Notice of Annual General Meeting

Notice is hereby given that the eighteenth Annual General Meeting of CQS New City High Yield Fund Limited (the "Company") will be held at 11.00 a.m. at IFC1, The Esplanade, St. Helier, Jersey, JE1 4BP on 3 December 2024 for the following purposes:

To consider and, if thought fit, pass resolutions 1 to 9 as ordinary resolutions and resolutions 10 to 13 as special resolutions:

Ordinary Business

1. To receive and adopt the Annual Financial Statements of the Company and the reports of the Directors and Auditor for the year ended 30 June 2024.

2. To approve the Directors' Remuneration Report for the year ended 30 June 2024.

3. To approve the Company's Dividend Policy.

4. That Caroline Hitch be re-elected as a Director of the Company.

5. That Wendy Dorman be re-elected as a Director of the Company.

6. That John Newlands be re-elected as a Director of the Company.

7. That Ian Cadby be re-elected as a Director of the Company.

8. To re-appoint PwC as Independent Auditor and that the Directors be authorised to determine their remuneration.

9. That, pursuant to Article 164 of the Company's Articles of Association, the Company shall continue as an investment fund until the conclusion of the next Annual General Meeting of the Company.

Special Business

10. That, the Company be authorised to issue equity securities (as defined in Article 16.2 of the Company's Articles of Association) for cash, as if the provisions of Article 16.2 did not apply to any such issue, including by way of a sale of ordinary shares held by the Company as treasury shares, in such amount as represents up to 10% of the Company's issued share capital as at the date of the passing of this resolution, provided that such authorisation shall expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting by Special Resolution) at the earlier of the conclusion of the next annual general meeting of the Company or eighteen months from the date of this resolution but so that this power shall enable the Company to make offers or agreements before such expiry which would or might require equity securities to be issued after such expiry and the directors of the Company may issue equity securities in pursuance of any such offer or agreement as if such expiry had not occurred.

11. That, in addition to any authority granted under Resolution 10 above, the Company be authorised to issue equity securities for cash, as if the provisions of Article 16.2 did not apply to any such issue, including by way of a sale of ordinary shares held by the Company as treasury shares, in such amount as represents up to 10% of the Company's issued share capital as at the date of the passing of this resolution, provided that such authorisation shall expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting by Special Resolution) at the earlier of the conclusion of the next annual general meeting of the Company or eighteen months from the date of this resolution but so that this power shall enable the Company to make offers or agreements before such expiry which would or might require equity securities to be issued after such expiry and the directors of the Company may issue equity securities in pursuance of any such offer or agreement as if such expiry had not occurred.

12. That, pursuant to Article 57 of the Companies (Jersey) Law 1991, the Company be generally and unconditionally authorised to make one or more market purchases of ordinary shares of no par value in the capital of the Company (ordinary shares) provided that:
    (i) the maximum aggregate number of ordinary shares authorised to be purchased shall be equal to 14.99% of the total issued share capital of the Company on the date at which the resolution is passed;
    (ii) the minimum price which may be paid for an ordinary share is 1p;
    (iii) the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (a) 105% of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the LSE for the five business days immediately preceding the day on which the ordinary share is purchased; and
    (b) the higher of (1) the price of the last independent trade in ordinary shares and (2) the highest current independent bid for ordinary shares on the LSE's Main Market;
    (iv) any ordinary shares to be purchased may be cancelled or held as treasury shares in accordance with the Companies (Jersey) Law, 1991, provided that the Company shall not hold as treasury shares more than 10% of the aggregate number of ordinary shares in issue at any one time;
    (v) this authority expires at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or fifteen months from the date of the passing of this resolution, whichever is earlier;
    (vi) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority and may make a purchase of ordinary shares in pursuance of any such contract; and
    (vii) the Directors provide a statement of solvency in accordance with Articles 55 and 57 of the Companies (Jersey) Law, 1991.

13. That, with effect from the conclusion of the meeting the draft articles of association produced to the meeting and signed by the chair of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

The Company requests that any Shareholders wishing to attend the Annual General Meeting to advise the Company Secretary by email or in writing as detailed in note 3 below.

By Order of the Board
BNP Paribas S.A., Jersey Branch
Company Secretary
27 September 2024

Notes:

1. Information about this meeting is available from the Company's website; www.ncim.co.uk
2. As a member who is entitled to attend and vote at this meeting you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote on your behalf. Such a proxy need not also be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise the rights attached to any one share.
3. Any Shareholder wishing to attend the Annual General Meeting can advise the company of their intention to do so by writing to the Company Secretary at BNP Paribas S.A., Jersey Branch, IFC 1, The Esplanade, St Helier, Jersey, JE1 4BP or by email at jersey.bp2s.ncyf.cosec@bnpparibas.com.
4. A form of proxy is enclosed for use at the meeting. To be valid, the proxy card and any power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company's registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY at least 48 hours before the meeting.
5. Completion of the proxy card will not prevent a Shareholder from attending the meeting and voting in person.
6. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has specified that only those Shareholders registered on the register of members of the Company as at 6.00 pm on 29 November 2024, or in the event that the meeting is adjourned, on the register of members 48 hours before the time of the meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that relevant time. Changes to entries on the register of members after 6.00 pm on 22 November 2024, or in the event that the meeting is adjourned to a later time, on

the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Electronic receipt of proxies

