

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO YOUR POSITION OR THE ACTION TO BE TAKEN, YOU ARE RECOMMENDED TO CONSULT AN APPROPRIATELY QUALIFIED INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your Subscription Shares, please forward this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

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**Polar Capital Global Healthcare Growth and Income Trust plc  
(the "Company")**

*(a company incorporated in England and Wales with Company No 07251471 and registered as an investment company under section 833 of the Companies Act 2006)*

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Directors:  
James Robinson (Chairman)  
John Aston, OBE  
Anthony Brampton  
Antony Milford

Registered Office:  
4 Matthew Parker Street  
London  
SW1H 9NP

17 December 2013

To the holders of Subscription Shares in the Company (the "**Subscription Shareholders**")

**SOLE OPPORTUNITY TO EXERCISE YOUR SUBSCRIPTION RIGHTS**

**31 JANUARY 2014 IS THE ONLY SUBSCRIPTION DATE AND THERE WILL BE NO FURTHER OPPORTUNITY FOR YOU TO EXERCISE YOUR SUBSCRIPTION RIGHTS.**

Dear Sir or Madam

**THE PURPOSE OF THIS NOTICE IS TO:**

- (1) REMIND YOU THAT, IF YOU WISH TO EXERCISE THE SUBSCRIPTION RIGHTS ATTACHING TO YOUR SUBSCRIPTION SHARES, YOUR ONLY OPPORTUNITY TO DO SO WILL BE ON 31 JANUARY 2014;**
- (2) REMIND YOU THAT THE SUBSCRIPTION PRICE IS 100 PENCE PER SHARE;**
- (3) PROVIDE YOU WITH INFORMATION ON HOW TO EXERCISE YOUR SUBSCRIPTION RIGHTS AND EXPLAIN WHAT WILL HAPPEN FOLLOWING 31 JANUARY 2014; AND**
- (4) NOTIFY YOU THAT WITHIN SEVEN DAYS FOLLOWING THE SUBSCRIPTION DATE (I.E., BY 7 FEBRUARY 2014) THE COMPANY WILL APPOINT A TRUSTEE TO ACT ON BEHALF OF THE HOLDERS OF ANY OUTSTANDING SUBSCRIPTION SHARES AND, IF IN THE TRUSTEE'S OPINION IT WOULD BE BENEFICIAL, TO EXERCISE THE UNEXERCISED SUBSCRIPTION RIGHTS AND MAKE A PAYMENT TO SUCH HOLDERS.**

## Introduction

This notice is sent to you as a registered holder of subscription shares of 1 pence each in the Company (the "Subscription Shares") to remind you that you have the right (the "Subscription Right") (but not the obligation) to subscribe in cash for ordinary shares of 25 pence each in the Company (the "Ordinary Shares") on 31 January 2014 (the "Subscription Date") at a subscription price of 100 pence per share (the "Subscription Price").

Each Subscription Share confers a Subscription Right to subscribe for one Ordinary Share, by giving notice to the Company during the period from 1 January 2014 to 5.00pm on 30 January 2014 and upon payment in full of the Subscription Price.

**THE DECISION AS TO WHETHER TO EXERCISE YOUR SUBSCRIPTION RIGHTS SHOULD, WE RECOMMEND, BE TAKEN ON THE BASIS OF INDEPENDENT FINANCIAL ADVICE AND WE WOULD THEREFORE RECOMMEND STRONGLY THAT YOU TAKE SUCH ADVICE. THE DIRECTORS CAN MAKE NO RECOMMENDATION AS TO WHETHER YOU SHOULD EXERCISE YOUR SUBSCRIPTION RIGHTS.**

To the extent that you do not exercise your Subscription Rights on the Subscription Date, you will have **no** further opportunity to do so. Your right to exercise your Subscription Rights will lapse at 5.00pm on 30 January 2014 (being the Business Day immediately preceding the Subscription Date of 31 January 2014). For the purposes of this document, "Business Day" means a day (excluding Saturdays, Sundays and public holidays) on which banks in England are open for business.

