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This document comprises a supplementary prospectus relating to Bluefield Solar Income Fund Limited (the Company) prepared in accordance with the Prospectus Rules made under section 84 of the FSMA. This document has been approved by the Financial Conduct Authority (the FCA) as a supplementary prospectus under section 87A of the FSMA and has been filed with the FCA and made available to the public in accordance with section 3.2 of the Prospectus Rules. This document is supplemental to, and should be read in conjunction with the prospectus published by the Company on 3 October 2014 (the Prospectus) in connection with, *inter alia*, the issue of New Ordinary Shares and/or C Shares pursuant to the Placing Programme (the Placing Programme).

Words or expressions defined in the Prospectus have the same meaning when used in this document unless the context requires otherwise.

The Company and the Directors each accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **BLUEFIELD SOLAR INCOME FUND LIMITED**

*(a company incorporated in Guernsey under The Companies (Guernsey) Law, 2008, as amended, with registered number 56708)*

### **Supplementary Prospectus**

**Sponsor, Broker and Financial Adviser**

**Numis Securities Limited**

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Neither the Ordinary Shares nor the C Shares have been or will be registered under the U.S. Securities Act of 1933, as amended (the Securities Act) or with any securities regulatory authority of any State or other jurisdiction of the United States and neither the Ordinary Shares nor the C Shares may be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the Securities Act). There will be no public offer of Ordinary Shares or C Shares in the United States and neither the Ordinary Shares nor the C Shares may be offered or sold within the United States, or to US Persons. Ordinary Shares and C Shares are being offered and sold outside the United States to non-US Persons in reliance on Regulation S under the Securities Act. The Company has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended (the Investment Company Act) and investors will not be entitled to the benefits of the Investment Company Act.

Numis Securities Limited, which is authorised and regulated by the Financial Conduct Authority, is acting exclusively for the Company and no one else in relation to the Placing Programme and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Placing Programme and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Numis Securities Limited or for affording advice in relation to the Placing Programme or the contents of the Prospectus, this document or any matters referred to therein or herein. Numis Securities Limited is not making any representation or warranty, express or implied, as to the contents of this document.

The attention of potential investors is drawn to the Risk Factors set out on pages 17 to 32 of the Prospectus.

3 March 2015

Financial Conduct Authority  
Document Approved

Date: 03/03/15

Signed: *[Signature]*

## **1 Purpose of Supplementary Prospectus**

This document is being published in relation to the Placing Programme. This document is a regulatory requirement under Prospectus Rule 3.4.1 following the publication on 27 February 2015 of the Company's unaudited interim report and accounts for the six month period ended 31 December 2014 (the **2014 Interim Report**).

## **2 Significant new factor**

### **2.1 2014 Interim Report**

The publication of the 2014 Interim Report constitutes a significant new factor relating to financial information contained in the Prospectus. By virtue of this document, the 2014 Interim Report is incorporated in, and forms part of, the Prospectus.

### **2.2 Historical Financial Information**

The 2014 Interim Report is incorporated into this document and the Prospectus by reference in its entirety. The following list is intended to enable investors to identify easily specific items of information which are relevant to the Placing Programme. The page numbers below refer to the relevant pages of the 2014 Interim Report.

<i>Section</i>	<i>Page no(s)</i>
General Information	3
Highlights	4
Corporate Summary	6
Chairman's Statement	7
Report of the Investment Adviser	12
Statement of Principal Risks and Uncertainties for the Remaining Six Months of the year to 30 June 2015	32
Directors' Statement of Responsibilities	34
Independent Review Report to Bluefield Solar Income Fund Limited	35
Unaudited Condensed Consolidated Statement of Financial Position	37
Unaudited Condensed Consolidated Statement of Comprehensive Income	38
Unaudited Condensed Consolidated Statement of Changes in Equity	39
Unaudited Condensed Consolidated Statement of Cash Flows	40
Notes to the Unaudited Condensed Consolidated Interim Financial Statements	41

### **2.3 Selected Financial Information**

The key unaudited figures that summarise the Company's financial condition in respect of the six month period ended 31 December 2014 (and the corresponding figures for the period from 29 May 2013 to 31 December 2013), which have been extracted directly from the unaudited interim report and accounts for each period referred to above, are set out in the following table:

	<i>As at or for period from 1 July 2014 to 31 Dec 2014</i>	<i>As at or for the period from 29 May 2013 to 31 Dec 2013</i>
Net assets (£'000)	282,136	126,785
Net asset value per Ordinary Share (pence)	101.34	97.31
Total operating income (£'000)	8,722	304
Net (loss)/ profit (£'000)	6,056	(965)
Earnings per Ordinary Share (pence)	3.48	(0.74)
Dividend per Ordinary Share (pence)	3.25	0.00

### 3 Update of the Summary of the Prospectus

B.7 of the Summary on page 4 of the Prospectus is updated as follows:

B7	Financial information	The selected financial information of the Group as at 31 December 2014 for six month period to 31 December 2014 (and the corresponding figures for the period from 29 May 2013 to 31 December 2013), which has been extracted without material adjustment from the Group's unaudited interim report and accounts for each period referred to above, are set out in the following table.																			
		<table> <tr> <th></th><th><i>As at or for period from 1 July 2014 to 31 Dec 2014</i></th><th><i>As at or for the period from 29 May 2013 to 31 Dec 2013</i></th></tr> <tr> <td>Net assets (£'000)</td><td>282,136</td><td>126,785</td></tr> <tr> <td>Net asset value per Ordinary Share (pence)</td><td>101.34</td><td>97.31</td></tr> <tr> <td>Total operating income (£'000)</td><td>8,722</td><td>304</td></tr> <tr> <td>Net (loss)/ profit (£'000)</td><td>6,056</td><td>(965)</td></tr> <tr> <td>Earnings per Ordinary Share (pence)</td><td>3.48</td><td>(0.74)</td></tr> <tr> <td>Dividend per Ordinary Share (pence)</td><td>3.25</td><td>0.00</td></tr> </table>		<i>As at or for period from 1 July 2014 to 31 Dec 2014</i>	<i>As at or for the period from 29 May 2013 to 31 Dec 2013</i>	Net assets (£'000)	282,136	126,785	Net asset value per Ordinary Share (pence)	101.34	97.31	Total operating income (£'000)	8,722	304	Net (loss)/ profit (£'000)	6,056	(965)	Earnings per Ordinary Share (pence)	3.48	(0.74)	Dividend per Ordinary Share (pence)
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### 4 Additional information

- 4.1 Copies of this document and the 2014 Interim Report are available for inspection at <http://www.morningstar.co.uk/uk/nsm> and, until 2 October 2015, copies of both documents may be obtained, free of charge, during normal business hours at the offices of Norton Rose Fulbright LLP at 3 More London Riverside, London SE1 2AQ and at the registered office of the Company at Heritage Hall, PO Box 225, Le Marchant Street, St Peter Port, Guernsey GY1 4HY. Copies of this document and the 2014 Interim Report are also available on the Company's website at the following address: [www.bluefieldsif.com](http://www.bluefieldsif.com).
- 4.2 Save as disclosed in this document, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

3 March 2015