

Registered No: SC015905

The Companies Act 2006  
Company Limited by Shares

Resolutions of Henderson Alternative Strategies Trust plc

Passed on 25 July 2019

SATURDAY



SCT \*S8BIV6JM\* #13  
10/08/2019  
COMPANIES HOUSE

At the Annual General Meeting of Henderson Alternative Strategies Trust plc, duly convened and held on 25 July 2019, the following resolutions were passed:

**ORDINARY RESOLUTION**

1. THAT in substitution of all existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot ordinary shares in the Company (shares) and to grant rights to subscribe for shares up to an aggregate nominal amount of £483,480 (or such other amount representing 5% of the issued ordinary share capital as at the date of the resolution), such authority to expire 15 months from the date on which this resolution is passed, or if earlier, at the conclusion of the next AGM, unless previously revoked, varied or extended by the Company in general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.

**SPECIAL RESOLUTIONS**

2. THAT in substitution of all existing authorities, the Directors be empowered pursuant to Section 570 and 573 of the Companies Act 2006 (the Act) to allot or sell equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by ordinary resolution of the Company 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 as treasury shares (as defined in Section 724 of the Act) for cash as if Section 561 of the Act did not apply provided such power shall be limited to the allotment or sale of shares up to an aggregate nominal amount of £483,480 (or such other amount representing 5% of the issued ordinary share capital as at the date of the resolution). This authority to expire at the conclusion of the next AGM, or, if earlier, 15 months from the date on which this resolution is passed, save that the Company 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 or sell equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.
3. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 25p each in the capital of the Company, provided that:
  - (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 5,797,927 (or, if less, the number representing 14.99% of the ordinary shares at the date of passing of this resolution);
  - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 25p being the nominal value per share;
  - (c) 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.

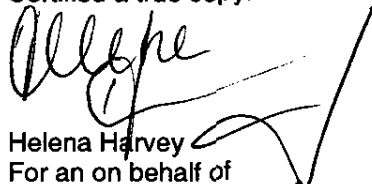
(d) the authority hereby conferred will expire at the conclusion of the next AGM, or, if earlier, 15 months from the date of the passing of this resolution, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority 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.

(f) any ordinary shares so purchased shall be cancelled or in accordance with the provisions of the Act, if the directors so determine, be held, sold, transferred or otherwise dealt with as treasury shares.

4. THAT a general meeting other than an Annual General Meeting, may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the next AGM.

Certified a true copy.



Helena Harvey  
For and on behalf of  
Henderson Secretarial Services Limited  
Corporate Secretary to Henderson Alternative Strategies Trust plc