In such circumstances, the Company will (as described under "Appointment of a Trustee" below), within seven days following the Subscription Date (i.e., by 7 February 2014), appoint a trustee (the "Subscription Trustee") to exercise any outstanding Subscription Rights and sell in the market the Ordinary Shares resulting from such exercise, and distribute pro rata any sale proceeds less any costs in accordance with the Company's articles of association.

The Company will request that the UK Listing Authority suspend the listing of the Subscription Shares from 7.30am on 3 February 2014, following the passing of the Subscription Date, with the listing to be cancelled in due course.

## Financial information

For your information, as at close of business on 13 December 2013 (the latest practicable date prior to the printing of this notice), the market price of the Ordinary Shares was 138.50 pence each and the market price of the Subscription Shares was 37.88 pence each.

The mid-market closing prices of the Ordinary Shares and Subscription Shares on the first dealing day of each of the last twelve months are set out below.

	<b>Ordinary Share price (in pence, Sterling)</b>	<b>Subscription Share price (in pence, Sterling)</b>
2 December 2013	141.50	41.25
1 November 2013	145.63	42.00
1 October 2013	143.50	40.38
2 September 2013	142.50	39.00
1 August 2013	154.00	47.50
1 July 2013	147.00	37.25
3 June 2013	146.00	42.25
1 May 2013	152.25	42.50
2 April 2013	143.25	37.00
1 March 2013	132.00	30.25
1 February 2013	134.00	28.00
2 January 2013	123.50	18.25

Subscription Shareholders should be aware that the market price of Ordinary Shares and Subscription Shares may go up or down depending on market and economic conditions.

The unaudited net asset value ("**NAV**") per Ordinary Share is calculated by Polar Capital LLP daily on both a fully diluted\* and undiluted basis and released on the next working day to the London Stock Exchange. Such calculations are notified daily through a regulatory information service and are available on the Company's website. Such NAV is determined in accordance with the Association of Investment Companies' valuation guidelines and applicable accounting standards.

Publicly traded securities are valued by reference to their bid prices on the relevant exchange.

The audited NAV per Ordinary Share as at each of the Company's year ends at 30 September is included in the Company's annual report and accounts published in December each year; the Company's most recent annual accounts were published on 5 December 2012 and the annual accounts for the year ended 30 September 2013 are expected to be published on 18 December 2013.

The most recently published unaudited NAV per Ordinary Share (cum income) as at 12 December 2013 (announced to the London Stock Exchange on 13 December 2013 (the latest practicable date prior to the printing of this notice)) and the audited NAV per Ordinary Share (Cum income) as at 30 September 2013 was:

	<b>12 December 2013</b>	<b>30 September 2013</b>
Basic (undiluted)	151.38 pence	148.54 pence
Diluted*	143.92 pence	141.50 pence

\* Assuming full conversion of Subscription Shares into new Ordinary Shares.

Copies of all annual accounts, interim accounts and regulatory announcements can be found on the Company's website [www.polarcapitalhealthcaretrust.com](http://www.polarcapitalhealthcaretrust.com)

## **Options available to holders of Subscription Shares**

As the right to subscribe for new Ordinary Shares at a price of 100 pence per share on 31 January 2014 is the sole opportunity to subscribe, holders of Subscription Shares should carefully consider the options available to them.

Three options are set out below.

### **Option 1: Exercise of Your Subscription Rights on 31 January 2014**

Subscription Shareholders who exercise their Subscription Rights on 31 January 2014 will be required to pay a fixed price of 100 pence per share to acquire Ordinary Shares (without incurring dealing costs or stamp duty as would typically be the case where Ordinary Shares are bought in the market).

Instructions for how to give notice to exercise your Subscription Rights are given below depending on the way in which you hold your Subscription shares.

The mid-market closing price at 13 December 2013 (the last practical date before the printing of this document) per Ordinary Share was 138.50 pence which compares with the unaudited NAV per Ordinary Share at 12 December 2013 (the latest practicable date prior to the printing of this notice), on a fully diluted basis\*, of 143.92 pence.

