

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

When considering what action you should take, you are recommended immediately to seek your own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.

If you have disposed of all your Shares in the Company, please pass this document (and the enclosed Form of Proxy) as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom you made the disposal for onward transmission to the purchaser or transferee. The distribution of this document and/or the accompanying documents in jurisdictions other than the UK, including the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa, may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

Finsbury Growth & Income Trust PLC

*(Incorporated and registered in Scotland with company number SC13958.
An investment company within the meaning of Section 833 of the Companies Act 2006.)*

Notice of General Meeting to consider a proposal to allot new shares and disapply pre-emption rights

Notice of a General Meeting of the Company to be held at 9.30 a.m. on 8 December 2011 at 25 Southampton Buildings, London WC2A 1AL is set out at the end of this document. The Proposal described in this document is conditional upon Shareholder approval of the Resolutions at the General Meeting. Shareholders are requested to complete and return their Form(s) of Proxy as applicable.

Winterflood Securities Limited, acting through its division, Winterflood Investment Trusts (**Winterflood**), which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Company in relation to the Proposal and is not advising any other person or treating any other person as its client in relation to the matters referred to in this document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Winterflood nor for providing advice in connection with the Proposal or the contents of this document or any other matters referred to herein.

To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or delivered by hand during office hours only to the same address as soon as possible and in any event so as to arrive by not later than 9.30 a.m. on 6 December 2011.

LETTER FROM THE CHAIRMAN

Finsbury Growth & Income Trust PLC

*(Incorporated and registered in Scotland with company number SC13958.
An investment company within the meaning of Section 833 of the Companies Act 2006.)*

Directors:

Anthony Townsend (*Chairman*)
John Allard
Neil Collins
David Hunt, FCA
Vanessa Renwick
Giles Warman

Registered Office:

50 Lothian Road
Festival Square
Edinburgh EH3 9BY

22 November 2011

To Shareholders

Dear Sir or Madam

Introduction

At the Company's 2011 Annual General Meeting, the Directors were granted authority to allot up to 5,294,742 Shares on a non-pre-emptive basis. The authority requires that the Shares be issued at a price not less than the Net Asset Value per Share. While this means that such Shares could be allotted to investors without first offering them *pro rata* to all Shareholders, Shareholders are protected from any dilution through such share issuance.

All the Shares available under the 2011 allotment authority have been issued and the Proposal, which shareholders are now asked to consider and approve would permit the Company to issue up to 5,824,216 further Shares to investors, on the basis set out above. The Proposal requires the approval of Shareholders and is therefore conditional on the passing of the Resolutions, which will be proposed at the General Meeting of the Company to be held on 8 December 2011.

The purpose of this document is to provide you with details and to explain the benefits of the Proposal and to set out the reasons why the Directors are recommending that you vote in favour of the Resolutions at the General Meeting.

Background to and reasons for the Proposal

Over the past year, the Company's Shares have consistently traded close to the Net Asset Value per Share, which indicates that there is reasonable demand for them in the market. In order to satisfy this demand, the Company has issued 5,294,742 Shares in the 12 month period to 18 November 2011. These Shares were all issued at a premium to the cum income Net Asset Value per Share prevailing at the time of their issue. The Company's authority to allot Shares on a non-pre-emptive basis and the limit on the number of new Shares that can be admitted to the Official List without the publication of a prospectus has therefore been exhausted.

Despite the regular issuance of Shares, the Shares have continued to trade close to their Net Asset Value. On 18 November 2011 (being the latest practicable date prior to the publication of this document) the premium to the cum income Net Asset Value per Share was 1.1 per cent. In the face of this continuing demand and having regard to the benefits of enlarging the Company, the Directors have resolved to convene the General Meeting in order to seek Shareholder authority to issue further Shares on a non-pre-emptive basis. In so doing the Directors have taken into account the desirability of limiting the premium to Net Asset Value per share at which the Company's Shares trade in order to ensure that long term Shareholders who regularly acquire Shares are not disadvantaged by being required to acquire additional shares at a high premium.

The Resolutions, if passed, will give the Directors the authority to issue up to 5,824,216 new Shares or, if less, such number of Shares as represents 10 per cent. of the issued share capital on the day of the General Meeting, on a non-pre-emptive basis. The authority represents 10 per cent. of the issued share capital at the date of this document. The Directors intend to use this authority to satisfy continuing demand for the Company's Shares. As with the Share issuance to date, the new Shares will not be issued at prices less than the prevailing cum income Net Asset Value per Share and will be accretive to the Net Asset Value per Share.

