

This Supplementary Prospectus is supplemental to and must be read in conjunction with the prospectus published by NextEnergy Solar Fund Limited (the "**Company**") on 18 March 2014 (the "**Original Prospectus**").

This Supplementary Prospectus has been approved by the Financial Conduct Authority (the "**FCA**") as a supplementary prospectus under section 87A of the Financial Services and Markets Act (2000) and Directive 2003/7/EC (as amended by Directive 2010/73/EU) (the "**Prospectus Directive**"). No arrangement has however been made with the competent authority in any other EEA State (or any other jurisdiction) for the use of the Original Prospectus or this Supplementary Prospectus as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdictions. The Company has not sought approval to passport the Original Prospectus or this Supplementary Prospectus under the AIFM Directive, nor has it applied to offer the Ordinary Shares to investors under the national private placement regime of any EEA State, save for the United Kingdom and Ireland.

This Supplementary Prospectus does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful.

This Supplementary Prospectus may not be published, distributed or transmitted by any means or media, directly or indirectly in whole or in part, in or into the United States, Australia, Canada, Japan or the Republic of South Africa. This Supplementary Prospectus does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements or undue burden on the Company, the Sponsor or the Investment Adviser. The offer and sale of Ordinary Shares have not been and will not be registered under the applicable securities laws of the United States, Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the Ordinary Shares may not be offered or sold within the United States, Australia, Canada, Japan or the Republic of South Africa or to any national, resident or citizen of the United States, Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa.

The Ordinary Shares have not been and will not 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 the Ordinary Shares may not 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 the Ordinary Shares in the United States and the Ordinary Shares may not be offered or sold within the United States, or to US Persons. The Ordinary 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.

By accessing this Supplementary Prospectus you are representing to the Company and its advisers that you are not (i) a US Person (within the meaning of Regulation S under the Securities Act), or (ii) in the United States or any jurisdiction where accessing the Supplementary Prospectus may be prohibited by law, or (iii) a resident of Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction, and that you will not offer, sell, renounce, transfer or deliver, directly or indirectly, Ordinary Shares subscribed for by you in the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction or to any US Person or resident of Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction.

Cantor Fitzgerald Europe, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company in connection with the Admission, issue of Ordinary Shares and other arrangements as described in the Original Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cantor Fitzgerald Europe or for advising any such person in connection with the Admission, issue of Ordinary Shares and other arrangements as described in this Supplementary Prospectus. This does not limit or exclude any responsibilities which Cantor Fitzgerald Europe may have under FSMA or the regulatory regime established thereunder.

Shore Capital and Corporate Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company in connection with the Admission, issue of Ordinary Shares and other arrangements as described in the Original Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Shore Capital and Corporate Limited or for advising any such person in connection with the Admission, issue of Ordinary Shares and other arrangements as described in this Supplementary Prospectus. This does not limit or exclude any responsibilities which Shore Capital and Corporate Limited may have under FSMA or the regulatory regime established thereunder.

Shore Capital Stockbrokers Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company in connection with the Admission, issue of Ordinary Shares and other arrangements as described in the Original Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Shore Capital Stockbrokers Limited or for advising any such person in connection with the Admission, issue of Ordinary Shares and other arrangements as described in this Supplementary Prospectus. This does not limit or exclude any responsibilities which Shore Capital Stockbrokers Limited may have under FSMA or the regulatory regime established thereunder.

Each investor should read the Original Prospectus in conjunction with the Supplementary Prospectus in full before making an investment decision.

THIS SUPPLEMENTARY PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take or the contents of this Supplementary Prospectus, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank, solicitor, accountant, or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000, as amended (the “FSMA”) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This document comprises a supplementary prospectus prepared in accordance with the Guernsey Prospectus Rules 2008 and the Prospectus Rules made under Part VI of the FSMA (the “Supplementary Prospectus”). This Supplementary Prospectus has been filed with the Financial Conduct Authority (the “FCA”) and has been made available to the public in accordance with Rule 3.2 of the Prospectus Rules. This Supplementary Prospectus has been approved as a supplementary prospectus under section 87A of FSMA. This Supplementary Prospectus is supplemental to and must be read in conjunction with the prospectus published by NextEnergy Solar Fund Limited (the “Company”) on 18 March 2014 (the “Original Prospectus”).

The Ordinary Shares are only suitable for investors: (i) who understand and are willing to assume the potential risk of capital loss and that there may be limited liquidity in the underlying investments of the Company; (ii) for whom an investment in the Ordinary Shares is part of a diversified investment programme; and (iii) who fully understand and are willing to assume the risks involved in such an investment programme. If you are in any doubt about the contents of this Supplementary Prospectus, you should consult your accountant, legal or professional adviser or financial adviser.