7. To appoint one or more proxies or 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 29 November 2024 at 11am. 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 or the relevant provisions of the Companies (Uncertificated Securities) (Jersey) Order 1999. Instructions on how to vote through CREST can be found on the website www.euroclear.com

Explanation of AGM resolutions

Resolution 1: Annual Financial Statements and Directors' and Auditor's Reports
The Directors are required to lay before the AGM copies of the Company's most recent Annual Financial Statements and the Directors' Report and Auditor's Report in respect of the financial year. Shareholders will be given an opportunity at the meeting to ask questions on these items before being invited to receive them.

Resolution 2: Remuneration Report
As a Jersey domiciled Company, the Directors are not required to present the Company's remuneration policy to Shareholders at the AGM. In line with best practice, however, the Directors present the Board's remuneration report as contained in the Company's Annual Financial Statements to Shareholders for approval.

Resolution 3: Dividend Policy
To approve the Company's dividend policy as detailed on page 27.

Resolutions 4 to 7: Re-election and appointment of Directors
In accordance with the recommendations of the AIC Code of Corporate Governance (the "AIC Code"), all Directors apart from Duncan Baxter, who is due to retire at the AGM, put themselves forward for re-election.

Resolution 8: Re-appointment and remuneration of the Auditor
Shareholders are requested to approve the reappointment of the Company's Auditor, PricewaterhouseCoopers CI LLP, each year and are asked to give Directors the authority to determine the Auditor's remuneration. PricewaterhouseCoopers CI LLP has expressed its willingness to continue as Auditor of the Company.

Resolution 9: Continuation Vote
In accordance with the Articles of Association (the "**Existing Articles**") this resolution proposes to continue the Company as an investment company. In the event that the resolution is not passed the Board would put forward further proposals at an extraordinary general meeting to liquidate or reconstruct the Company.

Resolution 10 and 11: Directors' Authority to Allot Shares
Under the Articles the Directors are required to seek a disapplication of pre-emption rights from Shareholders before issuing new shares on a non pre-emptive basis. In order to continue with its programme of new share issues, your Board is therefore also proposing that the annual disapplication of pre-emption rights authority is given to the Directors so that they may continue to issue shares as and when appropriate is renewed.
Accordingly, Resolutions 10 and 11 authorise the Board to allot on a non-pre-emptive basis:

(a) (pursuant to Resolution 10) up to 10% of the issued ordinary share capital of the Company; and
(b) (pursuant to Resolution 11) up to a further 10% of the issued ordinary share capital of the Company.

If both Resolution 10 and Resolution 11 are passed, Shareholders will be granting the Directors the authority to allot a total of up to 20% of the existing issued ordinary share capital of the Company in aggregate on a non pre-emptive basis. If Resolution 10 is passed but Resolution 11 is not passed, Shareholders will only be granting Directors the authority to allot up to 10% of the existing issued ordinary share capital of the Company on a non pre-emptive basis.

New ordinary shares will not be issued at a price less than the prevailing NAV per ordinary share, after taking into account any costs incurred by the Company in connection with such issue. Any issues of new ordinary shares will be carried out in accordance with the UK Listing Rules.

Each of the authorities granted pursuant to Resolution 10 and Resolution 11 shall expire on the earlier of eighteen month from the date of rhe resolution or at the conclusion of the next Annual General Meeting.

Resolution 12: Directors' Authority to Buy Back Shares
The current authority of the Company to make purchases of up to approximately 14.99% of its issued capital expires at the end of the Annual General Meeting and Resolution 12 seeks renewal of such authority until the next Annual General Meeting (or the expiry of fifteen months from the date of the passing of the resolution, if earlier). The maximum and minimum prices to be paid for shares are set out in Resolution 12. This power will be exercised only if, in the opinion of the Directors, a repurchase would result in an increase in NAV per ordinary share and would be in the best interests of Shareholders as a whole. Any shares purchased under this authority will either be held in treasury or cancelled.

Resolution 13: Amendment to Articles of Association
Resolution 13 seeks Shareholder approval to adopt new Articles of Association (the "New Articles") in order to update the Company's current Articles of Association ("the Existing Articles"). The proposed amendments being introduced in the New Articles are driven by a desire to modernise the Company's Articles of Association in line with developments in market and industry practice, and enable the Company to promote efficient, cost effective and modern methods of engagement with Shareholders.

This summary is intended only to highlight the principal amendments which are likely to be of interest to shareholders. It is not intended to be comprehensive and cannot be relied upon to identify amendments or issues which may be of interest to all shareholders. This summary is not a substitute for reviewing the full terms of the New Articles. A copy of the New Articles, together with a blackline showing amendments from the Existing Articles, will be available for inspection on the Company's website at www.ncim.co.uk and on the national storage mechanism, from the date of the AGM Notice until the close of the AGM, and will also be available for inspection at the venue of the AGM, being IFC 1, The Esplanade, St Helier, Jersey, JE1 4BP, from 15 minutes before and up until the close of the AGM.

