

PIMCO Dynamic Credit Income Fund  
Form PRE 14A  
February 12, 2016

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**PIMCO Dynamic Credit Income Fund**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

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(4) Date Filed:



[ ], 2016

Dear Shareholder:

The Board of Trustees of PIMCO Dynamic Credit Income Fund (the Fund ) currently has eight members (the Continuing Trustees ), all of whom, with the exception of Craig A. Dawson, have served as Trustees of the Fund since its inception. Mr. Dawson, who is also a Managing Director and Head of Strategic Business Management at Pacific Management Investment Company LLC ( PIMCO or the Manager ), the Fund's investment manager, has served as a Trustee of the Fund since PIMCO assumed the role of the Fund's investment manager in 2014.

The Board has nominated incumbent Trustees Deborah A. DeCotis and John C. Maney (the Board Nominees ) for election as Trustees of the Fund at its upcoming annual shareholder meeting scheduled to be held on April 29, 2016.

This year, the Fund has once again received notice that, at the upcoming annual meeting, Ironsides Partners Special Situations Master Fund II L.P. (the Ironsides Fund and, together with Ironsides Partners LLC, the Ironsides Fund's investment adviser, Ironsides ), a shareholder of the Fund, intends to nominate non-incumbent candidates to serve as Trustees of the Fund (the Ironsides Candidates ). Currently, there are no Ironsides-nominated Trustees on the Board. As you may recall, last year Ironsides Partners Opportunity Master Fund L.P., also advised by Ironsides Partners LLC, similarly nominated its own candidates to serve as Trustees of the Fund. However, an overwhelming majority of shareholders voted against Ironsides' nominees and in favor of the Board-nominated incumbent Trustees. Similar to last year, if nominated, neither the Board nor PIMCO believes that the election of the Ironsides Candidates is in the best interests of the Fund. Furthermore, in addition to the Ironsides Fund's proposal to nominate its own candidates to the Board, the Ironsides Fund also notified the Fund of its proposal to terminate the Fund's current Investment Management Agreement, dated as of September 5, 2014, between the Fund and PIMCO (the Investment Management Agreement ). For the reasons outlined below, the Board does not believe that terminating the Investment Management Agreement is in the best interests of the Fund.

The Continuing Trustees recommend and request your support to elect the Board Nominees at the upcoming annual shareholder meeting. The Continuing Trustees believe that they are experienced and highly qualified fiduciaries who exercise strong fund governance practices. Six of the eight Continuing Trustees are not interested persons (within the meaning of Section 2(a)(19) of the Investment Company Act of 1940, as amended (the 1940 Act )) of the Fund or of PIMCO (the Independent Trustees ). In addition, because of their familiarity with the Manager and affiliated entities, the Fund's Trustees who are interested persons

(as defined in the 1940 Act) of the Fund ( Interested Trustees ), including Mr. Maney, serve as an important information resource for the Independent Trustees and as facilitators of communication with PIMCO and Allianz Asset Management of America L.P., PIMCO's U.S. parent company. The Continuing Trustees have significant current and past related industry experience, and have actively supported the interests of the Fund's shareholders. The Continuing Trustees include individuals with substantial professional accomplishments and prior experience in a variety of fields, as further detailed in the accompanying Proxy Statement. In addition, the Continuing Trustees bring diverse perspectives to Fund oversight. The Continuing Trustees and PIMCO believe that continuity of Board oversight and management of the Fund is in the best interests of shareholders and best enables the Fund to achieve its long-term investment goals.

If the Ironsides Fund properly submits a proposal to terminate the Investment Management Agreement with PIMCO (the Termination Proposal ) at the Meeting, the Continuing Trustees also recommend and request your support against such proposal.

The Continuing Trustees strongly believe that maintaining PIMCO as the Fund's investment manager is in the best interests of the Fund and its shareholders. The Continuing Trustees also believe that the Fund receives significant benefits from its continued investment advisory relationship with PIMCO and that the Fund would not receive the same benefits if the Investment Management Agreement was terminated.