It is expected that applications will be made for the Ordinary Shares to be admitted to listing on the premium segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities. It is expected that Admission will become effective and that unconditional dealings in the Ordinary Shares will commence at 8.00 a.m. on 25 April 2014. The Ordinary Shares are not dealt in on any other recognised investment exchange and no other such applications have been made or are currently expected.

The Company and the Directors, whose names appear on page 17 of this Supplementary Prospectus, 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 Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplementary Prospectus includes particulars given in compliance with the Guernsey Prospectus Rules 2008 and the Prospectus Rules of the FCA for the purpose of giving information with regard to the Company. The information contained in this Supplementary Prospectus should be read in the context of, and together with, the information contained in the Original Prospectus.

NextEnergy Solar Fund Limited

*(A company incorporated in Guernsey under The Companies (Guernsey) Law, 2008,
as amended, with registered no. 57739)*

Supplementary Prospectus in relation to the

**Placing and Offer for Subscription of a minimum of 85 million* Ordinary Shares
of no par value at an Issue Price of £1.00 per Ordinary Share**

and

**Admission to the premium segment of the Official List and trading on the
London Stock Exchange’s main market for listed securities**

Financial Adviser and Lead Bookrunner
Cantor Fitzgerald Europe

Sponsor

Shore Capital and Corporate Limited

Joint Bookrunner

Shore Capital Stockbrokers Limited

*If commitments and applications are received for more than 85 million Ordinary Shares pursuant to the Placing and Offer for Subscription, the Directors reserve the right to increase the maximum number of Ordinary Shares that may be issued pursuant to the Placing and Offer for Subscription on the basis set out in Part 5 of the Original Prospectus, provided that the maximum number of Ordinary Shares that may be issued is 200 million Ordinary Shares. If applications are not received equating to gross proceeds of at least £85 million the Issue will not proceed.

The Company is a registered closed-ended collective investment scheme registered pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended, and the Registered Collective Investment Scheme Rules 2008 issued by the Guernsey Financial Services Commission (“GFSC”). The GFSC, in granting registration, has not reviewed this Supplementary Prospectus but has relied upon specific warranties provided by Ipes (Guernsey) Limited.

A registered closed-ended collective investment scheme is not permitted to be directly offered to the public in Guernsey but may be offered to regulated entities in Guernsey or offered to the public by entities appropriately licensed under the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended.

Neither the GFSC nor the States of Guernsey Policy Council take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it.

Cantor Fitzgerald Europe, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company in connection with the Admission, issue of Ordinary Shares and other arrangements as described in the Original Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cantor Fitzgerald Europe or for advising any such person in connection with the Admission, issue of Ordinary Shares and other arrangements as described in this Supplementary Prospectus. This does not limit or exclude any responsibilities which Cantor Fitzgerald Europe may have under FSMA or the regulatory regime established thereunder.

Shore Capital and Corporate Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company in connection with the Admission, issue of Ordinary Shares and other arrangements as described in the Original Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Shore Capital and Corporate Limited or for advising any such person in connection with the Admission, issue of Ordinary Shares and other arrangements as described in this Supplementary Prospectus. This does not limit or exclude any responsibilities which Shore Capital and Corporate Limited may have under FSMA or the regulatory regime established thereunder.

Shore Capital Stockbrokers Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company in connection with the Admission, issue of Ordinary Shares and other arrangements as described in the Original Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Shore Capital Stockbrokers Limited or for advising any such person in connection with the Admission, issue of Ordinary Shares and other arrangements as described in this Supplementary Prospectus. This does not limit or exclude any responsibilities which Shore Capital Stockbrokers Limited may have under FSMA or the regulatory regime established thereunder.

This Supplementary Prospectus may not be published, distributed or transmitted by any means or media, directly or indirectly in whole or in part, in or into the United States, Australia, Canada, Japan or the Republic of South Africa. This Supplementary Prospectus does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements or undue burden on the Company, the Sponsor or the Investment Adviser. The offer and sale of Ordinary Shares have not been and will not be registered under the applicable securities laws of the United States, Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the Ordinary Shares may not be offered or sold within the United States, Australia, Canada, Japan or the Republic of South Africa or to any national, resident or citizen of the United States, Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa.

The Ordinary Shares have not been and will not 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 the Ordinary Shares may not 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 the Ordinary Shares in the United States and the Ordinary Shares may not be offered or sold within the United States, or to US Persons. The Ordinary 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.

