

**Third Point Offshore Investors Limited (the “Company”)**

(a closed-ended investment company incorporated with limited liability under the laws of Guernsey with registered number 47161)

**Non-Mainstream Pooled Investments and Notice of Extraordinary General Meeting**

**13 February 2014**

The Company notes the introduction of the Financial Conduct Authority’s (“FCA”) rules relating to the restrictions on the retail distribution of unregulated collective investment schemes and close substitutes which came into effect on 1 January 2014 (the “Non-Mainstream Pooled Investment Marketing Restrictions”). The effect of the Non-Mainstream Pooled Investment Marketing Restrictions is that so-called “non-mainstream pooled investments” cannot be recommended by independent financial advisers to ordinary UK retail investors.

The Company’s Shares will be excluded from the FCA’s definition of “non-mainstream pooled investment” and will therefore be outside the scope of the Non-Mainstream Pooled Investment Marketing Restrictions if the Company would qualify for approval as an investment trust if it were resident in the United Kingdom. The Company has taken advice on the conditions which would need to be met in order for it to so qualify and, subject to a minor amendment to the Company’s Articles of Incorporation (“Articles”), considers these conditions to be satisfied.

The Company therefore proposes to shareholders that they approve such minor amendment to its Articles so as to enable the Company’s Shares to continue to be recommended by independent financial advisers to ordinary UK retail investors (the “Proposal”). The Board of Directors believes that adoption of the changes outlined in the Proposal will aid in its continued efforts to maintaining the liquidity profile and the general marketability of the Company’s Shares.

A circular setting out the Proposal, which includes notice of an Extraordinary General Meeting for the approval of the Proposal (the “EGM”), will be sent to shareholders shortly and the EGM will be held at 10.30am on Wednesday 12 March 2014.

A copy of the circular will be submitted to the National Storage Mechanism and will shortly be available for inspection at: [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM) and will also be made available on the Company’s website ([www.thirdpointpublic.com](http://www.thirdpointpublic.com)).

Enquiries:

Company website: [www.thirdpointpublic.com](http://www.thirdpointpublic.com)

Andrew Maiden

Northern Trust International Fund Administration Services (Guernsey) Limited

Tel: +44 (0) 1481 745368

Email: [ARM7@ntrs.com](mailto:ARM7@ntrs.com)