PIMCO is a leading global investment management firm, with offices in 12 countries throughout North America, Europe and Asia. Founded in 1971, PIMCO has 45 years of experience in managing investments for institutional and individual investors around the world, across a wide range of investment vehicles, including closed-end funds, such as the Fund. PIMCO has one of the largest and deepest portfolio management and analytics teams in the industry. Furthermore, PIMCO is able to invest in top-notch financial talent, broad market coverage, in-house research and risk management and has access to trading desks, government and corporate issuers and policymakers around the world, all of which benefit the Fund and its shareholders. The Fund is currently led by a group of portfolio managers that have approximately 110 years of combined investment experience. In fact, in 2014, one of the Fund's portfolio managers, Dan Ivascyn, was elected Group Chief Investment Officer of PIMCO. Importantly, PIMCO continues to follow the same time-tested investment process in managing the Fund that has guided all PIMCO investment strategies for decades, including other PIMCO-managed closed-end funds. In addition, the Continuing Trustees believe that PIMCO offers the Fund an integrated set of high-quality investment management and administrative services under a single platform, which allows efficiencies and enhanced coordination among various investment management and administrative functions. Accordingly, the

Continuing Trustees believe that Fund shareholders strongly benefit from the investment management and administrative services that PIMCO provides to the Fund and the Fund should continue to retain PIMCO as its investment manager.

You may receive solicitation materials from Ironsides seeking your proxy to vote for the Ironsides Candidates as Trustees of the Fund and in favor of the Termination Proposal. **The Continuing Trustees strongly urge you not to vote for any Ironsides proposal and not to sign or return any proxy card that may be sent to you by Ironsides. The Continuing Trustees urge you to vote FOR electing the Board Nominees as Trustees of the Fund and AGAINST Ironsides Termination Proposal and to return the WHITE proxy card(s) provided by the Fund.**

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The Continuing Trustees thank you for your past support of the Board's nominees and PIMCO, and we hope for your continued support of the Board Nominees and PIMCO as investment manager at the upcoming annual shareholder meeting. If you have any questions about the upcoming meeting or if you need information or assistance regarding voting procedures, please call our proxy solicitation firm, D.F. King, toll free at 1-877-536-1558.

Sincerely yours,

Hans W. Kertess

Chairman of the Board, PIMCO Dynamic Credit Income Fund

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON APRIL 29, 2016

**PIMCO DYNAMIC CREDIT INCOME FUND**

**1633 Broadway**

**New York, New York 10019**

To the Shareholders of PIMCO Dynamic Credit Income Fund ( "PCI" or the "Fund" ):

Notice is hereby given that an Annual Meeting of Shareholders of the Fund (the "Meeting" ) will be held at the offices of Pacific Investment Management Company LLC ( "PIMCO" or the "Manager" ), at 1633 Broadway, between West 50<sup>th</sup> and West 51<sup>st</sup> Streets, 42<sup>nd</sup> Floor, New York, New York 10019, on Friday, April 29, 2016, with the Meeting to be held at 10:30 A.M., Eastern Time, for the following purposes, which are more fully described in the accompanying Proxy Statement:

1. To elect Trustees of the Fund, each to hold office for the term indicated and until his or her successor shall have been elected and qualified (Proposal I);
2. If properly submitted at the Meeting, to consider and vote on a proposal put forth by Ironsides Partners Special Situations Master Fund II L.P. to terminate the Investment Management Agreement, dated as of September 5, 2014, between the Fund and PIMCO (Proposal II); and

3. To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. The Board of Trustees of the Fund has fixed the close of business on February 26, 2016 as the record date for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof. The enclosed proxy is being solicited on behalf of the Board of Trustees of the Fund.