It follows that the exercise price of 100 pence represents a discount of 27.8 per cent. to the mid-market closing price of the Ordinary Shares at 13 December 2013 and a discount of 30.5 per cent. to the most recently published fully diluted NAV per Ordinary Share.

\*Assuming all outstanding Subscription Shares are converted to new Ordinary Shares as at 31 January 2014.

The Company intends to pay dividends on a quarterly basis in February, May, August and November in each year. Based on the Company's usual timetable for the declaration of dividends, the Subscription Date will fall before the record date relating to any dividend declared in January 2014, and the new Ordinary Shares will therefore qualify for the February dividend and any subsequent dividend declared following their issue.

## Option 1: Exercise of Your Subscription Rights on 31 January 2014 continued

A summary of the aggregate dividends paid by the Company over the last 3 years is set out below.

<b>Year Ended</b>	<b>Dividend paid in respect of the financial year/period</b>
30 September 2013	3.35p
30 September 2012	3.22p
30 September 2011*	3.46p*

\*Covers the period of 15 months from the commencement of trading on 15 June 2010 to 30 September 2011.

There is no guarantee or assurance that dividends paid in future will be at or near the levels set forth in the table above. The decision as to whether to pay a dividend, and if so, at what level, will be determined by the Directors at the appropriate time. Holders of Subscription Shares are reminded that they are strongly recommended to take independent advice, which should include consideration of the potential for future dividends.

Following the exercise of the Subscription Rights the relevant Subscription Shares will be cancelled and cannot be sold in the market.

## Option 2: Sell Your Subscription Shares prior to 31 January 2014

Holders of Subscription Shares may sell them in the market (rather than exercise them) should there be demand from investors (for example those wishing to accumulate a holding of new Ordinary Shares at a fixed price of 100 pence).

The following table illustrates the financial effect of the acquisition by a purchaser in the market of Subscription Shares and the subsequent exercise of Subscription Rights, applying the most recent figures as at 13 December 2013 (ignoring dealing costs and bid/offer spreads).

	<b>Capital (p)</b>
Current mid market value of a Subscription Share as shown above as at 13 December 2013	37.88
Subscription Price	100.00
Total Investment	137.88
Current market value of an Ordinary Share	138.50

The last date by which a holder of Subscription Shares must sell the Subscription Shares such that a purchaser is able to exercise the Subscription Rights is 24 January 2014.

## Option 3: Take no action

Holders of Subscription Shares could alternatively take no action, in which case their right to exercise their Subscription Rights will lapse. The Company will (as described below), within seven days following the Subscription Date (by 7 February 2014) appoint the Subscription Trustee to exercise unexercised Subscription Rights and sell in the market the Ordinary Shares resulting from such exercise; and the Trustee will then distribute pro rata the proceeds of any such sale less any costs in accordance with the Company's articles of association.

## Terms and conditions

The rights attaching to the Subscription Shares are described in Part V of the Company's prospectus dated 30 January 2012 (the "Prospectus"), a copy of which is available on the Company's website, [www.polarcapitalhealthcaretrust.co.uk](http://www.polarcapitalhealthcaretrust.co.uk), and are set out in the Company's articles of association.

## **Procedure for exercise of Subscription Rights**

The terms and conditions of the Subscription Shares allow for the Subscription Shares to be held in certificated form, in which case they are evidenced by a Subscription Share certificate, or in uncertificated form (i.e. in CREST), in accordance with the Uncertificated Securities Regulations, 2001. Accordingly, the procedure for exercising your Subscription Rights depends on whether your Subscription Shares are held in certificated form or uncertificated form. The procedures for each are set out in the schedules below.

