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If you have sold or otherwise transferred all of your Shares in TwentyFour Income Fund Limited, please send this document and Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## **TWENTYFOUR INCOME FUND LIMITED**

(Company No. 56128)

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Second Annual General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands on 23 September 2015 at 9.30am.

#### **Resolution on Form of Proxy**

#### **Agenda**

- |                       |           |   |
|-----------------------|-----------|---|
| Ordinary Resolution 1 | <b>1.</b> | In the absence of the Chairman of the Board, or failing him a Director of the Company, or failing them any members present; to elect an authorised representative of the Corporate Secretary to act as Chairman of the Meeting in accordance with Article 21.3 of the Articles of Incorporation.  |
| Ordinary Resolution 2 | <b>2.</b> | To approve the Report and Audited Financial Statements of the Company for the year ended 31 March 2015.   |
| Ordinary Resolution 3 | <b>3.</b> | To receive and adopt the Directors' Remuneration Policy.  |
| Ordinary Resolution 4 | <b>4.</b> | To re-elect PricewaterhouseCoopers CI LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.  |
| Ordinary Resolution 5 | <b>5.</b> | To authorise the Board of Directors to determine the Auditor's remuneration.  |
| Ordinary Resolution 6 | <b>6.</b> | To re-elect Trevor Ash as a Director of the Company in accordance with Article 23.3.4 or the Articles of Incorporation.   |
| Ordinary Resolution 7 | <b>7.</b> | To renew the authority of the Company, in accordance with section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make market acquisitions (as defined in the Law) of its own Ordinary Shares either for cancellation or to hold as treasury shares for future resale or transfer provided that:<br><br>a) the maximum aggregate number of redeemable ordinary shares of 1p each in the capital of the Company (" <b>Ordinary Shares</b> ") authorised to be purchased shall be a number up to 14.99 per cent. of the aggregate number of Ordinary Shares (excluding treasury shares) in issue as at the latest practicable date prior to |

the publication of this notice;

- b) the minimum price exclusive of expenses which may be paid for an Ordinary Share shall be £0.01 per Ordinary Share; and;
- c) the maximum price exclusive of expenses which may be paid for an Ordinary Share shall be an amount equal to the higher of (i) 5 per cent. above the average mid-market values of the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for the five business days before the acquisition is made and (ii) the higher of the price of the last independent trade and the highest current independent bid for the Ordinary Shares on the London Stock Exchange;

such authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2016 or the date 18 months after the date on which this resolution is passed (unless previously renewed, revoked or varied by the Company by ordinary resolution) save that the Company may make a contract to acquire Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of Ordinary Shares pursuant to such a contract.

Ordinary Resolution 8     8.     To, in substitution for all existing authorities, authorise the directors of the Company in accordance with article 4 of the Articles of Incorporation, generally and unconditionally to issue and allot shares of each class in the Company, provided that the maximum number of shares authorised to be issued shall not exceed 10 per cent. of the total number of shares in issue in the Company at the date of the passing of this ordinary resolution, which authority shall expire at the earlier of the conclusion of the annual general meeting of the Company to be held in 2016 or the date 15 months after the date on which this resolution is passed (unless previously renewed, revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Ordinary Resolution 9     9.     That, in substitution of all existing powers (but in addition to any power conferred on them by extraordinary resolution 1 below) the Directors be and are hereby generally empowered pursuant to article 4 of the Articles of Incorporation, generally and unconditionally to sell shares in the Company if, immediately before the sale, such shares are held by the Company as treasury shares, for cash, provided that:

- a) this power shall be limited to the sale of treasury shares having an aggregate nominal value equal to 10% of the total number of shares in issue in the Company at the date of the passing of this ordinary resolution, and provided further that the number of shares to which this power applies shall be reduced from time to time by the number of shares which are issued as if the

members' pre-emption rights contained in the Articles of Incorporation did not apply pursuant to the power conferred on the Directors by extraordinary resolution 1 below,

and such power shall expire on the earlier of the conclusion of the annual general meeting of the company to be held in 2016 or the date 15 months after the date on which this resolution is passed (unless previously renewed, revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might otherwise require treasury shares to be sold after such expiry and the Directors may sell treasury shares pursuant to such offer or agreement as if the authority conferred hereby had not expired.

