

GROUND RENTS INCOME FUND PLC

The information set out below is provided in compliance with section 311A of the Companies Act 2006.

Matters set out in the Notice of the General Meeting

The General Meeting of Ground Rents Income Fund Plc (the “**Company**”) will be held at 10.30am on Friday 16th November at 111 Park Street, London W1K 7JL.

The following is an extract from the Notice of the General Meeting of the Company detailing the matters set out therein. The full Notice of the General Meeting can be found on this website in the Shareholders Circular.

Special resolution proposed

THAT:

1. the amount standing to the credit of the share premium account of the Company be reduced by £4,500,000.
2. the articles of association of the Company be altered by deleting the present article 5 and inserting the statement “Left intentionally blank” in its place.

Issued shares and voting rights

As at 6.00pm on 22 October 2012 (being the last practicable date prior to publication of the Notice of the General Meeting), the Company's issued share capital comprised 48,242,300 ordinary shares of £0.50 each. Therefore, the total number of voting rights in the Company as at 6.00pm on 22 October 2012 is 48,242,300.