**If your Subscription Shares are held in certificated form, please read the details in Schedule 1 below under the heading "Subscription Shares held in Certificated Form".**

**If your Subscription Shares are in uncertificated form, please read the details in Schedule 2 below under the heading "Subscription Shares held in Uncertificated Form".**

## **Admission to listing on the UKLA's official list and to trading on the London Stock Exchange plc's main market for listed securities**

Application will be made to the UK Listing Authority (the "UKLA") for all the Ordinary Shares issued pursuant to the exercise of the Subscription Rights to be admitted to the premium segment of the UKLA's official list. Application will also be made to the London Stock Exchange plc for those Ordinary Shares to be admitted to trading on the London Stock Exchange plc's main market for listed securities. The Company will use all reasonable endeavours to obtain such admission not later than 28 days after the Subscription Date.

## **Appointment of a Trustee**

The Company shall appoint a trustee (the "Subscription Trustee") who, provided that in such trustee's opinion the net proceeds of sale after deduction of all costs and expenses incurred by such trustee will exceed the costs of exercising the Subscription Rights, shall within the period of 14 days following the Subscription Date (by 14 February 2014), exercise Subscription Rights which shall not have been exercised on the terms on which the same could have been exercised on the Subscription Date and sell in the market the Ordinary Shares resulting from such exercise.

The Subscription Trustee shall distribute pro rata the proceeds of any such sale less the costs of exercising the Subscription Rights and any costs and expenses, to the persons entitled thereto at the risk of such persons within 56 days of the Subscription Date, provided that entitlements of under £5.00 shall be retained for the benefit of the Company. Holders of Subscription Shares should appreciate that the proceeds of sale may be less than the aggregate market price of such Shares.

## **Lapse of Subscription Rights, reclassification of Subscription Shares into Deferred Shares and redemption of Deferred Shares**

If the Subscription Trustee does not exercise the Subscription Rights within the period of 14 days following the Subscription Date (by 14 February 2014) as described above (and such trustee's decision in respect thereof shall, in the absence of unreasonableness, be final and binding on all holders of outstanding Subscription Shares) all Subscription Rights shall lapse.

Following the lapse of such Subscription Rights, the Company shall reclassify the corresponding Subscription Shares as Deferred Shares. Following such reclassification, the Company will redeem all or any of the Deferred Shares then in issue immediately at the registered office of the Company, at a price not exceeding 1 pence for all the Deferred Shares redeemed. This notice also constitutes notice to the holders of Subscription Shares of the Company's intention to do so.

## **Dividends**

Subscription Shares do not carry the right to receive dividends or other distributions declared, paid or made by the Company.

The Ordinary Shares resulting from the exercise of the Subscription Rights will rank *pari passu* with the Ordinary Shares then in issue (save for any dividends or other distributions declared, made or paid on the Ordinary Shares by reference to a record date prior to the Subscription Date).

The Company intends to pay dividends on a quarterly basis in February, May, August and November in each year. Based on the Company's usual timetable for the declaration of dividends, the Subscription Date will fall before the record date relating to any dividend declared in January 2014, and will therefore qualify for the February dividend and any subsequent dividend declared following their issue.

## **Taxation**

On the basis of the current United Kingdom tax legislation, the exercise of Subscription Rights will not constitute a disposal for the purposes of United Kingdom taxation on chargeable gains unless you nominate some other person to receive the Ordinary Shares arising from the exercise. Instead, these Ordinary Shares will be treated as the same asset as the Subscription Shares which they replace, and your base cost in each Ordinary Share arising from the exercise will be your base cost in the Subscription Share that it replaces plus the Subscription Price paid for the Ordinary Share.

If you received your Subscription Shares under the Company's initial placing and offer for subscription (rather than, for example, buying them in the market since), it is expected that your original base cost will have been apportioned between your Ordinary Shares and the Subscription Shares by reference to their respective market values on 15 June 2010, being the day that the Subscription Shares were admitted to trading on the main market of the London Stock Exchange. The respective market values of the Ordinary Shares and the Subscription Shares on that day were 101.0 pence and 14.875 pence.

A sale of Subscription Shares (or Ordinary Shares) in the market by a shareholder who is resident in the UK for tax purposes may give rise to a chargeable gain or an allowable loss for the purposes of UK taxation of chargeable gains or capital gains, depending on the shareholder's circumstances and subject to any available exemption or relief.