By order of the Board of Trustees of the Fund

Joshua D. Ratner  
Secretary

New York, New York

[ ], 2016



**It is important that your shares be represented at the Meeting in person or by proxy, no matter how many shares you own. If you do not expect to attend the Meeting, please complete, date, sign and return the enclosed proxy or proxies in the accompanying envelope, which requires no postage if mailed in the United States. Please mark and mail your proxy or proxies promptly in order to save any additional costs of further proxy solicitations and in order for the Meeting to be held as scheduled.**

**PIMCO DYNAMIC CREDIT INCOME FUND ( PCI )**

**1633 Broadway**

**New York, New York 10019**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 29, 2016**

This Proxy Statement and the Annual Report to Shareholders for the fiscal year ended June 30, 2015 are also available at [pimco.com/closedendfunds](http://pimco.com/closedendfunds).

**PROXY STATEMENT**

[            ], 2016

FOR THE ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON APRIL 29, 2016

**INTRODUCTION**

This Proxy Statement is furnished in connection with the solicitation by the Board of Trustees (the Board ) of the shareholders of PIMCO Dynamic Credit Income Fund ( PCI or the Fund ) of proxies to be voted at the Annual Meeting of Shareholders of the Fund and any adjournment(s) or postponement(s) thereof. The term Meeting is used throughout this Proxy Statement to refer to the Annual Meeting of Shareholders of the Fund. The Meeting will be held at the offices of Pacific Investment Management Company LLC ( PIMCO or the Manager ), at 1633 Broadway, between West 50<sup>th</sup> and West 51<sup>st</sup> Streets, 42<sup>nd</sup> Floor, New York, New York 10019, on Friday, April 29, 2016, with the Meeting to be held at 10:30 A.M., Eastern Time.

The Notice of Annual Meeting of Shareholders (the Notice ), this Proxy Statement and the enclosed proxy cards are first being sent to Shareholders on or about [            ], 2016.

The Meeting is scheduled as a meeting of the holders of all common shares of the Fund (the Shares ), which is the only class of shares of the Fund currently authorized or outstanding (the Shareholders ). With respect to the potential proposal to terminate the Fund s current Investment Management

Agreement, dated as of September 5, 2014, between the Fund and PIMCO (the Investment Management Agreement ), shareholders will vote only if such proposal is properly submitted by the Ironsides Fund at the Meeting. The Shareholders will vote on the proposals set forth herein (the Proposals ) and on any other matters that may properly be presented for vote by the Shareholders.

The Board has fixed the close of business on February 26, 2016 as the record date (the Record Date ) for the determination of Shareholders entitled to notice of, and to vote at, the Meeting. The Shareholders on the Record Date will be entitled to one vote per share on each matter to which they are entitled to vote and that is to be voted on by Shareholders, and a fractional vote with respect to fractional shares, with no cumulative voting rights in the election of Trustees. There were [ ] shares of common stock (the Shares ) issued and outstanding of the Fund at the close of business on the Record Date.

The Board has nominated Deborah A. DeCotis and John C. Maney, each of whom currently serves as a Trustee of the Fund, for election as Trustees of the Fund (the Board Nominees ). The Board currently has eight members, each of whom qualifies as a Continuing Trustee (as described below) under the Fund's Amended and Restated Agreement and Declaration of Trust. With the exception of Mr. Dawson, each Continuing Trustee has served as a Trustee of the Fund since its inception. Mr. Dawson, who is also a Managing Director and Head of Strategic Business Management at PIMCO, has served as a Trustee of the Fund since PIMCO assumed the role of the Fund's investment manager in 2014. In connection with the Board's nomination process for the Meeting, all of the current Trustees voted in favor of the nominations of all Board Nominees standing for election.

Ironsides Partners Special Situations Master Fund II L.P. (the Ironsides Fund ), a shareholder of the Fund, has given the Fund notice (the Ironsides Notice ) of its intent to nominate and solicit support at the upcoming Meeting to elect Robert C. Knapp and Richard W. Cohen (collectively, the Ironsides Candidates ) as Trustees of the Fund and a proposal to terminate the Investment Management Agreement. If nominated, neither the Board nor PIMCO believes that the election of the Ironsides Candidates is in the best interests of the Fund. Furthermore, for the reasons outlined below, the Board does not believe that terminating the Investment Management Agreement is in the best interests of the Fund.

