

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the Financial Services and Markets Act 2000 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.

If you receive this Circular in any country or jurisdiction outside the United Kingdom you may not treat it as an invitation to elect to receive Scrip Dividend Shares unless such an invitation could lawfully be made to you without the Bluefield Solar Income Fund Limited (the **Company**) being required to comply with any registration or other legal requirements.

If you have sold or transferred all of your Ordinary Shares in the Company prior to the close of business on 28 February 2014, please forward this document together with the Scrip Election Form without delay to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, except that such documents should not be sent into any jurisdiction where to do so might constitute a violation of local securities laws, including but not limited to the United States and Excluded Territories. Please refer to paragraph 8 of Part 2 of this Circular if you intended to send these documents outside of the United Kingdom.

If you have sold or transferred only part of your holding of Ordinary Shares in the Company prior to the close of business on 28 February 2014, or if you have purchased additional Ordinary Shares in the Company prior to the close of business on 28 February 2014, but that sale, purchase or transfer has not been reflected in the number shown in Box 1 on the enclosed Scrip Election Form, you should contact your stockbroker, bank or other agent through whom the purchase, sale or transfer was made without delay for advice as to how this Circular and the Scrip Election Form should be dealt with.

BLUEFIELD SOLAR INCOME FUND LIMITED

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

Scrip Dividend Mandate and offer of a Scrip Dividend Alternative to the 2013 Interim Dividend

The Company is a closed-ended investment scheme registered pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended and the Registered Collective Investment Scheme Rules 2008. Neither the Guernsey Financial Services Commission nor the States of Guernsey Policy Council has taken 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 in this document. The Company's Ordinary Shares are admitted to trading on the main market for listed securities of the London Stock Exchange under ticker symbol "BSIF".

If you wish to receive the 2013 Interim Dividend in cash on the whole of your holding of Ordinary Shares in the usual way, you should take no action and need not respond to this Circular. If you hold your Ordinary Shares in certificated form and wish to choose the Scrip Dividend Alternative in respect of all or some of your Ordinary Shares, please complete the enclosed Scrip Election Form and return it as soon as possible, but in any case in order to reach the Registrar, Capita Asset Services (the **UK Transfer Agent**), at 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 5.00 p.m. (UK time) on 21 March 2014.

If you hold Ordinary Shares in CREST and you wish to elect for the Scrip Dividend Alternative, you must make a Dividend Election Input Message via the CREST system, by no later than 5.00 p.m. (UK time) on 21 March 2014.

If your Scrip Election Form has not been received by the Registrar, or, as the case may be, you have not made a valid Dividend Election Input Message, by 5.00 p.m. (UK time) on 21 March 2014, the Full Cash Dividend will be paid in respect of all of your Ordinary Shares.

Capitalised terms used in this Circular have the meanings given to them in Part 3 of this Circular, unless the context requires otherwise.

Shareholders should make their own investigation of the proposals set out in this Circular, including the merits and risks involved. Nothing in this Circular constitutes legal, tax, financial or other advice, and if they are in any doubt about the contents of this Circular, Shareholders should consult their own professional advisers.

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EXPECTED TIMETABLE

2014

Ex-Dividend Date	26 February
Record Date	28 February
Date of this Circular	7 March
Latest time and date for receipt of Scrip Election Forms (for Ordinary Shares held in certificated form) and Dividend Election Input Messages (for Ordinary Shares held in CREST)	5.00 p.m. on 21 March
Posting of cheques for payment of cash dividends	10 April
Dispatch of certificates for Scrip Dividend Shares that are to be held in certificated form	11 April
Dividend payment date	11 April
Expected date for admission of Scrip Dividend Shares to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities	11 April

Notes:

1. These times and dates are indicative only. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.
2. All references to times in this document are to times in London, England, unless otherwise stated.