The attention of potential investors is drawn to the Risk Factors set out on pages 20 to 40 of the Original Prospectus. The Offer will remain open until 3:00 p.m. on 15 April 2014. The application procedure for persons wishing to participate in the Offer is set out in the Application Form set out at the end of the Original Prospectus. To be valid, Application Forms must be completed and returned with the appropriate remittance so as to reach the Administrator by no later than 3:00 p.m. on 15 April 2014. The latest time and date for placing commitments under the Placing is 3.00 p.m. on 15 April 2014. Further details of the Issue are set out in Part 5 of the Original Prospectus.

This Supplementary Prospectus is dated 11 April 2014.

1. INTRODUCTION

This document constitutes a Supplementary Prospectus required under Prospectus Rules 3.4.1 and 3.4.2 and is supplemental to, and should be read in conjunction with, the Original Prospectus.

This Supplementary Prospectus is being published because there are significant new factors concerning the information in the Original Prospectus, as briefly described below. This Supplementary Prospectus contains further details of those significant new factors.

The Company has received demand for 85 million Ordinary Shares and has consequently reduced the target size of the Issue from £150 million to a minimum of £85 million and the Minimum Gross Proceeds from £100 million to £85 million.

As a result of the reduced size of the Issue, the Company now expects to invest a significantly greater proportion of the net proceeds of the Issue in assets that are already operational. Therefore, the Company now expects, for the first long financial year ending 31 March 2015, to declare a higher dividend of 5.25 pence per Ordinary Share, rather than the 4 pence per Ordinary Share as set out in the Original Prospectus¹. The Company has based this expectation on further information received from the Investment Adviser.

The Investment Adviser has agreed that it will (or will procure that another member of the NECL Group will) meet in full all of the expenses of the Issue. These expenses will be paid by the Investment Adviser (or another member of the NECL Group) and will either be paid directly by such person or, where initially paid by the Company, will be reimbursed by such person to the Company.

As a result of the Investment Adviser (or another member of the NECL Group) agreeing to pay the expenses of the Issue, neither the Investment Adviser nor any other member of the NEC Group will subscribe for Ordinary Shares in the Issue. The Board and Jeremy Thompson have committed to subscribe, in aggregate, for 100,000 Ordinary Shares in the Issue, with Jeremy Thompson committing to 10,000 (in his personal capacity) and the Board committing to 90,000 (being 60,000 by Kevin Lyon, 20,000 by Patrick Firth and 10,000 by Vic Holmes) of this total, respectively.

The Company has also determined that, (in addition to the discontinuation vote described in the Original Prospectus) in the event that the NAV has not reached (at any point) £300 million on or before the fifth anniversary of Admission, the Board shall propose a special resolution at the Company's next annual general meeting that the Company ceases to continue in its present form.

The Company also elected to extend the period of the Offer beyond 27 March 2014 and revise the timetable for the Issue and this Supplementary Prospectus is also being published to update the timetable for the Issue.

Words and phrases defined in the Original Prospectus shall have the same meaning in this Supplementary Prospectus unless otherwise defined herein.

¹ This is a target only and not a profit forecast. There can be no assurance that this target can or will be met and it should not be seen as an indication of the Company's expected or actual results or returns. Accordingly, investors should not place any reliance on this target in deciding whether to invest in the Ordinary Shares or assume that the Company will make any distributions at all.

2. SUMMARY

In accordance with Prospectus Rule 3.4.2, the following paragraphs contained in the summary as set out in the Original Prospectus are revised and/or supplemented as follows:

C.1	Type and class of securities being offered	<p>The Company is targeting an issue of a minimum of 85 million Ordinary Shares of no par value each at an Issue Price of £1.00 per Ordinary Share. If commitments and applications are received for more than 85 million Ordinary Shares pursuant to the Placing and Offer for Subscription, the Directors reserve the right to increase the size of the Issue to up to 200 million Ordinary Shares. If applications are not received equating to Gross Issue Proceeds of the Minimum Gross Proceeds of £85 million, the Issue will not proceed. In such circumstances application monies received will be returned to applicants without interest and after deduction of bank charges, at the risk of such applicant. The ISIN number of the Ordinary Shares is GG00BJ0JVY01 and the SEDOL code is BJ0JVY0.</p> <p><i>The rest of this section remains as set out in the Original Prospectus</i></p>
C.6	Admission	<p>Applications will be made to each of the Financial Conduct Authority and the London Stock Exchange, respectively, for all of the Ordinary Shares to be issued pursuant to the Issue to be admitted to listing on the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence at 8.00 a.m. on 25 April 2014.</p>
C.7	Dividend policy	<p>The Company is targeting an annual dividend of 6.25 pence per Ordinary Share (adjusted in direct proportion to annual variations in RPI) in each financial year. For the first long financial year ending 31 March 2015, the Company expects to declare a dividend of 5.25 pence</p>