The Continuing Trustees recommend and request your support to elect the Board Nominees at the upcoming annual shareholder meeting. The Continuing Trustees believe that they are experienced and highly qualified fiduciaries who exercise strong fund governance practices. Six of the eight Continuing Trustees are not interested persons (within the meaning of Section 2(a)(19) of the

Investment Company Act of 1940, as amended (the 1940 Act ) of the Fund or of PIMCO (the Independent Trustees ). In addition, because of their familiarity with the Manager and affiliated entities, the Fund s Trustees who are interested persons (as defined in the 1940 Act) of the Fund ( Interested Trustees ), including Mr. Maney, serve as an important information resource for the Independent Trustees and as facilitators of communication with PIMCO and Allianz Asset Management of America L.P., PIMCO s U.S. parent company. The Continuing Trustees have significant current and past related industry experience, and have actively supported the interests of the Fund s shareholders. The Continuing Trustees include individuals with substantial professional accomplishments and prior experience in a variety of fields, as further detailed below. In addition, the Continuing Trustees bring diverse perspectives to Fund oversight. The Continuing Trustees and PIMCO believe that continuity of Board oversight and management of the Fund is in the best interests of shareholders and best enables the Fund to achieve its long-term investment goals.

The Shareholders of the Fund, voting as a single class, have the right to vote on the election of Deborah A. DeCotis and John C. Maney as Trustees of the Fund. As summarized in the table below:

**Summary**

Proposal	Common Shareholders
<b>Election of Trustees</b>	
<i>Interested Trustee/Board Nominee*</i>	
Election of John C. Maney**	ü
<i>Independent Trustee/Board Nominee***</i>	
Election of Deborah A. DeCotis**	ü

\* Mr. Maney is an Interested Trustee of the Fund due to his affiliation with PIMCO and its affiliates.

\*\* Ms. DeCotis and Mr. Maney were both elected by the Fund s initial shareholder in connection with the Fund s launch in January 2013; however, the Meeting will be the first annual shareholder meeting at which they will have been nominated for election by shareholders.

\*\*\* Independent Trustees or Independent Board Nominees are those Trustees or Board Nominees who are not interested persons, as defined in the 1940 Act, of the Fund.

If the Ironsides Fund properly submits a proposal to terminate the Investment Management Agreement with PIMCO (the Termination Proposal ) at the Meeting, the Continuing Trustees also recommend and request your support against such proposal.

The Board strongly believes that maintaining PIMCO as the Fund's investment manager is in the best interests of the Fund and its shareholders. The Board also believes that the Fund receives significant benefits from its continued investment advisory relationship with PIMCO and that the Fund would not receive the same benefits if the Investment Management Agreement was terminated.

PIMCO is a leading global investment management firm, with offices in 12 countries throughout North America, Europe and Asia. Founded in 1971, PIMCO has 45 years of experience in managing investments for institutional and individual investors around the world, across a wide range of investment vehicles, including closed-end funds, such as the Fund. PIMCO has one of the largest and deepest portfolio management and analytics teams in the industry. Furthermore, PIMCO is able to invest in top-notch financial talent, broad market coverage, in-house research and risk management and has access to trading desks, government and corporate issuers and policymakers around the world, all of which benefit the Fund and its shareholders. The Fund is currently led by a group of portfolio managers that have approximately 110 years of combined investment experience. In fact, in 2014, one of the Fund's portfolio managers, Dan Ivascyn, was elected Group Chief Investment Officer of PIMCO. Importantly, PIMCO continues to follow the same time-tested investment process in managing the Fund that has guided all PIMCO investment strategies for decades, including other PIMCO-managed closed-end funds. In addition, the Board believes that PIMCO offers the Fund an integrated set of high-quality investment management and administrative services under a single platform, which allows efficiencies and enhanced coordination among various investment management and administrative functions. Accordingly, the Continuing Trustees believe that Fund shareholders strongly benefit from the investment management and administrative services that PIMCO provides to the Fund and the Fund should continue to retain PIMCO as its investment manager.