PART I
LETTER FROM THE CHAIRMAN

BLUEFIELD SOLAR INCOME FUND LIMITED
*(company incorporated in Guernsey under The Companies (Guernsey) Law,
2008, as amended with registered number 56708)*

Directors

John Rennocks (Chairman)
Paul Le Page
Laurence McNairn
John Scott

Registered office

Heritage Hall
PO Box 225
Le Marchant Street
St Peter Port
Guernsey GY1 4HY

7 March 2014

To holders of Ordinary Shares in the Company

Dear Shareholder,

Scrip Dividend Mandate and offer of a Scrip Dividend Alternative to the 2013 Interim Dividend

Introduction

On 19 February 2014, the Board declared a dividend covering the period from 12 July 2013 to 31 December 2013 of two pence per Ordinary Share (the **2013 Interim Dividend**).

The Board intends to offer a scrip dividend alternative to the 2013 Interim Dividend (the **Scrip Dividend Alternative**) so that Qualifying Shareholders can elect to receive new Ordinary Shares instead of all or part of their cash dividend (**Scrip Dividend Shares**).

The 2013 Interim Dividend is available to all Shareholders who have Ordinary Shares registered in their names as at the close of business on the Record Date. However, the Scrip Dividend Alternative is being offered only to Qualifying Shareholders, being Shareholders who do not have their registered office, or who are not located in, the United States or an Excluded Territory.

This Circular explains how Qualifying Shareholders can take up the Scrip Dividend Alternative in respect of the 2013 Interim Dividend.

The Board believes that the ability for Qualifying Shareholders to elect to receive dividends from the Company wholly or partly in the form of new Ordinary Shares rather than cash is likely to benefit the Company and provide choice for Qualifying Shareholders. If Qualifying Shareholders do elect to receive Scrip Dividend Shares, the Company will benefit from the ability to retain the cash which would otherwise have been paid out as dividends. Qualifying Shareholders can also increase their shareholdings in the Company without incurring dealing costs or paying stamp duty reserve tax. Furthermore, the Board has been advised that under current UK law and HMRC practice, certain UK resident Shareholders may be able to treat Scrip Dividend Shares as capital for tax purposes. Paragraph 12 of Part II of this Circular ("United Kingdom Taxation") contains further details.

The Scrip Dividend Alternative is conditional on:

(a) listing of the Scrip Dividend Shares on the premium segment of the Official List being granted by the UKLA and admission of the Scrip Dividend Shares to trading on the main market for listed securities of the London Stock Exchange being granted by the London Stock Exchange; and

(b) the Directors not revoking their decision to offer Scrip Dividend Shares instead of the Full Cash Dividend.

Action to be taken

Scrip Dividend Shares – Holders of Share Certificates

To enable you to elect to receive Scrip Dividend Shares if you hold share certificates for your Ordinary Shares, you are being sent a Form of Election. Completed Forms of Election must be received by the UK Transfer Agent by no later than 5.00 p.m. on 21 March 2014, otherwise the Full Cash Dividend entitlement will be paid in respect of all of the Ordinary Shares that you hold. If you wish to receive cash (a dividend of two pence per Ordinary Share) on all of your holding you should take no action in respect of the Form of Election, and your dividend will be paid to you on the dividend payment date, which is 11 April 2014. Further details on how to elect for the Scrip Dividend Alternative are set out in paragraph 5 of Part II of this Circular.

Shareholders who hold share certificates for their Ordinary Shares can make a standing election (the **Scrip Dividend Mandate**) so that they receive not only the 2013 Interim Dividend, but also all future dividends in respect of which the Directors decide to offer a Scrip Dividend Alternative, in the form of Scrip Dividend Shares in respect of their entire holding. The Company will write to Shareholders each time a Scrip Dividend Alternative is made available, advising them of the basis to their entitlement to Scrip Dividend Shares. Further details on how to elect for the Scrip Dividend Alternative are set out in paragraph 6 of Part II of this Circular.

Scrip Dividend Shares – CREST Holders

To enable you to elect to receive Scrip Dividend Shares if you hold your Ordinary Shares in CREST, you should submit a Dividend Election Input Message (as defined in the CREST Manual) by 5.00 p.m. on 21 March 2014, as set out in paragraph 7 of Part II of this Circular.

In addition, as explained in more detail in Part II of this Circular, the Scrip Dividend Alternative is also conditional on the listing of the Scrip Dividend Shares on the premium segment of the Official List and the admission of the Scrip Dividend Shares to trading on the main market for listed securities of the London Stock Exchange.

