If any Subscription Rights are not exercised by their holders by 31 August 2014, the Company will appoint a trustee (the "**Trustee**") in respect of the unexercised Subscription Rights. If, in the Trustee's opinion, the net proceeds of sale (after deduction of all costs and expenses incurred by, and any fees payable to, the Trustee) of the Ordinary Shares that would arise on exercise of the unexercised Subscription Rights will exceed the costs of subscription, the Trustee shall, prior to 14 September 2014,

either exercise the Subscription Rights and sell in the market the Ordinary Shares acquired on exercise or (if it appears to the Trustee that doing so is likely to realise greater net proceeds for holders of Subscription Shares (the "**Subscription Shareholders**")) accept any offer available to Subscription Shareholders for the purchase of the outstanding Subscription Shares.

The Trustee shall distribute *pro rata* the net proceeds of any such sale or acceptance of any such offer less, in either case, deduction of such costs of exercising the Subscription Rights and such other costs and expenses incurred by, including any fee payable to, the Trustee, to the persons entitled to such proceeds by 26 October 2014, provided that entitlements under £5.00 per holder shall be retained for the benefit of the Company. If the Trustee does not exercise the Subscription Rights prior to 14 September 2014 (and his decision in respect thereof shall, in the absence of unreasonableness, be final and binding on all holders of outstanding Subscription Shares), all rights attaching to such Subscription Shares shall lapse on that date.

The Subscription Rights attached to each Subscription Share can be exercised only once. Your attention is drawn to the table in paragraph 5 below detailing the mid-market quotations for the Ordinary Shares and the Subscription Shares.

2. Action to be taken

If you wish to exercise some or all of your Subscription Rights and you hold your Subscription Shares in certificated form, please refer to Part A of the Appendix to this letter.

If you wish to exercise some or all of your Subscription Rights and you hold your Subscription Shares in uncertificated form (i.e. in CREST), please refer to Part B of the Appendix to this letter.

If you do not wish to exercise any of your Subscription Rights, you need take no action.

In accordance with the Articles and the Prospectus, each person who wishes to exercise some or all of their Subscription Rights will be deemed to represent that, at the time of submission of the exercise notice to the Company, the holder of the Subscription Share concerned is not a US Person or a person in Australia, Canada, New Zealand, Japan or the Republic of South Africa or, if he is such a person, his exercise of Subscription Rights is permitted by, and will not infringe, the securities laws of the relevant jurisdiction. For this purpose "**US Person**" has the same meaning as defined under Regulation S under the United States Securities Act of 1933 as amended and "**United States**" means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction.

3. Taxation

The following statements are intended only as a general guide to the tax treatment of UK resident Subscription Shareholders on the exercise of their Subscription Rights, based on current United Kingdom tax law and what is understood to be the current practice of HM Revenue & Customs, and they may not apply to certain Subscription Shareholders such as dealers in securities, insurance companies, collective investment schemes or persons who have acquired their Subscription Shares by reason of any office or employment (to whom special rules may apply). If you are resident outside the United Kingdom or are in any doubt as to the potential tax or other consequences of exercising your Subscription Rights, you should consult your own professional adviser.

Shareholders holding their Subscription Shares in certificated or uncertificated form

The exercise of Subscription Rights attached to Subscription Shares should not constitute a disposal for the purposes of United Kingdom taxation of capital gains. Instead, the Ordinary Shares acquired

pursuant to the exercise of the Subscription Rights should generally be treated as the same asset as the Subscription Shares in respect of which the Subscription Rights are exercised. The base cost of the Subscription Shares, if any, will be added to the Subscription Price payable on exercise of the Subscription Rights in computing the base cost of the Ordinary Shares acquired upon such exercise. If you are in any doubt as to your tax position, you are advised to consult your professional adviser.

A disposal of Subscription Shares or of Ordinary Shares acquired pursuant to an exercise of Subscription Rights (including where effected through the Trustee in the manner described at paragraph 1 above), may, depending on the shareholder's circumstances, and subject to any available exemption or relief, give rise to a charge to capital gains tax or, as the case may be, corporation tax on chargeable gains. If you nominate a third party to be allotted the Ordinary Shares, such nomination will generally give rise to a disposal for the purposes of the United Kingdom taxation and you should consult your professional adviser as to the taxation consequences of such a transaction.

Shareholders holding their Subscription Shares or Ordinary Shares through an ISA

In respect of Subscription Shares held through an individual savings account ("**ISA**"), the Subscription Price paid upon exercise of the Subscription Rights will contribute towards the annual subscription limit unless the Subscription Price is paid out of cash already held within the ISA.