The Shareholders of the Fund, voting as a single class, have the right to consider and vote on the Termination Proposal only if such Proposal is properly submitted by the Ironsides Fund at the Meeting.

**The Continuing Trustees strongly urge you not to vote for any Ironsides proposal and not to sign or return any proxy card that may be sent to you by Ironsides. The Continuing Trustees urge you to vote FOR electing the Board Nominees as Trustees of the Fund and AGAINST Ironsides' Termination Proposal and to return the WHITE proxy card(s) provided by the Fund.**

You may vote by mail by returning a properly executed proxy card, by internet by going to the website listed on the proxy card, by telephone using the toll-free number listed on the proxy card, or in person by attending the Meeting. Shares represented by duly executed and timely delivered proxies will be voted as instructed on the proxy. If you execute and mail the enclosed proxy and no choice is indicated for the election of Trustees listed in the attached Notice or with respect to the Termination Proposal, your proxy will be voted in favor of the election of all Board Nominees and against the Termination Proposal. At any time before it has been voted, your proxy may be revoked in one of the following ways: (i) by timely delivering a signed, written letter of revocation to the Secretary of the Fund at 1633 Broadway, New York, New York 10019, (ii) by properly executing and timely submitting a later-dated proxy vote, or (iii) by attending the Meeting and voting in person. Please call our proxy solicitation firm, D.F. King, toll free, at 1-877-536-1558 for information on how to obtain directions to be able to attend the Meeting and vote in person or for information or assistance regarding how to vote by telephone, mail or by internet. If any proposal, other than the Proposals set forth herein, properly comes before the Meeting, the persons named as proxies will vote in their sole discretion.

The principal executive offices of the Fund are located at 1633 Broadway, New York, New York 10019. PIMCO serves as the investment manager of the Fund. Additional information regarding the Manager may be found under [Additional Information](#) [Investment Manager](#) below.

The solicitation will be primarily by mail and by telephone and the cost of soliciting proxies for the Fund will be borne by PIMCO. Certain officers of the Fund and certain officers and employees of the Manager or its affiliates (none of whom will receive additional compensation therefor) may solicit proxies by telephone, mail, e-mail and personal interviews. In addition, D. F. King has been engaged to assist in the solicitation of proxies for a fee of approximately \$[ ], although the actual costs of the solicitation may be higher. Any out-of-pocket expenses incurred in connection with the solicitation will be borne by PIMCO.

Unless the Fund receives contrary instructions, only one copy of this Proxy Statement will be mailed to a given address where two or more Shareholders share that address and also share the same surname. Additional copies of the Proxy Statement will be delivered promptly upon request. Requests may be sent to the Secretary of the Fund c/o Pacific Investment Management Company LLC, 1633 Broadway, New York, New York 10019, or by calling 1-877-536-1558 on any business day.

[As of the Record Date, the Trustees, Board Nominees and the officers of the Fund as a group and individually beneficially owned less than one percent (1%) of the Fund's outstanding Shares. To the knowledge of the Fund, no person beneficially owned more than five percent (5%) of the outstanding Shares of the Fund.]

**PROPOSAL I: ELECTION OF TRUSTEES**

In accordance with the Fund's Amended and Restated Agreement and Declaration of Trust (the Declaration), the Trustees have been divided into the following three classes (each, a Class): Class I, Class II and Class III. The Fund's Nominating Committee has nominated Deborah A. DeCotis and John C. Maney (the Board Nominees) for election as Trustees by Shareholders of the Fund.

