

RUDOLF WOLFF INCOME FUND LIMITED

c/o Altree Fund Services Ltd.

Unit 2

St. James Court Flatts FL04

Bermuda

31 October 2024

Notice of Compulsory Redemption and Reorganization

Terms not otherwise defined herein shall have the meaning set out in Rudolf Wolff Income Fund Limited's (the "Company's") Bye-law (the "Bye-laws") and its Confidential Offering Memorandum dated February 2023 as may be amended from time to time (collectively the "Offering Documents").

As you are aware, the Company's sole assets consist of certain intercompany receivables (the "Receivables") and its investment in the Class A Shares (the "Tech Fund Shares") of the Rudolf Wolff Technology Fund (the "Tech Fund"), a segregated account of Rudolf Wolff Investments Limited (collectively the "Assets").

In determining the future of the Company, the Directors' have been cognizant of the need to ensure shareholder value. Pursuant to this analysis, the Directors have determined, given the nature of the Assets, that it makes little sense to maintain the Company as effectively a feeder fund to the Tech Fund given the duplication of structures, expenses and services. Rather it is in the best interest of Shareholders of the Company (the "Shareholders") to hold the Assets directly and without the Company acting as an intermediate entity.

As a result, the Directors have determined to contribute the Receivables to the Tech Fund in return for the Company receiving an economic equivalent amount of Tech Fund Shares (the "Contribution"). Following the Contribution, the Directors have determined it is in the best interest of Shareholders of the Company to compulsorily redeem all outstanding Shares of the Company and to transfer, as redemption proceeds, the Company's holding of Tech Fund Shares, pro rata to all Shareholders of the Company (the "Reorganization"). Following the Reorganization, Shareholders will become investors in the Tech Fund directly. The Reorganization will eliminate the duplication and costs of maintaining two separate structures whose underlying entitlement is to the same asset.

The Board of Directors of the Company, pursuant to the provisions of Bye-law 10(6) of the Company's Bye-laws, hereby gives you notice that it has determined to compulsorily redeem all of the issued and outstanding non-voting participating shares of the Company (the "Shares") with effect on the 30 November 2024 Dealing Day (the "Effective Date"). As redemption proceeds, pursuant to the powers set out in Bye-law 10(1)(d), the Company shall pay to each Shareholder of the Company, as of the Effective Date, in kind, their pro rata share of the net assets of the Company, being the Company's holdings of Tech Fund Shares (the "Compulsory Redemption"). Following the Compulsory Redemption, each holder of Shares will no longer be deemed to hold Shares and will instead automatically and without further action become a holder of Class A Shares of the Tech Fund. Ownership of Tech Fund Shares is book entry only and Shareholders of the Company will be provided, as soon as possible following the Effective Date, with a contract note indicating their ownership of Tech Fund Shares.

A copy of the Tech Fund offering memorandum setting out the rights of the Tech Shares may be found at <https://tinyurl.com/45kxx46>. Further it should be noted that as at the current date, redemptions of Tech Shares has been suspend pending realization of the underlying Tech Fund assets (the “Suspension”). It should be noted that notwithstanding the Suspension, the rights of Shareholders of the Company are not impacted by the Reorganization as the Company itself, as the holder of the Tech Fund Shares, is similarly constrained and unable to redeem the Tech Fund Shares and the Shares of the Company are themselves similarly suspended. As such all Shareholders of the Company, following the Reorganization, will have no lesser rights with respect to the Assets then exists as at the date hereof.

If you have any queries in relation to the above, please contact Chris Harkness at charkness@altreefinancial.com or at (441) 278-7610.

Yours faithfully

A handwritten signature in black ink, appearing to read 'P. Phelps', with a long horizontal flourish extending to the right.

Peter Phelps
Director

For and On Behalf of the Board of Directors of Rudolf Wolff Income Fund Limited