A disposal of Subscription Shares or Ordinary Shares held through an ISA, including where such disposal is effected by the Trustee in the manner described at paragraph 1 above, should not be subject to UK capital gains tax or income tax. Sums received on such a disposal should not count as a new subscription for the purposes of the annual ISA subscription limit. Subscription Shareholders should note that from 1 July 2014 it will generally be possible (subject to certain restrictions for persons under the age of 18) to invest up to £15,000 in an ISA (after taking into account any amounts previously invested in an ISA for the tax year 2014-15), and that investments in the ISA (which will be known as a "**New ISA**") may be split between cash and stocks and shares in the proportions which the investor wishes.

4. Admission

Application will be made to the UK Listing Authority for the new Ordinary Shares issued pursuant to the exercise of the Subscription Rights to be admitted to the Official List and to the London Stock Exchange plc for those securities to be admitted to trading on the London Stock Exchange's main market for listed securities. Certificates for the Ordinary Shares will be posted to those holders of Subscription Shares in certificated form not later than 26 September 2014. In the meantime, any transfers will be certified against the respective registers.

For CREST participants, the Registrar will, within 14 days of the Subscription Date, instruct Euroclear UK & Ireland to credit your appropriate stock account (being a stock account under the participant ID and member account ID specified in your Uncertificated Subscription Notice) with the Ordinary Shares issued to you, or to which you are entitled.

The new Ordinary Shares allotted to you will not rank for any dividends or other distributions declared, paid or made on the existing Ordinary Shares by reference to a record date prior to the allotment of the new Ordinary Shares. The new Ordinary Shares when allotted will rank equally with the existing Ordinary Shares.

5. Mid-market quotations

The mid-market quotations, derived from the London Stock Exchange plc, on the first business day in each of the six months prior to the date of this letter and as at 14 July 2014 (the latest practicable date prior to printing this notice) for one Ordinary Share and one Subscription Share were as follows:

	Ordinary Shares (p)	Subscription Shares (p)
3 February 2014	110.00	15.00
3 March 2014	110.88	14.00
1 April 2014	114.38	14.75
1 May 2014	113.25	12.50
2 June 2014	115.50	12.50
1 July 2014	113.63	12.25
14 July 2014	111.25	11.63

This letter is sent by way of reminder only in order to comply with the rights of the Subscription Shares and should not be read by Subscription Shareholders as a recommendation to exercise their Subscription Rights or otherwise. In this respect, if you require advice, you should contact an independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. The full terms of the Subscription Shares are contained within Part VII of the Prospectus issued by the Company on 15 March 2011 which can be obtained from Henderson Global Investors Limited, 201 Bishopsgate, London EC2M 3AE.

Yours faithfully,

Christopher Jonas

Chairman

Appendix

Part A – Action to be taken if you hold your Subscription Shares in certificated form and you wish to exercise some or all of the Subscription Rights

Please complete and sign the Notice of Exercise of Subscription Rights (the "**Notice**") on the reverse of your Subscription Share certificate(s) (specifying how many Subscription Shares for which you wish to exercise the Subscription Right). Please send the completed Notice together with your payment to Computershare Investor Services PLC (the "**Registrar**"), at the following address:

Computershare Investor Services PLC
Corporate Actions
Bristol BS99 6AJ

Payments must be made by cheque or bankers' draft in pounds sterling drawn on a branch in the United Kingdom of a bank or building society which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques or bankers' drafts to be cleared through the facilities provided for members of these companies. Such cheques or bankers' drafts must bear the appropriate sort code in the top right hand corner. Cheques, which must be drawn on the personal account of the individual investor where they have sole or joint title to the funds, should be made payable to Computershare Investor Services PLC re Henderson International Income Trust plc Subscription Shares.

Third party cheques will not be accepted with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque/bankers' draft to such effect.

The account name should be the same as that shown in the Notice.

The Notice and payment must be received no later than 2.00 p.m. on 29 August 2014 for certificated holders.

The sending of a Notice will constitute:

- (a) a request that the Ordinary Shares which the member is entitled to subscribe for be issued to such member on the terms set out in the letter accompanying these procedures and subject to the full terms of the Subscription Shares contained within Part VII of the Prospectus issued by the Company on 15 March 2011;
- (b) an undertaking to the Company to provide promptly to the Company and the Receiving Agent such information as may be specified by the Company or the Receiving Agent as being required for the purpose of compliance with The Money Laundering Regulations 2007 as from time to time amended (the "**Money Laundering Regulations**"); and
- (c) a representation and warranty to the Company that, at the time of sending the Notice to the Company, the holder of the Subscription Share concerned is not a US Person or a person in Australia, Canada, New Zealand, Japan or the Republic of South Africa or, if he is such a person, his exercise of Subscription Rights is permitted by, and will not infringe, the securities laws of the relevant jurisdiction; and

- (d) a representation, warranty and undertaking to the Company that the member is not in the United States and will not offer, sell, renounce, transfer or deliver, directly or indirectly, the Ordinary Shares subscribed for in the United States or to a US Person.

