

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you should consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 (“FSMA”) without delay.

This document comprises a supplementary prospectus (the “Supplementary Prospectus”) relating to TwentyFour Income Fund Limited (the “Company”) and has been prepared in accordance with the Prospectus Rules made under section 84 of the FSMA. The Supplementary Prospectus does not contain or constitute an offer to sell or to issue any shares in the Company (the “Shares”) or the solicitation of an offer to buy or subscribe for Shares. This Supplementary Prospectus has been approved by and filed with the Financial Conduct Authority in accordance with the Prospectus Rules.

Numis Securities Limited, which is authorised and regulated by the Financial Conduct Authority, is acting for the Company and will not regard any person other than the Company as its customer or be responsible to anyone other than the Company for providing the protections afforded to customers of Numis Securities Limited or for providing advice in relation to the contents of this document or any matters referred to herein. Numis Securities Limited is not responsible for the contents of this Supplementary Prospectus. This does not exclude or limit any responsibilities which Numis Securities Limited may have under the FSMA or the regulatory regime established thereunder.

TWENTYFOUR INCOME FUND LIMITED

(a non-cellular company limited by shares incorporated in the Island of Guernsey under the Companies (Guernsey) Law 2008, as amended (the “Law”), with registered number 56128 and registered as a Registered Closed-ended Collective Investment Scheme with the Guernsey Financial Services Commission)

Supplementary Prospectus

This document is supplemental to, and should be read in conjunction with, the Prospectus of the Company dated 29 January 2016 (the “Prospectus”) published in connection with the placing, offer for subscription and open offer of up to 300 million new ordinary redeemable shares of 1p each (the “New Ordinary Shares”) (the “Issue”) and the placing programme of up to 300 million New Ordinary Shares. Words or expressions defined in the Prospectus have the same meaning when used in this document unless the context requires otherwise. Save as disclosed in this document there has been no significant change affecting any matter contained in the Prospectus and no significant new matter has arisen since publication of the Prospectus.

The distribution of this Supplementary Prospectus in certain jurisdictions may be restricted by law. No action has been taken by the Company or Numis Securities Limited that would permit an offer of the Shares or possession or distribution of this Supplementary Prospectus or any other offering or publicity material in any jurisdiction where action for that purpose is required, other than in the United Kingdom. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

25 July 2016

Purpose of Supplementary Prospectus

This document constitutes a Supplementary Prospectus required under Prospectus Rules 3.4.1 and 3.4.2 and is being published to note a significant new factors relating to the information included in the Prospectus.

On 25 July 2016, the Company published its report and audited financial statements for the financial year ended 31 March 2016 (the "Annual Report") which constitutes a significant new factor relating to financial information contained in the Prospectus.

A copy of the Annual Report has been filed with the Financial Conduct Authority and, by virtue of this Supplementary Prospectus, such Annual Report is incorporated in, and forms part of, the Prospectus.

Copies of the Annual Report may be obtained, free of charge, during normal business hours at the Company's registered office, as described below.

FINANCIAL INFORMATION RELATING TO THE COMPANY

1. Annual report for the financial year ended 31 March 2016

The Annual Report has been drawn up in Sterling and has been prepared in accordance with the Law, International Financial Reporting Standards and the Listing Rules.

2. Published Annual Report for the financial year ended 31 March 2016

2.1 *Financial information*

The published Annual Report for the Company for the financial year ended 31 March 2016, which has been incorporated in this document by reference, included, on the pages specified in the table below, the following information:

<i>Nature of Information</i>	Audited annual report and accounts for the year ended 31 March 2016 Page No(s)
Income statement	36
Balance sheet	37
Statement of Changes in Equity	38
Cash flow statement	39
Accounting policies	40-44
Notes to the financial statements (incorporating summary of principal accounting policies)	40-65
Audit report	34-35

2.2 *Selected financial information*

The key figures that summarise the Company's financial condition in respect of the financial year ended 31 March 2016, which have been extracted without material adjustment from the financial information referred to in paragraph 2.1 (unless otherwise indicated in the notes below the following table), are set out in the following table:

	Audited annual report and accounts for the year ended 31 March 2016
Total net assets (£'000)	333,411
NAV per Share (pence)	103.73
Total comprehensive (loss)/income (£'000)	(19,485)
(Loss)/earnings per Share (pence)	(6.8)
Dividend per Share (pence)	7.14

2.3 *Operating and financial review*

The Company's published Annual Report for the financial year ended 31 March 2016 included, on the pages specified in the table below, descriptions of the Company's financial condition (in both capital and revenue terms); details of the Company's investment activities and portfolio exposure; and changes in its financial condition for that year.