Extraordinary  
Resolution 1

**10.** That, in substitution of all existing powers (but in addition to any power conferred on them by ordinary resolution 8 above), the Directors be and are authorised generally and unconditionally to issue equity securities (as defined in Article 6.1(a)) for cash as if the members' pre-emption rights contained in the Articles of Incorporation did not apply to any such issue pursuant to the general authority conferred on them by the ordinary resolution numbered 7 above (as varied from time to time by the Company in general meeting):

- a) pursuant to an offer of equity securities open for acceptance for a period fixed by the Directors where the equity securities respectively attributable to the interests of holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements in connection with the issue as the Directors may consider necessary, appropriate or expedient to deal with equity securities representing fractional entitlements or to deal with legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
- b) provided that (otherwise than pursuant to sub-paragraph (a) above) this power shall be limited to the allotment of equity securities up to an aggregate nominal value equal to 10% of the total number of shares in issue in the Company at the date of the passing of this extraordinary resolution, and provided further that (i) the number of equity securities to which this power applies shall be reduced from time to time by the number of treasury shares which are sold pursuant to any power conferred on the Directors by resolution 10 above and (ii) no issue of equity securities shall be made under this power which would result in Ordinary Shares being issued at a price which is less than the net asset value per Ordinary Share as at the latest practicable date before such allotment of equity securities as determined by the Directors in their reasonable discretion,

and such power hereby conferred shall expire on whichever is the earlier of: (i) the conclusion of the annual general meeting of the Company to be held in 2016; or (ii) the date 15 months after the date on which this extraordinary resolution is passed (unless

renewed, varied or revoked by the Company prior to that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be issued after such expiry and the Directors may issue equity securities in pursuance to such offer or agreement as if the authority conferred hereby had not expired.

**11. Any Other Business.**

By Order of the Board



For and on behalf of  
**Northern Trust International Fund Administration  
Services (Guernsey) Limited**  
Secretary

27 July 2015

**Notes**

A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. The requisite form is attached hereto and must be lodged with the Company's Registrars at: **The Pavilions, Bridgwater Road, Bristol, BS99 6ZY** at least 48 hours before the time of the Meeting.

**Notes to the resolutions proposed at the annual general meeting:**

**1. Election of Chairman**

Resolution 1, which is an ordinary resolution, approves to elect an authorised representative of the Corporate Secretary to Chair the Meeting should the Chair of the Board, or if failing him, a Director of the Company, or failing them any members present to be absent at the Annual General Meeting to be held at 9.30am on 23 September 2015 in accordance with Article 21.3 of the Articles of Incorporation.

**2. Annual Report and Audited Financial Statements**

Resolution 2, which is an ordinary resolution, seeks Shareholder ratification of the Report and Audited Financial Statements for the year ended 31 March 2015.

The Annual Report provides a detailed overview of the Company's performance over the financial year ended 31 March 2015 and a projected outlook for the present financial year. Shareholders will be given the opportunity to ask questions about the Annual Report at the Annual General Meeting before being invited to receive and consider the Annual Report.

**3. Director remuneration policy**

Resolution 3, which is an ordinary resolution seeks to receive and adopt the Directors Remuneration Policy. The Company's policy is to ensure that the Company maintains a competitive fee structure in order to recruit, retain and motivate non-executive Directors of excellent quality in the overall interests of shareholders.

The Directors do not consider it necessary for the Company to establish a separate Remuneration Committee. All of the matters recommended by the UK Code that would be delegated to such a committee are considered by the Board as a whole.

It is the responsibility of the Board as a whole to determine and approve the Directors' fees, following a recommendation from the Chairman who will have given the matter proper consideration, having regard to the level of fees payable to non-executive Directors in the industry generally, the role that individual Directors fulfil in respect of Board and Committee responsibilities and the time committed to the Company's affairs. The Chairman's remuneration is decided and approved separately by the Board as a whole.

No element of the Directors' remuneration is performance related, nor does any Director have any entitlement to pensions, share options or any long term incentive plans from the Company.

#### **4. Re-election and remuneration of the Auditor**

Resolutions 4 and 5, which are ordinary resolutions, seek to re-elect PricewaterhouseCoopers CI LLP as the Company's auditor and to authorise the Directors to determine the auditor's remuneration. In accordance with Article 41.7 and Article 47.5 of the Articles of Incorporation and sections 257 and 259 of the Companies Law, Shareholders are required to approve the re-election of the Company's auditor each year to hold office until the next annual general meeting of the Company and to give Directors the authority to determine the auditor's remuneration. PricewaterhouseCoopers CI LLP has expressed their willingness to continue as auditor to the Company.