The Company may in its sole discretion treat as valid (and binding on the member concerned) a Notice which does not comply in all respects with the requirements as to validity set out above.

You will not be able to withdraw a completed Notice, once lodged. If you have lost your Subscription Share certificate(s), please inform the Registrar (telephone 0870 707 4033 – calls cost approximately 8p per minute, excluding VAT, from a BT landline; calls from other service providers may cost more) who will send you a letter of indemnity to complete. The letter of indemnity and Notice must be completed and returned to the Registrar at the above address together with a cheque for the relevant subscription amount so as to arrive no later than 2.00 p.m. on 29 August 2014.

If you wish to have some or all of the Ordinary Shares allotted to someone else, please complete and lodge a Form(s) of Nomination, which is available from the Registrar. A Form of Nomination must be signed by both the registered holder and by each person who is to receive the Ordinary Shares and must be lodged with the Registrar when you lodge your Notice and payment. It should be noted that a Form of Nomination may not be used in connection with the exercise of Subscription Rights attached to the Subscription Shares held in uncertificated form.

Part B – Action to be taken if you hold your Subscription Shares in uncertificated form (i.e. in CREST) and you wish to exercise some or all of the Subscription Rights

In accordance with the terms of the Subscription Shares contained within Part VII of the Prospectus issued by the Company on 15 March 2011, the Directors have determined that, the following procedure shall apply in the case of Subscription Shares which are held in uncertificated form at the time when the Subscription Rights attached thereto are exercised.

1 In order to exercise Subscription Rights conferred by uncertificated Subscription Shares, an "Uncertificated Subscription Notice" must be received as specified below and the Company must have received a remittance for the Subscription Price for the Ordinary Shares in respect of which the Subscription Rights are exercised by no later than 2.00 p.m. on 29 August 2014. **Please note the last opportunity for receipt of Unmatched Stock Event ("USE") instructions by CREST for settlement will be 2.00 p.m. on Friday, 29 August 2014.**

2 The form of the Uncertificated Subscription Notice must be as follows:

A USE instruction (as defined in the CREST Reference Manual) which, on its settlement, will have the effect of transferring the number of Subscription Shares conferring the Subscription Rights which are being exercised from the relevant CREST stock account of the holder of the Subscription Shares to the CREST stock account of the receiving agent of the Company, Computershare Investor Services PLC (the "**Receiving Agent**"), under the participant ID specified in paragraph 3(iv) below.

3 The USE instruction must be properly authenticated in accordance with the requirements of Euroclear UK & Ireland Limited ("**Euroclear**") and must contain, in addition to any other information necessary for settlement in CREST, the following details:

- (i) The number of Subscription Shares conferring the Subscription Rights which are being exercised.
- (ii) The participant ID of the holder of the Subscription Shares.
- (iii) The member account ID of the holder of the Subscription Shares, being the account to which the Subscription Shares concerned are to be debited.
- (iv) The participant ID of the Receiving Agent, which is 0RA16.
- (v) The member account ID of the Receiving Agent which is HENSUB01.
- (vi) The corporate action ISIN, which is GB00B511KX90.
- (vii) The corporate action number (this number will be shown in the Corporate Action details displayed by CREST).
- (viii) The intended settlement date. This must be on or before 29 August 2014.
- (ix) If payment of the Subscription Price is made in the manner set out in paragraph 6(b) below, a reference number, selected by the CREST member, must be entered in the shared note field of the USE instruction. The payment referred to in paragraph 6(b) below must also be identified with that reference number, together with the CREST member's participant ID and member account ID referred to in paragraphs 3(ii) and (iii) above.