		<p>per Ordinary Share.</p> <p><i>The rest of this section remains as set out in the Original Prospectus.</i></p>
E.1	Net proceeds and costs of the Issue	<p>Assuming that the Issue is subscribed as to 85 million Ordinary Shares it is expected that the Company will receive approximately £85 million from the Issue, as the expenses of the Issue are to be paid by the Investment Adviser (or another member of the NECL Group), being either paid directly by such person or, where initially paid by the Company, being reimbursed by such person to the Company.</p>
E.3	Terms and conditions of the offer	<p>Ordinary Shares are available to the public under the Offer for Subscription. The Offer for Subscription is only being made in the UK.</p> <p>The Offer for Subscription opened on 18 March 2014 and will close on 15 April 2014. Any persons who made applications under the Offer for Subscription may withdraw applications within these revised dates. The Directors reserve the right, with the agreement of the Joint Bookrunners, to close the Offer for Subscription at any time or to extend the closing date of the Offer for Subscription to no later than 3:00 p.m. on 15 April 2014. Notification of any closure or extension will be via an RIS announcement.</p> <p>The Offer for Subscription is conditional on:</p> <ul style="list-style-type: none"> - the Placing and Offer Agreement remaining in full force and effect and not having been terminated in accordance with its terms; and - Admission of the Ordinary Shares issued pursuant to the Placing and the Offer. <p>In circumstances in which these conditions are not fully met, the Issue will not take place and no Ordinary Shares will be issued.</p>
E. 4	Material Interests	<p>Each of the Manager, the Investment Adviser, the Developer and WiseEnergy are members of the NEC Group.</p> <p>Andrew Whittaker who is a director of the</p>

		<p>Manager also acts as managing director of Ipes (Guernsey) Limited which has been appointed to act as the Company's administrator and will be entitled to the fees as detailed in Part 4 of this Prospectus.</p> <p>Jeremy Thompson and the Board have committed to subscribe, in aggregate, for 100,000 Ordinary Shares in the Issue, with Jeremy Thompson committing to 10,000 and the Board committing to 90,000 (being 60,000 by Kevin Lyon, 20,000 by Patrick Firth and 10,000 by Vic Holmes) of this total, respectively.</p>
E.7	Expenses charged to the Investor	<p>All expenses of the Issue will be paid by the Investment Adviser (or another member of the NECL Group) on or around Admission and will include, without limitation: placing fees and commission, registration, listing and admission fees; printing, advertising and distribution costs; legal fees; and any other applicable expenses.</p> <p>These expenses will be borne by the Investment Adviser (or another member of the NECL Group) and so will not affect the Net Asset Value per Ordinary Share immediately following Admission (save to the extent such amounts are temporarily paid by the Company subject to reimbursement by the Investment Adviser (or another member of the NECL Group)).</p>

3. REVISED EXPECTED TIMETABLE AND ISSUE STATISTICS

Page 44 of the Original Prospectus will be replaced with the following information in respect of the 'Expected Timetable' and 'Issue Statistics'.

All references to times in this Supplementary Prospectus are to London times, unless otherwise stated.

EXPECTED TIMETABLE

Publication of Supplementary Prospectus 11 April 2014

Latest time and date for receipt of Application Forms and payment in full under the Offer for Subscription 3.00 p.m. on 15 April 2014

Latest time and date for receipt of Placing commitments	3.00 p.m. on 15 April 2014
Latest time and date for exercise of withdrawal rights	5.00 p.m. on 15 April 2014
Announcement of the results of the Issue	16 April 2014
Admission to the premium segment of the Official List and commencement of dealings on the London Stock Exchange	8.00 a.m. on 25 April 2014
CREST accounts credited	25 April 2014
Dispatch of definitive share certificates (where applicable)	Week commencing 28 April 2014

ISSUE STATISTICS

Issue Price	£1.00
Minimum number of Ordinary Shares to be issued (1)	85 million
Estimated minimum Net Issue Proceeds (2)	85 million
Estimated Net Asset Value per Ordinary Share on Admission	£1.00
ISIN of Ordinary Shares	GG00BJ0JVY01
SEDOL of the Ordinary Shares	BJ0JVY0
Ticker Code	NESF

(1) If commitments and applications are received for more than 85 million Ordinary Shares pursuant to the Placing and Offer for Subscription, the Directors reserve the right to increase the size of the Issue, while the Issue remains open for acceptance, to no more than 200 million Ordinary Shares in aggregate.

(2) Assuming Gross Issue Proceeds of £85 million, and on the basis that all issue expenses will be borne by the Investment Adviser (or another member of the NECL Group) and will either be paid directly by such person or, where initially paid by the Company, will be reimbursed by such person to the Company.