#### **5. Re-election of Director**

Resolution 6, which is an ordinary resolution, is to propose the re-election of Mr. Trevor Ash in accordance with Article 23.3.4 of the Articles of Incorporation which states that one third of the Board shall be put up for re-election at each annual general meeting.

Mr. Trevor Ash will hold office until the forthcoming Annual General Meeting and will offer himself for re-election by Shareholders at that meeting. Biographical details of Trevor Ash is set out below:

##### **Trevor Ash – (Chairman)**

Mr Ash is a resident of Guernsey and has over 30 years of investment experience. He is a Fellow of the Securities Institute in England and Wales. He was formerly a managing director of Rothschild Asset Management (CI) Limited. He is a director of a number of hedge funds, fund of hedge funds, venture capital, derivative and other offshore funds including several managed or advised by Cazenove, Insight and Merrill Lynch. Mr Ash retired as a director of NM Rothschild & Sons (CI) Limited, the banking arm of the Rothschild Group in the Channel Islands in 1999. Mr Ash was appointed to the Board on 11 January 2013.

The Board currently consists of four non-executive Directors, all of whom are independent of the investment manager. The Board believe that the current Directors should continue to be Directors as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company.

#### **6. Purchase of own shares**

Resolution 7, which is an ordinary resolution, is part of the Company's discount management arrangements, the Directors are seeking to renew the authority to purchase the Company's shares in the market up to 14.99 per cent. of the aggregate number of Ordinary Shares from time to time either for cancellation or to hold as treasury shares for future resale or transfer.

The Board will consider whether the Company should purchase Ordinary Shares where such Shares are quoted in the market at a discount in excess of 5 per cent. to Net Asset Value per Ordinary Share. The making and timing of any share buybacks is at the absolute discretion of the Board and is expressly subject to the Board determining that the Company has sufficient surplus cash resources available (excluding borrowed monies). Purchases of Ordinary Shares will be made within guidelines established from time to time by the Board and only in accordance with the Law, the Listing Rules, and the Disclosure and Transparency Rules. Any purchase of Shares would be made out of the available cash or cash equivalent resources of the Company or from borrowings.

#### **7. Board authority to allot and issue shares**

Resolution 8, which is an ordinary resolution, seeks the Shareholders' approval to authorise the Board to exercise all powers of the Company to allot and issue, grant rights to subscribe for, or to convert any securities into, up to 10 per cent. of the total number of shares in issue of the company at the date of passing this ordinary resolution which authority shall expire at the conclusion of the next Annual General Meeting of the Company.

#### **8. Board authority to sell shares**

Resolution 9, which is an ordinary resolution, seeks the Shareholders' approval to authorise the Board to exercise all powers (but in addition to any power conferred on them by extraordinary resolution as defined below) of the Company to sell shares in the Company if, immediately before the sale such shares are held by the Company as treasury shares, for cash up to 10 per cent. of the total number of shares in issue in the Company at the date of passing this ordinary resolution which authority shall expire at the conclusion of the next Annual General Meeting of the Company.

#### **9. Disapplication of pre-emptive rights**

Resolution 10 which is an extraordinary resolution, disapplies the pre-emption rights contained in the Articles so that the Board has authority to allot and issue (or sell from treasury) shares for cash on a non-pre-emptive basis in respect of Ordinary shares in the Company (equivalent to 10 per cent. of the shares in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury). The disapplication expires on the date falling fifteen months after the date of passing of this resolution 9 or the conclusion of the next annual general meeting of the Company, whichever is the earlier and permits the Board to allot and issue shares (or sell shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand. Shares issued (or sold from treasury) pursuant to the disapplication would not be issued at a price that is less than the prevailing net asset value per share.

The resolution to approve disapplication of pre-emption rights is set at 10 per cent. of shares. As the issue of shares (or sale from treasury) by the Company on a non-pre-emptive basis will only be made at a premium to the prevailing net asset value, the Board believes that the existing authority to issue new shares equal to 10 per cent. of the existing shares in issue (excluding treasury shares) is appropriate.