Part II of this Circular provides more information on the Scrip Dividend Alternative, the Scrip Dividend Mandate scheme and on some of the UK taxation consequences as at the date of this letter. Only if you would like to consider taking all or part of the 2013 Interim Dividend in the form of Scrip Dividend Shares should you read Part II of this Circular. When considering what action to take, you are recommended to obtain appropriate professional advice.

Yours sincerely,

John Rennocks

Chairman

PART II

TERMS OF SCRIP DIVIDEND ALTERNATIVE AND EXPLANATORY NOTES

1. TERMS OF ELECTION

Shareholders with Ordinary Shares registered in their names at the close of business on the Record Date may elect to receive all or part of their entitlement to the 2013 Interim Dividend (the **Full Cash Dividend**) in the form of Scrip Dividend Shares at a price of 101.975 pence per Ordinary Share, instead of in cash. No fraction of a Scrip Dividend Share can be allotted and the cash representing any fractional entitlement to a Scrip Dividend Share will be dealt with as described in paragraph 3 below. All elections will be subject to fulfilment of the conditions specified in paragraph 2 below. If the conditions are not satisfied, an election will automatically become void and the relevant Shareholder will receive the Full Cash Dividend. The entitlement to receive Scrip Dividend Shares under the Scrip Dividend Alternative is personal and non-transferable.

This election may be made by a Shareholder in respect of all or part of the holding of Ordinary Shares registered in his/her name at the close of business on the Record Date.

If the Directors decide to offer Scrip Dividend Shares instead of any cash dividend in the future you will be informed separately and further Forms of Election will be sent to you unless you have made, and not elected to revoke or had cancelled by the Company, a Scrip Dividend Mandate (as described in paragraph 6 below), in which case a notice detailing the basis of your entitlement to Scrip Dividend Shares and any residual cash balance will be sent to you instead.

2. CONDITIONS

The Scrip Dividend Alternative is conditional on:

- (a) listing of the Scrip Dividend Shares on the premium segment of the Official List being granted by the UKLA and admission of the Scrip Dividend Shares to trading on the main market for listed securities of the London Stock Exchange being granted by the London Stock Exchange (see paragraph 10 below); and
- (b) the Directors not revoking their decision to offer Scrip Dividend Shares instead of the Full Cash Dividend.

The Directors have the power at any time up to 5.00 p.m. on 21 March 2014 to revoke their decision to offer Scrip Dividend Shares instead of the Full Cash Dividend. It is envisaged that the Directors would only revoke this decision in the event of a change in market conditions or a significant fall in the price of the Ordinary Shares, such that the Directors consider that the Scrip Dividend Alternative would be substantially less beneficial to Shareholders electing for the Scrip Dividend Alternative.

3. FRACTIONAL ENTITLEMENTS

Fractions of Ordinary Shares will not be issued. Any residual cash amount representing a fraction of a Scrip Dividend Share arising as a result of an election for the Scrip Dividend Alternative in respect of all or part of a holding will never exceed the value of one Ordinary Share at the Reference Share Price (as defined in paragraph 4 below). Rather than incur the administration and cost of paying such small amounts to individual Shareholders, any residual cash amount will be retained by the Company for the benefit of all Shareholders. No residual entitlements will be carried forward to future scrip dividends nor will they be paid or payable to the relevant Shareholders.

4. BASIS OF ENTITLEMENT

Your entitlement to Scrip Dividend Shares under the Scrip Dividend Alternative in respect of the 2013 Interim Dividend is based on a price for each Scrip Dividend Share of 101.975 pence (being the average of the middle market prices of the Ordinary Shares derived from the Daily Official List of the London Stock Exchange for the Ex-Dividend Date and the four subsequent dealing days (the **Reference Share Price**)), and the 2013 Interim Dividend.

The formulae used for calculating the maximum Scrip Dividend Share entitlement are as follows:

number of Ordinary Shares held at the Record Date x dividend per Ordinary Share = aggregate dividend available for share election

and

aggregate dividend available for share election

Reference Share Price = number of Scrip Dividend Shares
(rounded down to the nearest whole number)

5. HOW TO MAKE THE ELECTION FOR THE SCRIP DIVIDEND ALTERNATIVE: HOLDERS OF SHARE CERTIFICATES

This paragraph 5 applies only to Shareholders who hold share certificates for their Ordinary Shares.