- 4 In order for an Uncertificated Subscription Notice to be valid:
- (a) the USE instruction must comply with the requirements specified in paragraph 3 above and must have settled on or before 2.00 p.m. on 29 August 2014; and
 - (b) the Company must have received a remittance for the Subscription Price for the Ordinary Shares in respect of which the Subscription Rights are exercised by not later than 2.00 p.m. on 29 August 2014.
- 5 CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will apply in relation to the input and settlement of a USE instruction. It is the responsibility of the CREST member to take (or to procure that the CREST member's sponsor takes) such action as shall be necessary to ensure that a valid Uncertificated Subscription Notice is received as stated above and has settled not later than 2.00 p.m. on 29 August 2014. In this connection, CREST members are referred to the CREST Reference Manual concerning practical limitations of the CREST system and timings. However, under current CREST timings, a USE instruction to transfer uncertificated Subscription Shares will not settle after 2.00 p.m.
- 6
- (a) Payment of the Subscription Price may be made by means of the USE instruction generating an assured payment obligation in favour of the Receiving Agent of an amount equal to the Subscription Price.
 - (b) Alternatively, the CREST member may make payment of the Subscription Price outside CREST by sending the payment to the Receiving Agent. In that event, however, the payment must be identified with the reference number referred to in paragraph 3(ix) above and the participant ID and member account ID of the CREST member referred to in paragraphs 3(ii) and (iii) above. If the payment is not so identified, the Company shall be entitled to treat the Uncertificated Subscription Notice as invalid.
- 7 The sending of an Uncertificated Subscription Notice by or on behalf of a CREST member will constitute:
- (a) a request that the Ordinary Shares which the CREST member is entitled to subscribe for be issued to such CREST member on the terms set out in the letter accompanying these procedures and subject to the full terms of the Subscription Shares contained within Part VII of the Prospectus issued by the Company on 15 March 2011;
 - (b) an undertaking to the Company to provide promptly to the Company and the Receiving Agent such information as may be specified by the Company or the Receiving Agent as being required for the purpose of compliance with The Money Laundering Regulations 2007 as from time to time amended (the "**Money Laundering Regulations**");
 - (c) a representation and warranty to the Company that, at the time of sending of an Uncertificated Subscription Notice to the Company, the holder of the Subscription Share concerned is not a US Person or a person in Australia, Canada, New Zealand, Japan or the Republic of South Africa or, if he is such a person, his exercise of

Subscription Rights is permitted by, and will not infringe, the securities laws of the relevant jurisdiction; and

- (d) a representation, warranty and undertaking to the Company that the CREST member is not in the United States and will not offer, sell, renounce, transfer or deliver, directly or indirectly, the Ordinary Shares subscribed for in the United States or to a US Person.

8 The Company may in its sole discretion:

- (a) treat as valid (and binding on the CREST member concerned) an Uncertificated Subscription Notice which does not comply in all respects with the requirements as to validity set out above;
- (b) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid Uncertificated Subscription Notice subject to such terms and conditions as the Company may determine;
- (c) treat a USE instruction (or alternative instruction referred to in paragraph 8(b) above) as not constituting a valid Uncertificated Subscription Notice if, at the time when the Receiving Agent receives the information contained in such instruction, either the Company or the Receiving Agent shall have received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001 No.3755) as from time to time amended in relation to such properly authenticated dematerialised instruction. These matters include notice that any information contained in the instruction is incorrect or notice of lack of authority to send the instruction;
- (d) treat a USE instruction (or alternative instruction referred to in paragraph 8(b) above) as not constituting a valid Uncertificated Subscription Notice where it is given by or on behalf of a US Person; or
- (e) accept an alternative instruction or notification from a CREST member or, where applicable, a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification in the event that, for reasons outside the control of the CREST member or CREST sponsor concerned, the CREST member or CREST sponsor is unable to send a valid Uncertificated Subscription Notice to Euroclear as specified above.

9 An Uncertificated Subscription Notice is sent entirely at the risk of the holder of the Subscription Shares concerned and the Company accepts no liability for any failure of the CREST system.

10 Where Subscription Rights conferred by uncertificated Subscription Shares are exercised, the Ordinary Shares subscribed for will, subject to the Money Laundering Regulations and subject as may otherwise be determined by the Directors of the Company, be issued in uncertificated form and the Company will as soon as practicable notify Euroclear of the Ordinary Shares issued following such exercise. This will result in the stock account in CREST of the CREST member concerned being credited with the relevant number of Ordinary Shares. The account which will be so credited will be the same member account as that to which the relevant Subscription Shares have been debited in consequence of such exercise. Notwithstanding the

above, the Company reserves the right to issue such Ordinary Shares in certificated form if it so decides. **It should be noted that where Subscription Rights attached to uncertificated Subscription Shares are exercised, it is not possible to nominate another person as the allottee of all or any of the Ordinary Shares thereby subscribed.**

If you have any enquiries regarding the procedure described above, these should be referred, in the case of CREST sponsored members, to their CREST sponsor and, in the case of other CREST members including CREST sponsors, to the Receiving Agent at the following address:

Computershare Investor Services PLC
Corporate Actions
Bristol
BS99 6AJ
Telephone no.:0870 707 4033