The term of office of the Class III Trustees will expire at the Meeting; the term of office of the Class I Trustees will expire at the annual meeting of Shareholders held during the 2016-2017 fiscal year (*i.e.*, the annual meeting held during the fiscal year running from July 1, 2016 through June 30, 2017 (for information on the Fund's recent change in fiscal year, see Additional Information Independent Registered Public Accounting Firm)); and the term of office of the Class II Trustees will expire at the annual meeting of Shareholders held during the 2017-2018 fiscal year (*i.e.*, the annual meeting held during the fiscal year running from July 1, 2017 through June 30, 2018). Currently Ms. Deborah A. DeCotis and Mr. John C. Maney are Class III Trustees. The Nominating Committee has recommended to the Board that Ms. DeCotis and Mr. Maney be nominated for election by the Common Shareholders as Class III Trustees at the Meeting. Consistent with the Declaration, if elected, the Board Nominees shall hold office for terms coinciding with the Classes of Trustees to which they have been designated. Therefore, if elected at the Meeting, Ms. DeCotis and Mr. Maney will serve terms consistent with the Class III Trustees, which will expire at the Fund's annual meeting of Shareholders held during the 2018-2019 fiscal year (*i.e.*, the annual meeting held during the fiscal year running from July 1, 2018 through June 30, 2019).

All members of the Board are and will remain, if elected, Continuing Trustees, as such term is defined in the Declaration of the Fund, having either served as Trustee since the inception of the Fund or for thirty-six months, or having been nominated by at least a majority of the Continuing Trustees then members of the Board.

At any annual meeting of Shareholders, any Trustee elected to fill a vacancy that has arisen since the preceding annual meeting of Shareholders (whether or not such vacancy has been filled by election of a new Trustee by the Board) shall hold office for a term that coincides with the term (or any remaining term) of the Class of Trustees to which such office was previously assigned, if such vacancy arose other than by an increase in the number of Trustees, and until his or her successor shall be elected and shall qualify. In the event such vacancy arose due to an increase in the number of Trustees, any Trustee so elected to fill such

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vacancy at an annual meeting shall hold office for a term which coincides with that of the Class of Trustee to which such office has been apportioned and until his or her successor shall be elected and shall qualify.

The following table summarizes the Board Nominees who will stand for election at the Meeting, the respective Classes of Trustees to which they have been designated and the expiration of their respective terms if elected:

<b>Trustee/Board Nominee</b>	<b>Class</b>	<b>Expiration of Term if Elected*</b>
Deborah A. DeCotis	Class III	Annual Meeting held during the 2018-2019 fiscal year
John C. Maney	Class III	Annual Meeting held during the 2018-2019 fiscal year

\* A Trustee elected at an annual meeting shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Under this classified Board structure, generally only those Trustees in a single Class may be replaced in any one year, and it would require a minimum of two years to change a majority of the Board under normal circumstances. This structure, which may be regarded as an anti-takeover provision, may make it more difficult for the Fund's Shareholders to change the majority of Trustees of the Fund and, thus, promotes the continuity of management.

Unless authority is withheld, it is the intention of the persons named in the enclosed proxy to vote each proxy for the persons listed above. Each of the Board Nominees has indicated he or she will serve if elected, but if he or she should be unable to serve for the Fund, the proxy holders may vote in favor of such substitute nominee as the Board may designate (or, alternatively, the Board may determine to save a vacancy).

As discussed above, we have received notice that, at the upcoming annual meeting, Ironsides, a shareholder of the Fund, intends to nominate non-incumbent candidates to serve as Trustees of the Fund. Currently, there are no Ironsides-nominated Trustees on the Board. If nominated, neither the Board nor PIMCO believes that the election of the Ironsides Candidates is in the best interests of the Fund. As you may recall, last year Ironsides similarly nominated its own candidates to serve as Trustees of the Fund. An overwhelming majority of shareholders voted against Ironsides' nominees and in favor of the Board's nominees.