These statements are intended only as a general guide to the tax treatment of Subscription Shareholders resident in the United Kingdom for United Kingdom tax purposes on an exercise or sale of their Subscription Rights, based on current United Kingdom tax law and what is understood to be the current practice of HM Revenue & Customs, and they may not apply to certain shareholders.

For instance, investments held in ISAs will be free of United Kingdom tax on capital gains. If you are resident outside the United Kingdom or are in any doubt as to the potential tax or other consequences of exercising your Subscription Rights, you should consult your own professional adviser.

This notice is sent as a reminder of your right to elect to exercise your Subscription Rights in accordance with the terms and conditions of the Subscription Shares, as detailed in the Prospectus and the Company's articles of association. The information contained in this notice is a summary of, and is subject to, the terms and conditions of the Subscription Shares. It is not intended in any way to convey a recommendation by the Directors as to whether or not you should exercise that right. In this respect, if you require advice, you should contact an independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000.

Should you have any questions in relation to this Notice, please contact the Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom or call the Telephone helpline: 0871 384 2260. The helpline is open between 8.30am to 5.30pm, Monday to Friday. (Calls to this number are charged at 8p per minute (excluding VAT) plus network extras.) Callers from outside of the United Kingdom should use +44 121 415 7589; these calls will be charged at the applicable rate.

Yours faithfully

**James Robinson**  
**Chairman**

## SCHEDULE 1

### SUBSCRIPTION SHARES HELD IN CERTIFICATED FORM

For those who hold Subscription Shares in certificated form, the form of notice of exercise is set out on the reverse of the Subscription Share certificate ("**Notice of Exercise of Subscription Rights**").

If you wish to exercise your Subscription Rights, in whole or in part, on 31 January 2014 you should complete the Notice of Exercise of Subscription Rights on the reverse of your Subscription Share certificate and send it, together with your remittance for the relevant aggregate Subscription Price, to the Company's Registrar, Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA (the "**Registrar**"), so as to arrive at any time on or after 1 January 2014 but no later than 5.00pm on 30 January 2014.

Payment must be made by cheque or bankers' draft in Sterling drawn on a branch in the United Kingdom of a bank or building society and bear a UK bank sort code number in the top right hand corner. Cheques, which must be drawn on a personal account of the individual investor where they have sole or joint title to the funds, should be made payable to "Equiniti Limited re Polar Capital Global Healthcare Growth and Income Trust plc" and crossed "Not Negotiable, Account Payee". Third party cheques may not be accepted, with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the building society/bankers draft to such effect. The account name should be the same as that shown on the application. Once lodged, the Notice of Exercise of Subscription Rights cannot be withdrawn without the consent of the Directors. No receipts will be issued for Subscription Share certificates lodged with the Registrar.

Under the Money Laundering Regulations 2007, the Registrar may be required to check the identity of person(s) who convert in excess of the Sterling equivalent of Euro 15,000.00 of Ordinary Shares. The Registrar may therefore undertake electronic searches for the purposes of verifying identity. To do so, the Registrar may verify the details against the Subscription Shareholder's identity, but also may request further proof of identity. The Registrar reserves the right to withhold any entitlement (including any refund cheque) until such verification of identity is completed to its satisfaction.

If you wish the Ordinary Shares to be registered in a name different from that in which the Subscription Shares are registered, you should complete a Form of Nomination which is available from the Registrar.

If your Subscription Share certificate(s) has/have been lost, destroyed or defaced you should, without delay, notify the Registrar, at the above address, who will issue a form of indemnity for your completion. When completed, the form of indemnity must be lodged with the Registrar in the same manner as lodging a Notice of Exercise of Subscription Rights, as explained above.