The dates and times specified above and mentioned throughout this Supplementary Prospectus are subject to change. In the event that such a date and/or time is changed, the Company will notify investors who have applied for Ordinary Shares of changes to the timetable by the publication of an announcement through a Regulatory Information Service.

4. **CHANGES STEMMING FROM UPDATES IN EXPECTED TIMETABLE AND ISSUE STATISTICS**

4.1 On page 43 of the Original Prospectus, the paragraph headed “Latest Practicable Date” will be replaced with: “Unless otherwise indicated, the latest practicable date for the inclusion of information in this Supplemental Prospectus is close of business on 10 April 2014.

4.2 In Part 1, on page 47 of the Original Prospectus under the “Introduction” heading, the following paragraphs shall be deleted and replaced with the following:

(A) **The penultimate paragraph shall read:** The Company will invest in solar PV assets located in the UK in accordance with the investment policy, objective and restrictions set out below. The Company is targeting an issue of a minimum of £85 million Ordinary Shares of no par value each at an Issue Price of £1.00 per Ordinary Share. If commitments and applications are received for more than 85 million Ordinary Shares pursuant to the Placing and Offer for Subscription, the Directors reserve the right to increase the size of the Issue beyond the target while the Issue remains open for acceptance, to up to 200 million Ordinary Shares. If commitments and applications are not received equating to Gross Issue Proceeds of at least the Minimum Gross Proceeds of £85 million, the Issue will not proceed. In such circumstances, application monies received will be returned to applicants without interest and after deduction of bank charges, at the risk of such applicant. If the Minimum Gross Proceeds are not raised, the Issue may only proceed where a further supplementary prospectus has been prepared in relation to the Company and approved by the UKLA.

(B) **The final paragraph shall read:** Applications will be made to each of the Financial Conduct Authority and the London Stock Exchange, respectively, for all of the Ordinary Shares to be issued pursuant to the Issue to be admitted to listing on the premium segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence at 8.00 a.m. on 25 April 2014.

4.3 On page 74 of the Original Prospectus, the following additional wording shall be inserted above the wording “A breakdown of the core shortlist is set out below”:

“The Company intends to select the projects in which it invests from those detailed in the core shortlist and additional transactions lists set out below.”

4.4 In Part 5 of the Original Prospectus, the following changes shall be made:

(A) On page 84 under the heading ‘The Issue’:

(1) The first paragraph shall be replaced with: “The total number of Ordinary Shares issued under the Placing and the Offer will be determined by the Company, the Joint Bookrunners and the Manager after taking into account demand for the Ordinary Shares, with a target of at least 85 million Ordinary Shares being issued in aggregate under the Placing and Offer.”

(2) The fourth and fifth paragraphs shall be replaced with: “If applications are not received equating to Gross Issue Proceeds of at least the Minimum Gross Proceeds of £85 million the Issue will not proceed. In such circumstances, application monies received will be returned to applicants without interest and

after deduction of bank charges, at the risk of such applicant. If the Minimum Gross Proceeds are not raised, the Issue may only proceed where a further supplementary prospectus has been prepared in relation to the Company and approved by the UKLA.

The target issue size of at least 85 million Ordinary Shares should not be taken as an indication of the number of Ordinary Shares to be issued.”

- (B) On page 84 under the heading ‘The Offer’, the penultimate sentence of the first paragraph shall be amended so that the date shall read “3:00 p.m. on 15 April 2014”.
- (C) On page 85 under the heading ‘Scaling back and allocation’, the first two paragraphs shall be amended to read as follows: “The Directors are targeting the issuance of at least 85 million Ordinary Shares pursuant to the Issue. The maximum size of the Issue is 200 million Ordinary Shares. To the extent that applications under the Offer and commitments under the Placing exceed 200 million Ordinary Shares, the Joint Bookrunners reserve the right, at their sole discretion, but after consultation with the Company, to scale back applications in such amounts as they consider appropriate. The Company reserves the right to decline in whole or in part any application for Ordinary Shares pursuant to the Issue. Accordingly, applicants for Ordinary Shares may, in certain circumstances, not be allotted the number of Ordinary Shares for which they have applied. The Company will notify investors of the number of Ordinary Shares in respect of which their application has been successful and the results of the Issue will be announced by the Company on or around 16 April 2014 via an RIS announcement.”
- (D) On page 85 under the heading ‘General’, the fifth and sixth paragraphs shall be amended such that the £100 million figure shall be changed to £85 million and the 7 April 2014 date shall be changed to 28 April 2014.
- (E) On page 86 under the heading ‘Clearing and settlement’, the date in the fifth paragraph shall be amended from 3 April 2014 to 25 April 2014.
- (F) On page 86 under the heading ‘Dealings’, the date in the second paragraph shall be amended from 3 April 2014 to 25 April 2014.