Set out below is a summary of the principal amendments included in the New Articles:

- introducing a new mechanism for the Company to request information from Shareholders relating to their tax residency, to the extent required by the Company to comply with its international tax reporting obligations under Foreign Account Tax Compliance Act (FATCA), Common Reporting Standard (CRS) (or other obligations as applicable), and provide the Company with powers to remove non-compliant Shareholders from its register;
- reducing the period before which shareholders who have not claimed or cashed dividends forfeit their shares from twelve (12) years to ten (10) years;
- removing the requirement to advertise in leading newspapers when dealing with untraced shareholders, and permit the Company to engage a professional asset reunification company or other tracing agent to locate untraced shareholders;
- permit the Company to apply the proceeds of sale of shares of untraced shareholders that have been forfeited to the business of the Company, investments or to charitable or good causes that the Board may decide;
- updating and modernising the provisions dealing with how dividends are paid to permit the Board to determine the most appropriate method of payment to Shareholders (including payment by bank transfer or other electronic means);
- amendments in response to the requirements of AIFM Regulations and all applicable rules and regulations implementing AIFMD;
- amendments to the provisions on dividends and distributions on a winding up to ensure that all dividends shall be declared and paid, and all distributions on a winding up calculated, pro rata to the number of Shares held by each Shareholder rather than by reference to the amounts paid up on the Shares;
- modernising the appointment and retirement of Directors, including providing for all Directors to tender themselves for re-election at every AGM (down from the current 3-year requirement), in accordance with good corporate governance);
- minor updating and further modernisation changes, including to execution of documents electronically, removing the requirement for a Company Seal and putting it at the Directors' discretion, explicitly providing for electronic attendance and voting at general meetings and for Directors to attend Directors' meetings by video or a similar form of communication, and electronic communication with Shareholders (including in the provisions of electronic copies of the Company's accounts to Shareholders, unless Shareholders request the Company deliver such documents by post); and
- a small number of additional, non-substantive amendments have also been proposed to update references to applicable law and regulation.

CQS NEW CITY HIGH YIELD FUND LIMITED

Computershare

All Correspondence to:
Computershare Investor Services (Jersey) Limited
c/o The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

Form of Proxy - Annual General Meeting to be held on 3 December 2024

To be effective, all proxy appointments including this Form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must be lodged with the Company's Registrars at: c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 29 November 2024 at 11.00 am.

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days (excluding non-working days) before the day of the meeting. 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.
5. 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 issuer's agent (ID number 3RA50) not later than 29 November 2024 at 11.00 am. 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 Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
9. If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.
10. In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

	*

I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of CQS New City High Yield Fund Limited to be held at **IFC1, The Esplanade, St. Helier, Jersey, JE1 4BP** on **3 December 2024** at **11.00 am**, and at any adjourned meeting.

*** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).**

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒

		For	Against	Vote Withheld
Ordinary Business				
1.	To receive and adopt the Annual Financial Statements of the Company and the reports of the Directors and Auditor for the year ended 30 June 2024.	☐	☐	☐
2.	To approve the Directors' Remuneration Report for the year ended 30 June 2024.	☐	☐	☐
3.	To approve the Company's Dividend Policy.	☐	☐	☐
4.	That Caroline Hitch be re-elected as a Director of the Company.	☐	☐	☐
5.	That Wendy Dorman be re-elected as a Director of the Company.	☐	☐	☐
6.	That John Newlands be re-elected as a Director of the Company.	☐	☐	☐
7.	That Ian Cadby be re-elected as a Director of the Company.	☐	☐	☐
8.	To re-appoint PwC as Independent Auditor and that the Directors be authorised to determine their remuneration.	☐	☐	☐
9.	That, pursuant to Article 164 of the Company's Articles of Association, the Company shall continue as an investment fund until the conclusion of the next Annual General Meeting of the Company.	☐	☐	☐
Special Business				
10.	That, the Company be authorised to issue equity securities for cash, including by way of a sale of ordinary shares held by the Company as treasury shares, in such amount as represents up to 10% of the Company's issued share capital as per the terms set out in the notice of meeting.	☐	☐	☐
11.	That, in addition to any authority granted under Resolution 10 above, the Company be authorised to issue equity securities for cash, including by way of a sale of ordinary shares held by the Company as treasury shares, in such amount as represents up to 10% of the Company's issued share capital as at the date of the passing of this resolution as per the terms set out in the notice of meeting.	☐	☐	☐
12.	That, pursuant to Article 57 of the Companies (Jersey) Law 1991, the Company be generally and unconditionally authorised to make one or more market purchases of ordinary shares of no par value in the capital of the Company as per the terms set out in the notice of meeting.	☐	☐	☐
13.	That, with effect from the conclusion of the meeting the draft articles of association produced to the meeting and signed by the chair of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.	☐	☐	☐

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).