5.1 Full entitlement to Scrip Dividend Shares

To receive the maximum number of Scrip Dividend Shares to which you are entitled, sign, date and post your Form of Election so as to reach the UK Transfer Agent by no later than 5.00 p.m. on 21 March 2014.

If you would like to take Scrip Dividend Shares on this occasion, but would like to consider your options each time a Scrip Dividend Alternative is made available, then you should sign, date and post the Form of Election but **not** mark Box 3 with a cross. If, however, you also wish to elect for the maximum number of Scrip Dividend Shares receivable in respect of each future dividend for which a Scrip Dividend Alternative is offered, you **should** mark Box 3 on the Form of Election with a cross (see paragraph 6 below).

5.2 Combination of Scrip Dividend Shares and cash

To receive your dividend as a combination of Scrip Dividend Shares and cash, insert in Box 4 on the Form of Election the exact number of Ordinary Shares of your existing holding in respect of which you wish to elect to receive Scrip Dividend Shares instead of the Full Cash Dividend. Then sign, date and post your Form of Election so as to reach the UK Transfer Agent by no later than 5.00 p.m. on 21 March 2014. If on the Form of Election you do not specify in Box 2 the number of Ordinary Shares in respect of which you are making your election, or if you make the election in respect of a greater number of Ordinary Shares than shown in Box 1 on the form, your election will be deemed to be in respect of all of the Ordinary Shares shown in Box 1.

5.3 Full Cash Dividend

To receive the Full Cash Dividend in cash, take no action.

6. HOW TO MAKE THE ELECTION FOR THE SCRIP DIVIDEND MANDATE

This paragraph 6 applies only to Shareholders who hold share certificates for their Ordinary Shares.

To receive your maximum entitlement to Scrip Dividend Shares for the 2013 Interim Dividend and all future dividends when a Scrip Dividend Alternative is offered, mark Box 3 on the Form of Election with a cross and sign, date and post your Form of Election so as to reach the UK Transfer Agent by no later than 5.00 p.m. on 21 March 2014. Box 3 cannot be used to elect for future Scrip Dividend Alternatives if you only wish to elect to receive future dividends in the form of Scrip Dividend Shares in respect of part of your holding.

A Scrip Dividend Mandate, until revoked, instructs the Company to treat you as having elected to take the maximum whole number of Scrip Dividend Shares available instead of cash in respect of all future dividends for which a Scrip Dividend Alternative is offered. The Scrip Dividend Mandate will apply to your entire holding of Ordinary Shares on the record date for the relevant dividend. If you acquire or dispose of any Ordinary Shares, the Scrip Dividend Mandate will continue to apply (until revoked) to such increased or decreased shareholding.

Your Scrip Dividend Mandate may be cancelled by the Company at any time, or by you giving written notice to the UK Transfer Agent so as to be received before the final time and date for receipt of Forms of Election in respect of the relevant dividend. Your Scrip Dividend Mandate will automatically be revoked if the Company registers a transfer of all your Ordinary Shares or if the Company receives notice of your death.

All Shareholders for whom a Scrip Dividend Mandate is in force receive, prior to each dividend payment date, a notice containing details of the basis of their entitlement to Scrip Dividend Shares.

The Scrip Dividend Mandate will only apply in respect of any future dividend if the Directors decide to offer a Scrip Dividend Alternative in respect of that dividend. If the Directors decide not to offer a Scrip Dividend Alternative in respect of any particular dividend, a Full Cash Dividend will be paid.

7. HOW TO MAKE THE ELECTION FOR THE SCRIP DIVIDEND ALTERNATIVE: CREST SHAREHOLDERS

This paragraph 7 applies only to Shareholders who hold their Ordinary Shares in CREST. Terms defined in the CREST Manual and not re-defined herein shall bear the meanings attributed to them in the CREST Manual unless the context otherwise requires.

7.1 *Election for Scrip Dividend Shares*

You can only elect to receive your dividend in the form of Scrip Dividend Shares by means of CREST procedures to effect such an election. **No other form of election will be permitted and if received will be rejected and returned to you.** If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf.

