

Henderson High Income Trust plc
Notice of 2011 Annual General Meeting

Letter from the Chairman

Dear Shareholders

I hope that you will be able to attend this year's Annual General Meeting of the Company ("AGM" or "the Meeting"), which is to be held at 12 noon on Thursday 28 April 2011 at 201 Bishopsgate, London EC2M 3AE (the offices of Henderson Global Investors, our Investment Manager).

The Notice of Meeting can be found on pages 1 and 2, together with a map showing the venue for the Meeting. Further details of each of the resolutions to be proposed at the Meeting are set out in Explanations of the Resolutions on pages 3 and 4. I also refer you to the Company's Annual Report and Financial Statements for the year ended 31 December 2010 ("the Annual Report"), which is being sent with this document.

Our Portfolio Manager, Alex Crooke, will give a presentation at the Meeting and there will be opportunities to ask questions during and after the Meeting. I hope that you are able to attend the AGM and, if not, that you vote by completing and returning your form of proxy.

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. The Board 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 sincerely

Hugh Twiss

Chairman

21 March 2011

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 professional adviser authorised under the Financial Services and Markets Act 2000 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 High Income Trust plc (the "Company"), please pass this document and 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 or transferred or otherwise disposed of only part of your holding, 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 High 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 2422514)

Notice of Annual General Meeting

Notice is hereby given that the twenty-second Annual General Meeting of Henderson High Income Trust plc will be held on Level 12, 201 Bishopsgate, London EC2M 3AE on **Thursday 28 April 2011 at 12 noon** for the transaction of the following business:

- 1 To receive the Report of the Directors and the audited Financial Statements for the year ended 31 December 2010.
- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2010.
- 3 To re-elect Mr Vivian Bazalgette as a director of the Company.
- 4 To re-elect Mr Andrew Bell as a director of the Company.
- 5 To re-elect Miss Janet Walker as a director of the Company.
- 6 To re-appoint Grant Thornton UK LLP as statutory auditor to the Company.
- 7 To authorise the directors to determine the auditor's remuneration.

Other Business

To consider, and if thought fit, pass the following resolutions:

as an Ordinary Resolution

- 8 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) up to an aggregate nominal amount of £446,053 (being 10% of the issued ordinary share capital at the date of this Notice) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company in 2012, but that the directors may make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

as a Special Resolution

- 9 THAT in substitution for all existing authorities and subject to the passing of resolution 8 the directors be empowered pursuant to section 570 and/or section 573 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 as if section 561 of the Act did not apply to the allotment and to sell relevant shares (within the meaning of section 560 of the Act) held by the Company immediately before the sale as treasury shares (as defined in section 724 of the Act) for cash as if section 561 of the Act did not apply to any such sale.

This power:

- (a) shall expire at the conclusion of the Annual General Meeting of the Company in 2012, save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired; and
- (b) shall be limited to the allotment of equity securities and/or the sale of shares held in treasury for cash up to a maximum aggregate nominal value of £446,053 (being 10% of the Company's issued ordinary share capital at the date of this Notice).

as a Special Resolution

- 10 THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 5p each in the capital of the Company provided that:
 - (a) the maximum number of ordinary shares which may be purchased is 14.99% of the Company's issued ordinary share capital at the date of the Annual General Meeting (equivalent to 13,372,690 ordinary shares at the date of this Notice);

Notice of Annual General Meeting

continued

- (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; and (ii) the higher of the last independent bid 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 5p, being the nominal value per share;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2012, or, if earlier, on the expiry of 18 months from the passing of this resolution, 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 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:
 - (i) cancelled immediately upon completion of the purchase; or
 - (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

as a Special Resolution

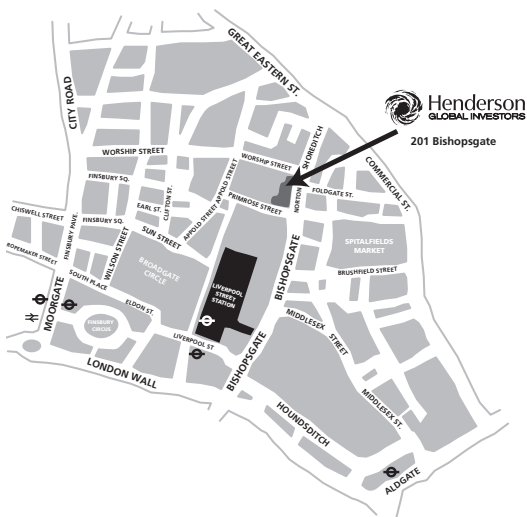
11 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