- 4.5 On page 117 of the Original Prospectus, within paragraph 6.1, the following additional wording shall be added:

“On 10 April 2014 the parties to the Placing Agreement entered into a Deed of Variation relating thereto, pursuant to which the minimum proceeds of the Issue were reduced to £85 million, dates of 3 April 2014 and 30 April 2014 are to be replaced by the following dates 25 April 2014 and 9 May 2014.

- 4.6 On page 117 of the Original Prospectus, the current paragraph 6.2 shall be amended by the addition of the following:

“On 10 April 2014, the Lock-In Agreement was terminated by virtue of a deed of termination relating thereto, on the basis that no member of the NEC Group was to subscribe for Ordinary Shares in the Issue”

- 4.7 In Part 7 of the Original Prospectus, an additional paragraph shall be added to paragraph 6, as follows:

“On 10 April 2014 the Company and the Investment Adviser entered into a Deed pursuant to which the Investment Adviser agreed to assume and pay (or procure the payment by another member of the NEC Group) of the expenses of the Issue. ”

- 4.8 On page 123 of the Original Prospectus, within paragraph 11.8, the date of 3 April 2014 shall be replaced by the following date: 25 April 2014.

- 4.9 On page 134 of the Original Prospectus, paragraph 2 of Appendix 1 shall be replaced with the following:

“Conditional on: (i) Admission occurring and becoming effective by 8.00 a.m. (London time) on or prior to 25 April 2014 (or such later time and/or date, not being later than 9 May 2014, as the Company, the Manager, the Investment Adviser, Cantor Fitzgerald and/or SCS may agree); (ii) the Placing and Offer Agreement becoming otherwise unconditional in all respects and not having been terminated on or before 25 April 2014 (or such later time and/or date, not being later than 9 May 2014 as the Company, the Manager, the Investment Adviser and Cantor Fitzgerald and/or SCS, as applicable, may agree); and (iii) Cantor Fitzgerald and/or SCS, as applicable, confirming to the Placees their allocation of Ordinary Shares, a Placee agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares allocated to it by Cantor Fitzgerald and/or SCS, as applicable, at the Issue Price. To the fullest extent permitted by law, each Placee acknowledges and agrees that it will not be entitled to exercise any remedy of rescission at any time. This does not affect any other rights the Placee may have.

Applications under the Placing must be for a minimum subscription amount of £50,000 (this minimum may be waived by SCS and Cantor).

Multiple applications or suspected multiple applications on behalf of a single investor are liable to be rejected.

Fractions of Ordinary Shares will not be issued. To the extent that (other than on a scaling back) the fixed sum specified in relation to any applications for Ordinary Shares exceeds the aggregate value, at the Issue Price, of the Ordinary Shares issued pursuant to such application, the balance of such sum (which will never exceed the Issue Price) will be retained for the benefit of the Company.”

5. INCREASE IN TARGET RETURNS

5.1 Under the heading “Target returns” on page 48 of the Original Prospectus, the first paragraph shall be replaced with the following:

“The Company is targeting an annual dividend of 6.25 pence per Ordinary Share (adjusted in direct proportion to annual variations in RPI) in each financial year. For the first long financial year ending 31 March 2015, the Company expects to pay a dividend of 5.25 pence per Ordinary Share. The Company is targeting aggregate returns to investors that equate to an unlevered IRR of between 7 and 9 per cent. after fees and expenses based on a range of assumptions in relation to, *inter alia*:

- technical optimisation and solar plant performance
- cost reductions
- tax
- long-term RPI adjustment to ROCs
- energy price inflation
- lease terms.”

5.2 Under the sub-heading “General” of the heading “Distribution policy” on pages 53/54 of the Original Prospectus, the second paragraph shall be replaced with:

“The Company is targeting an annual dividend of 6.25 pence per Ordinary Share (adjusted in direct proportion to annual variations in RPI) in each financial year. For the first long financial year ending 31 March 2015, the Company expects to pay a dividend of 5.25 pence per Ordinary Share.”³

6. EXPENSES OF THE ISSUE

6.1 Under the sub-heading “Initial expenses” under the heading “Fees and expenses” on page 81 of the Original Prospectus:

(A) the first paragraph shall be replaced with:

“The Investment Adviser has agreed that it will, or will procure that another member of the NECL Group will, pay the initial expenses of the Company (which are those which are necessary for the Issue) either directly or, where initially paid by the Company, will reimburse the Company in respect thereof.”