The CREST procedures require the use of the Dividend Election Input Message in accordance with the CREST Manual. The Dividend Election Input Message submitted must contain the number of Ordinary Shares on which the election is being made, whether this is all or part of your holding at the Record Date. **An election for a Scrip Dividend Mandate will not be permitted.** The Dividend Election Input Message includes a number of fields which, for a valid election to be made, must be input correctly as indicated below:

- (a) Dividend Election Reference - You must indicate here a reference for the dividend election which is unique to your CREST participant ID;
- (b) Account I.D. - If you have more than one member account, you must indicate the member account I.D. to which the election relates;
- (c) ISIN - This is GG00BB0RDB98;
- (d) Distribution type - You must enter "SCRIP" here;
- (e) Corporate Action - You must enter here the Corporate Action number for the dividend on which your election is being made. A Scrip Dividend Mandate cannot be made;
- (f) Number of shares - You must enter here the number of Ordinary Shares over which your election is made whether this is all or part of your holding. If you leave this field blank or enter zero your election will be rejected. If you enter a number of Ordinary Shares greater than your holding in CREST on the Record Date, the election will be applied to the total holding in the relevant CREST member account at the Record Date; and
- (g) Contact details - This field is optional, although you are asked to include details of whom to contact in the event of a query relating to your election.

The Company and/or the UK Transfer Agent reserve the right to treat as valid an election which is not complete in all respects.

By inputting a Dividend Election Input Message as described above, you confirm your election to participate in the Scrip Dividend Alternative in accordance with the details input and the terms and conditions of the Scrip Dividend Alternative, as amended from time to time.

There is no facility to amend an election which has been made by Dividend Election Input Message; if you wish to change your election details, you must first cancel the existing election as described in paragraph 7.4 below and then input a Dividend Election Input Message with the required new details.

7.2 *Partial elections*

You can elect to receive Scrip Dividend Shares in respect of part of your holding. You will receive a cash dividend on the balance of your holding.

7.3 *Timing*

If you wish to receive Scrip Dividend Shares in respect of some or all of your holding, you must make your election by 5.00 p.m. on 21 March 2014.

7.4 *Cancelling an election*

You may only cancel an election by utilising the CREST procedures for deletions described in the CREST Manual. Your deletion must be received and, in accordance with CREST procedures, accepted by 5.00 p.m. on 21 March 2014 for it to be valid for the 2013 Interim Dividend. It is recommended that you input any deletion message 24 hours in advance of the above deadline to give the Company and the UK Transfer Agent sufficient time to accept the deletion.

7.5 Basis of entitlement

Your entitlement to Scrip Dividend Shares is calculated as set out in paragraph 4 above. Once your Scrip Dividend Shares have been allotted, an accounting statement will be sent to you showing the number of Scrip Dividend Shares allotted, the Reference Share Price and the total cash equivalent of the Scrip Dividend Shares for tax purposes.

7.6 Residual cash balance

Fractions of Shares cannot be issued. Any residual cash amount representing a fraction of a Scrip Dividend Share arising as a result of an election for the Scrip Dividend Alternative will never exceed the value of one Ordinary Share at the Reference Share Price (as defined in paragraph 4). Rather than incur the administrative inconvenience and cost of paying such small amounts to individual Shareholders, any residual cash amount will be retained by the Company for the benefit of all Shareholders in accordance with its articles of incorporation. No residual entitlements will be carried forward to future scrip dividends nor will they be paid or payable to the relevant Shareholders.

7.7 Future dividends

If you wish to receive Scrip Dividend Shares for future dividends for which a Scrip Dividend Alternative is offered, you must complete a Dividend Election Input Message on each occasion. If you do not complete a Dividend Election Input Message, you will receive your dividend in cash.

If the Directors decide not to offer a Scrip Dividend Alternative in respect of any dividend in the future, a Full Cash Dividend will be paid to you.

8. SHAREHOLDERS OUTSIDE THE UNITED KINGDOM

If you receive this letter in any country or jurisdiction outside the United Kingdom, you may not treat it as an invitation to elect to receive Scrip Dividend Shares unless such an invitation could lawfully be made to you without the Company being required to comply with any registration or other legal requirements.