The Ordinary Shares arising on the exercise of Subscription Rights will be allotted within 14 days of the Subscription Date (and with effect from the Subscription Date). The share certificates for the Ordinary Shares will be issued and despatched (at the risk of the person entitled thereto) not later than 28 days after the Subscription Date to the person in whose name the Subscription Shares are registered at the date of such exercise (and if more than one to the first named, which shall be sufficient despatch for all) or to such other persons (not being more than 4 in number) as may be named in the Form of Nomination together, if appropriate, with a fresh Subscription Share certificate in the name of the registered holder for any balance of his/her Subscription Rights remaining exercisable. Pending the issue of share certificates, transfer of Ordinary Shares will be certified against the register of members.

## SCHEDULE 2

### SUBSCRIPTION SHARES HELD IN UNCERTIFICATED FORM

If you are a registered holder of Subscription Shares held in uncertificated form (i.e. in CREST), you must follow the procedure outlined below in order to exercise your subscription rights:

- (a) An "Unmatched Stock Event" instruction ("**USE**") must be given as specified below no later than 11.00am on 30 January 2014. The USE, on its settlement, will have the effect of crediting a stock account of the Registrar, under the participant ID and member account ID specified at (c) below, with the number of Subscription Shares to be exercised (an "**Uncertificated Subscription Notice**").
- (b) You must ensure that the relevant aggregate Subscription Price payable on any exercise of the Subscription Rights conferred by your Subscription Shares is paid at any time on or after 1 January 2014 but no later than 11.00am on 30 January 2014 by means of an assured payment obligation in favour of the Registrar in accordance with the CREST assured payment arrangements.
- (c) For an Uncertificated Subscription Notice to be valid, the USE instruction must settle on or before 11.00am on 30 January 2014 (or such earlier deadline for the settlement of a USE instruction from time to time as determined by CREST), must comply with the requirements as to authentication and contents and must, in addition to the other information required for settlement in CREST, contain the following details:
  - the number of Subscription Shares in respect of which Subscription Rights are being exercised;
  - the participant ID of the holder of the Subscription Shares;
  - the member account ID of the holder of the Subscription Shares from which the Subscription Shares are to be debited;
  - the corporate action number (to be confirmed with Euroclear UK & Ireland before subscribing);
  - the intended settlement date (on or before 11.00am on 30 January 2014);
  - the Subscription Share ISIN: GB00B68VXC96
  - the participant ID of the Registrar: 5RA96; and
  - the member account ID of the Registrar: RA153201.

A CREST member who submits a valid Uncertificated Subscription Notice in accordance with the above procedures will thereby request that the Ordinary Shares to which he or she will become entitled be issued to him or her on the terms set out in Part V of the Prospectus and subject to the articles of association of the Company. Once received by the Registrar, the Uncertificated Subscription Notice shall be irrevocable, save with the consent of the Company's Directors.

The Ordinary Shares arising on the exercise of Subscription Rights will be issued in uncertificated form. The Registrar will, within 14 days of the Subscription Date, instruct Euroclear UK & Ireland to credit your appropriate stock account (being a stock account under the participant ID and member account ID specified in your Uncertificated Subscription Notice) with the Ordinary Shares issued to you. Subscription Shareholders should note that Euroclear UK & Ireland does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with the instruction and its settlement. It is the responsibility of each Subscription Shareholder to ensure that all necessary action is taken to settle on or before 11.00am on 30 January 2014. In this connection, CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the 'CREST Manual' concerning practical implications of the CREST system and timings.

Ordinary Shares issued pursuant to the exercise of Subscription Rights will be allotted within 14 days of the Subscription Date and with effect from that date (and not the date of the Uncertificated Subscription Notice). The Company shall procure that the Ordinary Shares can be credited in uncertificated form to the relevant account within CREST of the person(s) in whose name(s) the Subscription Shares have been exercised were registered, as at the date of such exercise or to such other person(s) (not being more than four in number) as may be named in an alternative properly authenticated dematerialised instruction.

The Directors reserve the right to treat as valid an Uncertificated Subscription Notice which is not in all aspects valid in accordance with the above or to accept an alternative instruction or notification from you in the event that, for reasons outside your control, you are unable to send an Uncertificated Subscription Notice to Euroclear in accordance with the above requirements.