The Directors have also resolved to publish a new prospectus in order to obtain Admission to the Official List of any Shares issued pursuant to the authority conferred by the Resolutions. The Directors will continue actively to consider opportunities to grow the Company through a placing of Shares and the new prospectus will provide the flexibility to undertake such a placing should any opportunities arise. However, if any placing was to exceed the authority conferred by the Resolutions, the Directors would seek further shareholder approval to conduct such a placing. It is expected that the new prospectus will be published shortly after the General Meeting.

The authority conferred by the Resolutions will lapse at the conclusion of the next annual general meeting, expected to be held in January 2012. If the authority conferred by the Resolutions is exhausted after the Company's annual general meeting in 2012, the Directors intend to seek Shareholder authority to issue further Shares on a non-pre-emptive basis at one or more subsequent general meetings.

Benefits of the Proposal

The Directors believe that the Proposal and any share issuance pursuant to the authority conferred by the Resolutions should yield the following principal benefits:

- maintain the Company's ability to issue new Shares tactically, so as to better manage the premium at which the Shares trade to NAV per Share;
- enhance the NAV per Share of existing Shares through new share issuance at a premium to the cum income NAV per Share;
- grow the Company, thereby spreading operating costs over a larger capital base which should reduce the total expense ratio; and
- improve liquidity in the market for the Company's Shares.

The Directors have considered the potential impact of the Proposal on the payment of dividends to Shareholders and will take steps to ensure that it will not result in any material dilution of the dividends per Share that the Company may be able to pay.

Use of proceeds

The net proceeds of any new Shares issued pursuant to the authority conferred by the Resolutions will be invested by the Investment Manager on behalf of the Company in accordance with the Company's published investment policy which, in summary, is to invest principally in the securities of UK quoted companies, whilst up to a maximum of 20 per cent. of the Company's portfolio, at the time of acquisition, can be invested in quoted companies worldwide.

Costs of the Proposal

The Company's fixed expenses in connection with the seeking of Shareholder authority at the General Meeting and publishing a new prospectus in order to obtain Admission of any new Shares issued pursuant to the authority conferred by the Resolutions are estimated to amount to approximately £110,000 (inclusive of VAT).

Dilution and treasury shares

The allotment of new Shares pursuant to the authority conferred by the Resolutions will dilute the voting control of Shareholdings of existing Shareholders. Assuming that the authority is used in full, this will result in a dilution of approximately 9.1 per cent. in existing Shareholders' voting control of the Company.

No Shares were held in treasury at the date of this document.

Consent

Winterflood has given and not withdrawn its written consent to the issue of this document with the inclusion in it of references to its name in the form and context in which they appear.

General Meeting

The Proposal is conditional on the approval by Shareholders of the Resolutions to be proposed at the General Meeting of the Company which has been convened for 8 December 2011.

The Resolutions will be proposed as an ordinary resolution to renew the Company's authority to allot shares and a special resolution to disapply pre-emption rights. The Board recommends that Shareholders vote in favour of the Resolutions.

All Shareholders are entitled to attend and vote at the General Meeting. In accordance with the Articles, all Shareholders present in person or by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each Share held. In order to ensure that a quorum is present at the General Meeting, it is necessary for two Shareholders entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a representative). The formal notice convening the General Meeting is set out on pages 7 to 9 of this document.

Action to be taken

The only action that you need to take is to complete the accompanying Form of Proxy for use at the General Meeting.

Shareholders are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or deliver it by hand during office hours only to the same address so as to be received as soon as possible and in any event by not later than 9.30 a.m. on 6 December 2011.

Shareholders are requested to complete and return a Form of Proxy whether or not they wish to attend the General Meeting.

Recommendation

The Board, which has received financial advice from Winterflood, considers that the Proposal is in the best interests of the Company and its Shareholders as a whole. In providing its financial advice, Winterflood has taken into account the Board's commercial assessment of the effects of the Proposal.

Accordingly the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. The Directors intend to vote in favour of the Resolutions in respect of their holdings of Shares amounting to 268,272 Shares in aggregate (representing approximately 0.46 per cent. of the issued Share capital of the Company as at 18 November 2011, the latest practicable date prior to the publication of this document).

Yours faithfully

Anthony Townsend
(Chairman)

DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

Admission	the admission of the new Shares (i) to the Official List and (ii) to trading on the London Stock Exchange's main market for listed securities becoming effective in accordance with the Listing Rules and the Admission and Disclosure Standards
Admission and Disclosure Standards	the admission and disclosure standards of the London Stock Exchange for securities admitted or seeking to be admitted to trading, as amended from time to time
Board	the board of Directors of the Company or any duly constituted committee thereof
Business Day	any day on which banks are open for business in London (excluding Saturdays and Sundays)
Company	Finsbury Growth & Income Trust PLC
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the Uncertificated Securities Regulations 2001
Directors	the directors of the Company or any duly constituted committee thereof
Disclosure and Transparency Rules	the disclosure and transparency rules made by the FSA under Part VI FSMA
Euroclear	Euroclear UK & Ireland Limited, being the operator of CREST
Financial Services Authority or FSA	the single regulatory authority for the UK financial services industry
FSMA	the Financial Services and Markets Act 2000
Form of Proxy	the form of proxy provided with this document for use in connection with the General Meeting
General Meeting or Meeting	the general meeting of the Company to consider the Proposal, convened for 8 December 2011 at 9.30 a.m. or any adjournment thereof
Investment Manager	Lindsell Train Limited
Listing Rules	the listing rules issued by the UK Listing Authority
London Stock Exchange	London Stock Exchange plc
NAV per Share or Net Asset Value per Share	the value of the Company's net assets (calculated by the Company in accordance with the Company's accounting policies and the Articles) per Share
Notice of General Meeting or Notice	the notice of the General Meeting as set out at the end of this document

Official List	the Official List maintained by the UK Listing Authority
Proposal	the proposed renewal of the Company's authority to allot shares and disapplication of pre-emption rights by the passing of the Resolutions, as described in this document
Register	the register of members of the Company
Registrars	Capita Registrars
Resolutions	(i) the ordinary resolution to renew the Company's authority to allot shares and (ii) the special resolution to dis-apply pre-emption rights, which will be proposed at the General Meeting and details of which are contained in the Notice of General Meeting
Share	an ordinary share of 25p in the capital of the Company
Shareholder	a holder of Shares
UK Listing Authority	the Financial Services Authority acting in its capacity as the competent authority for the purposes of admissions to the Official List
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
United States	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia

NOTICE OF GENERAL MEETING

FINSBURY GROWTH & INCOME TRUST PLC

*(Incorporated and registered in Scotland with company number SC13958.
An investment company within the meaning of Section 833 of the Companies Act 2006.)*

Notice is hereby given that a General Meeting (the “**Meeting**”) of Finsbury Growth & Income Trust PLC (the “**Company**”) will be held at 9.30 a.m. on 8 December 2011 at 25 Southampton Buildings, London WC2A 1AL to consider and, if thought fit, approve resolution 1 which will be proposed as an ordinary resolution and resolution 2 which will be proposed as a special resolution:

Ordinary Resolution

1. THAT, in addition to any subsisting authorities the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (“**CA 2006**”) to exercise all powers of the Company to allot relevant securities (within the meaning of Section 551 of CA 2006) up to a maximum aggregate nominal amount of £1,456,054 being 10 per cent. of the issued share capital at 18 November 2011 and representing 5,824,216 shares of 25p each in the Company (or, if changed, the number representing 10 per cent. of the issued share capital of the Company at the date at which this resolution is passed) provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2012, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

2. THAT, in addition to any subsisting authorities, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by resolution 1 set out in the Notice of General Meeting, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall:
 - (i) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £1,456,054, or, if less, such number as is equal to 10 per cent. of the nominal value of the issued share capital of the Company as at the conclusion of the General Meeting; and
 - (ii) expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

Frostrow Capital LLP
Secretary

Registered Office:
50 Lothian Road
Festival Square
Edinburgh EH3 9BY

Date: 22 November 2011

Notes:

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Capita Registrars, or delivered by hand during office hours only to the same address as soon as possible and in any event by not later than 9.30 a.m. on 6 December 2011.
- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person") should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend the Meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the Meeting.
- (v) Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders registered in the register of members of the Company by not later than 6.00 p.m. two days (excluding non-working days) prior to the time fixed for the Meeting shall be entitled to attend and vote at the Meeting in respect of the number of Shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6.00 p.m. two days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (viii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA10) by not later than 9.30 a.m. on 6 December 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (ix) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (x) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

- (xi) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
- (xii) Any question relevant to the business of the Meeting may be asked at the Meeting by anyone permitted to speak at the Meeting. A holder of Shares may alternatively submit a question in advance by a letter addressed to the Company Secretary at the Company's registered office. Under Section 319A of the Companies Act 2006, the Company must answer any question a shareholder asks relating to the business being dealt with at the Meeting, unless (i) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (ii) the answer had already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
- (xiii) In accordance with Section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of Shares in respect of which members are entitled to exercise voting rights at the Meeting and, if applicable, any members' statements, members' resolution or members' matters of business received by the Company after the date of this Notice will be available on the Company's website www.finsburygt.com.
- (xiv) As at 18 November 2011, being the last business day prior to the printing of this Notice, the Company's issued capital consisted of 58,242,165 Shares carrying one vote each. Therefore, the total voting rights in the Company as at 18 November 2011 are 58,242,165.
- (xv) You may not use the any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.