It is the responsibility of any person resident outside the UK wishing to elect to receive Scrip Dividend Shares, either in respect of the 2013 Interim Dividend or by way of a Scrip Dividend Mandate on each occasion that a Scrip Dividend Alternative is being offered by the Company, to be satisfied as to full observance of the laws of the relevant territory, including obtaining any government or other consents which may be required and observing any other formalities in such territories.

Shareholders electing to take Scrip Dividend Shares pursuant to a Scrip Dividend Alternative will not be charged Guernsey or UK stamp duty on the shares.

9. IF YOU HAVE MORE THAN ONE REGISTERED HOLDING

If for any reason your Ordinary Shares are, on the Record Date, registered in more than one holding and as a result you have received more than one Form of Election then, unless you are able to make arrangements with the UK Transfer Agent to have your holdings consolidated before 21 March 2014, they will be treated for all purposes as separate and you should complete separate Forms of Election or, in the case of holdings in CREST, separate Dividend Election Input Messages.

10. LISTING AND RANKING OF THE SCRIP DIVIDEND SHARES

Application will be made to the UKLA for admission of the Scrip Dividend Shares to the premium segment of the Official List and to the London Stock Exchange for admission of the Scrip Dividend Shares to trading on the main market for listed securities of the London Stock Exchange. The Scrip Dividend Shares will on issue rank *pari passu* in all respects with the existing Ordinary Shares, except for participation in the 2013 Interim Dividend, and will rank for all future dividends.

11. GENERAL

No acknowledgement of Forms of Election, Scrip Dividend Mandates or Dividend Election Input Messages will be issued. Subject to satisfaction of the conditions set out in this letter, definitive share certificates for the Scrip Dividend Shares held outside CREST will be posted, at the risk of the persons entitled thereto, on 11 April 2014, while CREST members should have their accounts credited on 11 April 2014. Dealings in the Scrip Dividend Shares are expected to begin on 11 April 2014. In the unlikely event that the UKLA does not agree before 11 April 2014 to admit the Scrip Dividend Shares to the premium segment of the Official List, or if any of the other conditions are not fulfilled, Forms of Election and Dividend Election Input Messages will be disregarded and the Company will pay the 2013 Interim Dividend in cash as soon as practicable on or after 11 April 2014.

If all Shareholders were to decide to receive the 2013 Interim Dividend in cash (ignoring any dividend waivers), the total cash dividend payable by the Company would be approximately £2,605,800, subject (where relevant) to a non-payable tax credit of one ninth of the amount of such dividend.

If all Shareholders were to elect to receive Scrip Dividend Shares instead of cash in respect of their entire holdings, approximately 25,553 Scrip Dividend Shares would be issued based on the Reference Share Price of 101.975 pence (ignoring any dividend waivers and any rounding down in respect of fractions), representing approximately 0.02% per cent. of the issued Ordinary Share capital of the Company as at the date of this Circular.

As at the date of this Circular the issued share capital of the Company was 143,318,999 Ordinary Shares of no par value.

Further copies of this Circular and/or Forms of Election may be obtained free of charge during normal business hours from the following:

Capita Asset Services
34 Beckenham Road
Beckenham
Kent
BR3 4TU

All enquiries in respect of the Scrip Dividend Alternative and completing the Form of Election should be addressed to the UK Transfer Agent (Shareholder Helpline – 0871 664 0321 or overseas +44 208 639 3399). Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday. Calls cost 10 pence per minute plus network extras.

Completed Forms of Election should be posted to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

12. UNITED KINGDOM TAXATION

The following is a general summary of the UK tax consequences of electing to receive Scrip Dividend Shares pursuant to the Scrip Dividend Alternative instead of the cash dividend and is based on current UK law and HMRC practice as at the date of this document (which are subject to change, possibly with retrospective effect) and applies only to Shareholders who hold their shares as an investment. In particular, the following does not address the position of certain classes of Shareholders, such as dealers in securities.

Any decision to elect to receive Scrip Dividend Shares will be a matter for individual determination by each Shareholder and will depend upon their circumstances, as will the precise tax consequences of such an election. The summary set out below is not exhaustive and (except where otherwise indicated) only relates to the position of UK-resident Shareholders who are the beneficial owners of their shares. **Investors should consult their own professional tax advisors, however, in relation to the tax consequences of electing to receive Scrip Dividend Shares.**

Shareholders who are in any doubt as to what action to take, or who are subject to tax in a jurisdiction other than the UK, should consult an independent professional advisor.