D J Trickett ACIS
 For and on behalf of
 Henderson Secretarial Services Limited, Secretary
 21 March 2011

Registered Office:
 201 Bishopsgate, London EC2M 3AE

Annual General Meeting Venue



Henderson Global Investors is located in the City of London at 201 Bishopsgate. It is a few minutes walk from Liverpool Street mainline and underground stations and Moorgate underground station.

Explanations of the Resolutions

Resolutions 1 to 8 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 9 to 11 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 Report and Financial Statements (ordinary resolution)

The directors are required to present to the Meeting the Annual Report and Financial Statements, including the Directors' Report and Auditor's Report for the financial year to 31 December 2010. Members will be given an opportunity to ask questions at the Meeting before being invited to receive the Annual Report and Financial Statements.

Resolution 2: Approval of the Directors' Remuneration Report (ordinary resolution)

Shareholders are required to approve the Directors' Report on Remuneration, which is set out on page 24 in the Annual Report and Financial Statements.

Resolutions 3 to 5: Re-election of directors (ordinary resolutions)

Resolutions 3 to 5 relate to the re-election of directors.

Resolution 3 is for the re-election of Vivian Bazalgette, who has been on the Board since November 2004 and was first elected by shareholders at the 2005 AGM. Mr Bazalgette was re-elected by shareholders in 2008 and now, having served a further three-year term, is required to seek re-election in accordance with the Company's Articles of Association.

Resolution 4 is for the re-election of Andrew Bell, who has also been on the Board since November 2004 and was first elected by shareholders at the 2005 AGM. Mr Bell was also re-elected by shareholders in 2008 and now, having served a further three-year term, is also required to seek re-election in accordance with the Company's Articles of Association.

Resolution 5 is for the re-election of Janet Walker, who has been on the Board since June 2007. Miss Walker stood for election at the 2008 AGM and now, having served her first three-year term, is required to seek re-election at the 2011 AGM. Miss Walker is the Audit Committee Chairman.

At its meeting in January 2011, the Nominations Committee reviewed the performance and commitment of the directors standing for re-election and confirmed that each of these directors continues to bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company. The Nominations Committee is therefore pleased to recommend all three directors for re-election to the Board.

Biographical details for the directors are shown on page 11 of the Annual Report and also on the Company's website, www.hendersonhighincome.com

Resolutions 6 and 7: Re-appointment and remuneration of the auditor (ordinary resolutions)

In accordance with sections 489 and 492 of the Companies Act 2006, shareholders are required to approve the appointment of the Company's auditor, Grant Thornton UK LLP, each year and to give the directors authority to determine the auditor's remuneration. Grant Thornton UK LLP has expressed its willingness to continue as auditor to the Company.

Other Business

Resolution 8: Authority to allot shares (ordinary resolution)

On 11 May 2010 the directors were granted authority to issue a limited number of new ordinary shares. 3,375,000 shares have been issued under this authority. The directors therefore have remaining authority to issue a further 5,183,560 shares: that authority will expire at the 2011 AGM.

Resolution 8 will renew this authority and will allow the directors to issue up to 8,921,060 new ordinary shares (with a nominal value of £446,053) (being 10% of the issued share capital as at the date of this Notice). The resolution is set out in full in the Notice on page 1. If renewed, the authority will expire at the conclusion of the AGM in 2012.

Resolution 9: Power to disapply pre-emption rights (special resolution)

At the AGM on 11 May 2010, the directors were also empowered to issue shares of a limited value for cash without first offering them to existing shareholders in accordance with statutory pre-emption procedures. The directors have issued 3,375,000 new shares and sold 250,000 shares out of treasury under this power. The directors therefore have remaining

Explanations of the Resolutions

authority to issue a further 4,933,560 shares under the existing power which will expire at the 2011 AGM.