(B) the second paragraph shall be amended by deleting the second sentence that reads, “All such expenses will be immediately written off.”

(C) the third paragraph shall be replaced with:

“On the assumption that the Company achieves an Issue size of £85 million, the Net Asset Value immediately following admission is expected to increase by £85 million (in other words, by the Gross Issue Proceeds), as the expenses of the Issue are to be paid by the Investment

Adviser (or another member of the NECL Group), being either paid directly by such person or, where initially paid by the Company, being reimbursed by such person to the Company.”

- 6.2 On page 87 of the Original Prospectus, under the heading “Issue Costs” in Part 5 of the Original Prospectus, the second paragraph thereunder shall be replaced with:

“As the expenses of the Issue are to be paid by the Investment Adviser (or another member of the NECL Group), being either paid directly by such person or, where initially paid by the Company, being reimbursed by such person to the Company, the net proceeds of the Placing and Offer are therefore expected to be a minimum of £85 million (on the assumption that the Issue is subscribed at £85 million Gross Issue Proceeds) and such net proceeds will be used by the Company to invest in a diversified portfolio of solar PV assets that are located in the UK in accordance with the investment policy of the Company.”

- 6.3 Under the heading “General” in Part 7 of the Original Prospectus, sub-clause 11.5 on pages 122/123 of the Original Prospectus shall be replaced with:

“The Issue will represent a significant gross change to the Company. At the date of this Prospectus and until Admission, the assets of the Company are £1.00. Under the Issue, on the basis that a minimum of 85 million Ordinary Shares are to be issued, the net assets of the Company would increase by approximately £85 million immediately after Admission assuming that the expenses of the Issue are be paid by the Investment Adviser (or another member of the NECL Group), being either paid directly by such person or, where initially paid by the Company, being reimbursed by such person to the Company. Since the Company has not commenced operations and therefore not generated any earnings, following completion of the Issue, the Net Issue Proceeds will be invested in accordance with the Company’s investment policy and pending investment will be held on deposit or invested in near cash instruments and consequently it is expected that the Company will derive earnings from its gross assets in the form of dividends and interest.”

- 6.4 All references to the term “Minimum Net Proceeds” in the Original Prospectus shall be replaced with references to the term “Minimum Gross Proceeds” and the term “Minimum Net Proceeds” on page 131 of the Original Prospectus shall be deleted. The term Minimum Gross Proceeds will be amended to refer to £85 million.

7. WORKING CAPITAL

The Company is of the opinion that provided that at least the Minimum Gross Proceeds of £85 million are raised, the working capital available to it is sufficient for the Company’s present requirements, that is, for at least the next twelve months from the publication date of the Original Prospectus.

8. COMMITMENTS OF JEREMY THOMPSON AND THE BOARD

- 8.1 As the Investment Adviser (or another member of the NEC Group) will now be paying the expenses of the Issue, no member of the NEC Group will be subscribing for Ordinary Shares in the Issue. Accordingly, in the section headed “Commitments of the NEC Group and the Board” in Part 1 on page 53 of the Original Prospectus shall be re-named “Commitments of Jeremy Thompson and the Board” and shall be replaced with:

“Jeremy Thompson and the Board have committed to subscribe, in aggregate, for 100,000 Ordinary Shares in the Issue, with Jeremy Thompson committing to 10,000 and the Board committing to 90,000 (being 60,000 by Kevin Lyon, 20,000 by Patrick Firth and 10,000 by Vic Holmes) of this total, respectively.”

- 8.2 Under the heading “Directors’ and other Interests” in Part 7 of the Original Prospectus, sub-clause 3.2 on pages 96/97 of the Original Prospectus shall be replaced with:

“Jeremy Thompson and the Board have committed to subscribe, in aggregate, for 100,000 Ordinary Shares in the Issue, with Jeremy Thompson committing to 10,000 and the Board committing to 90,000 (being 60,000 by Kevin Lyon, 20,000 by Patrick Firth and 10,000 by Vic Holmes) of this total, respectively

9. DISCONTINUATION VOTE

- 9.1 Under the heading “Discontinuation Vote” in Part 5 of the Original Prospectus on page 56, the first paragraph thereunder shall be replaced with:

“If either:

- (i) in the third or any subsequent financial year of the Company the Ordinary Shares have traded, on average over that year, at a discount in excess of ten per cent. to the Net Asset Value per Share; or
- (ii) the NAV has not reached (at any point) £300 million on or before the fifth anniversary of Admission,

then the Board shall propose a special resolution at the Company’s next annual general meeting that the Company ceases to continue in its present form.”