12.1 UK taxation of chargeable gains

On the basis of case law, UK-resident Shareholders should not receive any income liable to UK income tax or corporation tax to the extent that they elect to receive Scrip Dividend Shares instead of the cash dividend. Nor should they make any disposal for chargeable gains tax purposes at the time at which the Scrip Dividend Shares are allotted. Instead the Scrip Dividend Shares and the original registered holding of Ordinary Shares (the **Original Holding**) should be treated as a single holding acquired at the time of the Original Holding. There will be no allowable expenditure for chargeable gains tax purposes arising in respect of the Scrip Dividend Shares, and the allowable expenditure which was incurred in respect of the Original Holding will be apportioned across the Original Holding and the Scrip Dividend Shares. A disposal for chargeable gains tax purposes will only arise at the time at which the Shareholder subsequently disposes of the Scrip Dividend Shares or the Original Holding (a **Subsequent Disposal**).

UK-resident individual Shareholders may be subject to capital gains tax in respect of chargeable gains arising on a Subsequent Disposal depending on their individual circumstances. UK-resident corporate Shareholders may be subject to corporation tax in respect of chargeable gains arising on a Subsequent Disposal depending on their individual circumstances. UK-resident exempt funds will not be liable to tax on chargeable gains arising upon a Subsequent Disposal of investments held for the purposes of the fund.

12.2 Stamp duty

No UK stamp duty or stamp duty reserve tax will be payable on the issue of the Scrip Dividend Shares.

PART III

DEFINITIONS

The following definitions apply throughout this document, unless stated otherwise:

2013 Interim Dividend	the Company's first interim dividend of two pence per Ordinary Share for the period ending 31 December 2013
Board	the directors of the Company at any time or the Directors present at a duly convened meeting at which a quorum is present
Capita Asset Services	the trading name of Capita Registrars Limited
Circular	this circular
Company	Bluefield Solar Income Fund Limited
CREST	a paperless settlement procedure, operated by Euroclear UK & Ireland Limited, enabling system securities to be evidenced otherwise than by written instrument
CREST Manual	the rules governing the operation of CREST
Ex-Dividend Date	26 February 2014
Excluded Territories	Australia, Canada, Japan, South Africa, New Zealand and the United States and any other jurisdiction where the extension or availability of the Scrip Dividend Alternative (and any other transaction or election contemplated thereby) would breach any applicable law or regulation
Form of Election	the enclosed form of election for use in relation to the Scrip Dividend Alternative
Full Cash Dividend	the entitlement to the 2013 Interim Dividend payable fully in cash
Ordinary Shares	ordinary redeemable shares of no par value in the capital of the Company
Qualifying Shareholders	Shareholders at the close of business on the Record Date, other than Shareholders with a registered address in or who are located in one of the Excluded Territories
Record Date	28 February 2014, the date established for the purpose of determining which Shareholders are entitled to receive the 2013 Interim Dividend; each Shareholder will receive the Full Cash Dividend on (or, for Qualifying Shareholders who so elect, the Scrip Dividend Alternative in respect of all or some of) the number of Ordinary shares registered in their name at the close of business in the UK on this date

Scrip Dividend Alternative	the offer to Shareholders of the choice of receiving the whole or part of their dividends in new Ordinary Shares instead of in cash on the terms set out in Part II of this Circular
Scrip Dividend Mandate	a standing election that can be made by Shareholders who hold their Ordinary Shares in certificated form (i.e. not in CREST) to receive all future dividends payable in respect of their holding of Ordinary Shares in the form of new Ordinary Shares
Scrip Dividend Shares	new Ordinary Shares issued pursuant to the Scrip Dividend Alternative
Shareholders	the holders of Ordinary Shares
UK Listing Authority or UKLA	the Financial Conduct Authority in the United Kingdom in its capacity as the competent authority for listing under Part VI of the Financial Services and Markets Act 2000, as amended
United Kingdom or UK	the United Kingdom or Great Britain and Northern Ireland
United States	the United States of America, its territories and possessions, any state of the United States and the District of Columbia