Resolution 9 will give the directors power to issue up to 8,921,060 new ordinary shares (with a nominal value of £446,053) for cash on a non pre-emptive basis (being 10% of the issued share capital as at the date of this Notice). The resolution is set out in full in the Notice on pages 1 and 2. If renewed, the power will expire at the conclusion of the AGM in 2012.

The directors will only allot shares pursuant to resolutions 8 and 9 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 share (ie shares will only be issued at a premium to net asset value).

Resolution 10: Repurchase of the Company's ordinary shares (special resolution)

On 11 May 2010 the directors were granted authority to repurchase 12,829,303 ordinary shares (with a nominal value of £641,465). The directors have not used this authority and therefore at the date of this Notice the directors have remaining authority to repurchase 12,829,303 shares.

Resolution 10 seeks to renew the Company's authority to buy back shares. The authority under this resolution is limited to the purchase of a maximum of 14.99% of the ordinary shares in issue at the date of the passing of this resolution.

The minimum price which may be paid for an ordinary share is 5p. In accordance with the Listing Rules of the UK Listing Authority, the maximum price which may be paid for an ordinary share is the higher of:

- a) 5% above the average market value for the shares taken from the London Stock Exchange Daily Official List for the five business days prior to the date on which the purchase is made; and
- b) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange.

Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company.

The directors believe that, from time to time and subject to market conditions, it will 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 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. The authority will expire at the conclusion of the 2012 AGM and it is the present intention of the directors to seek a similar authority annually.

Resolution 11: Notice of general meetings (special resolution)

Under the Companies Act 2006 the notice period for general meetings (other than the annual general meeting) is 21 days. At the 2010 AGM shareholders approved the resolution to allow general meetings (other than the annual general meeting) to be called on 14 days' notice. That approval expires at the conclusion of the 2011 AGM.

In order to maintain maximum flexibility in communicating with shareholders, the Board is seeking to renew this authority at the 2011 AGM so that general meetings (other than the AGM) may be called on the shortest permissible notice. This authority will only be used if to do so will be in the best interests of shareholders. The Company will only be able to take advantage of this authority if all shareholders are given the opportunity (but not the obligation) to vote at such a general meeting by electronic means. This authority will expire at the conclusion of the 2012 AGM.

Notes to the Notice of Annual General Meeting

1. Rights to attend and vote

Subject to Note 2, 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.

2. Voting record date

Only members registered in the Register of Members of the Company at close of business on Tuesday 26 April 2011 shall be entitled to attend 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 that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

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.

3. Right to appoint proxies

Pursuant to section 324 of the Companies Act 2006, a member entitled to attend and 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 him. A proxy need not be a member of the Company.

The completion of the enclosed form of proxy or a CREST proxy instruction (as described in paragraph 8) will not preclude a member from attending and voting in person at the Meeting.

Section 324 does not apply to persons nominated to receive information rights pursuant to 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 this Meeting. If they do not wish to exercise their right or do not have such right, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of their arrangements.

The rights of members relating to the appointment of proxies in Notes 1 and 2 above do not apply to nominated persons.

4. Proxies' rights to vote at the Meeting

On a vote by a show of hands, each 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.

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 2006 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) before 12 noon on Tuesday 26 April 2011.

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.

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. 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.

Notes to the Notice of Annual General Meeting

continued

8. Electronic receipt of proxies

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the Issuer's agent (3RA50) by the latest time for receipt of proxy appointments specified in Note 6 overleaf. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

9. Questions at the Meeting

Any member attending the Meeting has the right to ask questions. Section 319A of the Companies Act 2006 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 the good order of the Meeting that the question be answered.

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (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 an 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 it 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 publish on its website.

By attending the Meeting, members and their proxies and representatives are understood by the Company to have agreed to receive any communications relating to the Company's shares made at the Meeting.

10. Website

A copy of this Notice, including the information required by section 311A of the Companies Act 2006, is available from the Company's website, www.hendersonhighincome.com

11. Total voting rights

As at 21 March 2011 (being the last practicable date prior to the publication of this Notice) the total number of shares in the Company was 89,210,744. The total number of voting rights on that date was therefore 89,210,744.