<i>Nature of Information</i>	Audited annual report and accounts for the year ended 31 March 2016 Page No(s)
Chairman's Statement.....	5
Portfolio Manager's report	6-8
Top Twenty Holdings	9

While the NAV per Share dropped 16.73p during the year, the income component of the return to Shareholders remained strong and the Company declared three dividends of 1.5p per Share, and a final dividend of 2.64p per Share in respect of the year. The Ordinary Shares traded at an average premium to NAV of 4.16% during the year. The principal contributors to the Company's NAV performance were initially the benefit derived from a continuation of the trend that was seen towards the end of the last financial year as spreads on the portfolio continued to tighten, however there was subsequently strong supply in the UK non-conforming part of the market which, along with a period of material uncertainty created by the sale of a £13bn pool of UK mortgages by UK Asset Resolution, led to spread widening and price declines. Further negative sentiment was driven by the ineffectiveness of the European Central Bank's Asset Backed Securities Purchase Programme and the introduction of Solvency II for insurance companies. More recently the ABS market has been driven less by these internal technical factors, and more by risk sentiment across all financial market taking a material turn for the worse during the first two months of 2016. Importantly, however, the fundamental performance of the Company's investments has remained strong.

Although there is uncertainty in the global markets as a result of the UK referendum on EU membership, there has been no significant change in the financial or trading position of the Company since 31 March 2016, being the end of the last financial period for which financial information has been published.

Supplements to the Summary

As a result of the publication of the Annual Report for the Company for the financial year ended 31 March 2016, the summary document which forms part of the Prospectus is hereby supplemented as follows:

B.7	Historical Financial Information	The key figures that summarise the financial condition of the Company in the period running from 1 April 2015 to 31 March 2016, which have been extracted without material adjustment from the audited Annual Report are set out in the following table.	
		Audited annual report and accounts for the year ended 31 March 2016	
		Total net assets (£'000)	333,411
		NAV per Share (pence)	103.73
		Total comprehensive (loss)/income (£'000)	(19,485)
		(Loss)/earnings per Share (pence)	(6.8)
		Dividend per Share (pence)	7.14
		While the NAV per Share dropped 16.73p during the year, the income component of the return to Shareholders remained strong and the Company declared three dividends of 1.5p per Share, and a final dividend of 2.64p per Share in respect of the year. The Ordinary Shares traded at an average premium to NAV of 4.16p per cent. during the period. The principal contributors to the Company's NAV performance were initially the benefit derived from a continuation of the trend that was seen towards the end of the last financial year as spreads on the portfolio continued to tighten, however there was subsequently strong supply in the UK non-conforming part of the market which, along with a period of material uncertainty created by the sale of a £13bn pool of UK mortgages by UK Asset Resolution, led to spread widening and price declines. Further negative sentiment was driven by the ineffectiveness of the European Central Bank's Asset Backed Securities Purchase Programme and the introduction of Solvency II for insurance companies. More recently the ABS market has been driven less by these internal technical factors, and more by risk sentiment across all financial market taking a material turn for the worse during the first two months of 2016. Importantly, however, the fundamental performance of the Company's investments has remained strong.	
		Although there is uncertainty in the global markets as a result of the UK referendum on EU membership, there has been no significant change in the financial or trading position of the Company since 31 March 2016, being the end of the last financial period for which financial information has been published.	

Withdrawal rights

In accordance with Section 87Q(4) of the FSMA, investors who have agreed before this Supplementary Prospectus is published to purchase or subscribe for Shares the allotment of which has not become fully unconditional have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplementary Prospectus was published, to withdraw their agreement. Such investors should contact the Company Secretary on +44 (0)1481 745001.

Responsibility

The Company, whose registered office appears below, and the Directors, whose names appear below, 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.

The Directors of the Company are:

Trevor Ash (Chairman)
Ian Burns
Jan Etherden
Richard Burwood

The registered office of the Company is at:

PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL

Documents Available for Inspection

Copies of the Prospectus dated 29 January 2016, this Supplementary Prospectus and the Annual Report may be inspected free of charge at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document and while the Prospectus remains valid.

Copies of the Supplementary Prospectus will be available for inspection at The National Storage Mechanism which is located at www.hemscott.com/nsm.do, and for as long as New Ordinary Shares are available for issue under the Prospectus, copies of this Supplementary Prospectus are available for collection, free of charge from the office of the Administrator. The Supplementary Prospectus will also be available on the Company's website – www.twentyfourincomefund.com.

Definitions

Terms used in this document shall, unless the context otherwise requires, bear the meaning given to them in the Prospectus issued by TwentyFour Income Fund Limited on 29 January 2016. To the extent that there is any inconsistency between any statement in or incorporated by reference in the Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.