10. UPDATED DIRECTORSHIPS

- 10.1 On page 101 of the Original Prospectus, in the relevant alphabetical location, Vic Holmes’ list of directorships shall also be read as including “F&C Directional Opportunities Fund Limited”.
- 10.2 On page 98 of the Original Prospectus, in the relevant alphabetical location, Kevin Lyon’s list of current directorships/partnerships shall also be read as including “WOC Realisations Limited (currently in liquidation – Mr Lyon believes that he ceased to be a member of the board on 28 January 2009, notwithstanding that current filing records still show him as a current director)”. Kevin Lyon’s list of past directorships/partnerships on the same page shall be deleted and replaced by the following:

“Barney Holdings Limited (dissolved 26 January 2010)

BCC Realisations Limited (dissolved 12 February 2014)

Bezier Acquisitions Limited (June to August 2011, during which the company was sold under a pre-pack due to underlying financial circumstances prior to the directorship having commenced – dissolved 20 May 2013)

Booker Group plc

Cameron Topco Limited

David Lloyd Leisure Operations Holdings Limited

Daybreak Acquisitions Limited (dissolved 26 January 2010)

Daybreak Holdco Limited (dissolved 21 July 2009)

Daybreak Midco Limited (dissolved 21 July 2009)

Ithaca Petroleum Limited

Java Acquisitions Limited (dissolved 11 August 2009)

Pyle Limited (dissolved 25 May 2010)

Pyrrha Investments Limited

Smart Metering Systems plc

SouthernPrint (Holdings) Limited

Stork Technical Services (Holdings) Limited

SW10 Acquisitions Limited (dissolved 9 June 2009)

Tigermetal Topco Limited

Walstead Investments Limited

Whittard and Company Limited (put into administration on 23 December 2008, dissolved 9 June 2009, due to Icelandic financial crisis)

Wyndeham Press Group Limited”

- 10.3 On page 99 of the Original Prospectus, in the relevant alphabetical location, Patrick Firth’s list of directorships shall be read as including “Heritage Diversified Investments PCC Limited (formerly Rufford & Ralston PCC Limited)”, “Inflexion Buyout Fund IV General Partner Guernsey Limited” and “Inflexion Partnership Capital Fund General Partner Guernsey Limited”. The list shall also be amended by the deletion of “Rufford & Ralston PCC Limited (formerly King Street Fund PCC Limited (The))”.

11. OFFER AND WITHDRAWAL RIGHTS

- 11.1 The Offer has been extended to 15 April 2014.

- 11.2 In accordance with section 87Q(4) of FSMA, where a supplementary prospectus has been published and, prior to the publication, a person agreed to buy or subscribe for transferable securities to which it relates, he may withdraw his acceptance before the end of the period of two working days beginning with the first working day after the date on which the supplementary prospectus was published.
- 11.3 Applicants wishing to exercise their statutory withdrawal right pursuant to section 87(Q)(4) of FSMA after the publication of this Supplementary Prospectus must do so by lodging a written notice of withdrawal (which shall include a notice sent by electronic mail) which must include the full name and address of the person wishing to exercise statutory withdrawal rights and, if such person is a CREST member, the Participant ID and the Member Account ID of such CREST member with the Receiving Agent, by post or by hand (during normal business hours only) to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to withdraw@capita.co.uk so as to be received not later than 5.00 p.m. on 15 April 2014. Notice of withdrawal given by any other means or which is deposited with or received by the Receiving Agent after expiry of such period will not constitute a valid withdrawal, provided that the Company will not permit the exercise of withdrawal rights after payment by the relevant applicant of his subscription in full and the allotment of Ordinary Shares to such applicant becoming unconditional. In such event Shareholders are recommended to seek independent legal advice.
- 11.4 If you have a query concerning the exercise of your withdrawal rights, please telephone the Receiving Agent between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute from a BT landline (other network providers' costs may vary). Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of any proposals to invest in the Company or to exercise statutory withdrawal rights, nor give any financial, legal or tax advice.

12. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of this Supplementary Prospectus will be available (subject to applicable law) for viewing online at the Company's website (www.nextenergysolarfund.co.uk).

13. RESPONSIBILITY

The Company and the Directors of the Company, whose names appear below, accept responsibility for the information contained in this Supplementary Prospectus, and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of its and their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Directors:

Kevin Lyon (Chairman)

Patrick Firth

Vic Holmes

14. **GENERAL**

To the extent that there is any inconsistency between any statement in or incorporated by reference in this document and any other statement in or incorporated by reference in the Original Prospectus, the statements in or incorporated by reference in this document will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Original Prospectus has arisen or been noted, as the case may be, since the publication of the Original Prospectus.

This Supplementary Prospectus is dated 11 April 2014.