The Continuing Trustees recommend and request your support to elect the Board Nominees at the upcoming annual shareholder meeting. The Continuing Trustees believe that they are experienced and highly qualified fiduciaries who exercise strong fund governance practices. Six of the eight Continuing Trustees



are Independent Trustees. In addition, because of their familiarity with the Manager and affiliated entities, the Fund's Interested Trustees, including Mr. Maney, serve as an important information resource for the Independent Trustees and as facilitators of communication with PIMCO and Allianz Asset Management of America L.P., PIMCO's U.S. parent company. The Continuing Trustees have significant current and past related industry experience, and have actively supported the interests of the Fund's shareholders. The Continuing Trustees include individuals with substantial professional accomplishments and prior experience in a variety of fields, as further detailed below. In addition, the Continuing Trustees bring diverse perspectives to Fund oversight. The Continuing Trustees and PIMCO believe that continuity of Board oversight and management of the Fund is in the best interests of shareholders and best enables the Fund to achieve its long-term investment goals.

You may receive solicitation materials from Ironsides seeking your proxy to vote for the Ironsides Candidates as Trustees of the Fund. **The Continuing Trustees strongly urge you not to vote for any Ironsides Candidates and not to sign or return any proxy card that may be sent to you by Ironsides. The Continuing Trustees urge you to vote FOR electing the Board Nominees as Trustees of the Fund and to return the WHITE proxy card(s) provided by the Fund.**

#### **Trustees and Officers**

The business of the Fund is managed under the direction of the Board. Subject to the provisions of the Fund's Declaration, its Bylaws and applicable state law, the Trustees have all powers necessary and convenient to carry out their responsibilities, including the election and removal of the Fund's officers.

**Board Leadership Structure** Currently, and assuming the Board Nominees are elected as proposed, the Board consists and will continue to consist of eight Trustees, six of whom are Independent Trustees. An Independent Trustee serves as Chairman of the Trustees and is selected by a vote of the majority of the Independent Trustees. The Chairman presides at meetings of the Board and acts as a liaison with service providers, officers, attorneys and other Trustees generally between meetings, and performs such other functions as may be requested by the Board from time to time.

The Board meets regularly four times each year to discuss and consider matters concerning the Fund, and also holds special meetings to address matters arising between regular meetings. The Independent Trustees regularly meet outside the presence of management and are advised by independent legal counsel. Regular meetings generally take place in-person; other meetings may take place in-person or by telephone.

The Board has established four standing Committees to facilitate oversight of the management of the Fund: the Audit Oversight Committee, the Nominating Committee, the Valuation Oversight Committee and the Compensation Committee. The functions and role of each Committee are described below under Board Committees and Meetings. The membership of each Committee consists of all of the Independent Trustees, which the Board believes allows them to participate in the full range of the Board's oversight duties.

The Board reviews its leadership structure periodically and has determined that this leadership structure, including an Independent Chairman, a supermajority of Independent Trustees and Committee membership limited to Independent Trustees, is appropriate in light of the characteristics and circumstances of the Fund. In reaching this conclusion, the Board considered, among other things, the predominant role of the Manager in the day-to-day management of Fund affairs, the extent to which the work of the Board is conducted through the Committees, the number of portfolios overseen by the Board that are advised by the Manager or have an investment adviser that is an affiliated person of the Manager (the Fund Complex), the variety of asset classes those portfolios include, the assets of the Fund and other portfolios overseen by the Board in the Fund Complex and the management and other service arrangements of the Fund and such other portfolios. The Board also believes that its structure, including the presence of two Trustees who are executives with the Manager or Manager-affiliated entities, facilitates an efficient flow of information concerning the management of the Fund to the Independent Trustees.

**Risk Oversight** The Fund has retained the Manager to provide investment advisory services and administrative services. Accordingly, the Manager is immediately responsible for the management of risks that may arise from Fund investments and operations. Some employees of the Manager serve as the Fund's officers, including the Fund's principal executive officer and principal financial and accounting officer, chief compliance officer and chief legal officer. The Manager and the Fund's other service providers have adopted policies, processes and procedures to identify, assess and manage different types of risks associated with the Fund's activities. The Board oversees the performance of these functions by the Manager and the Fund's other service providers, both directly and through the Committee structure it has established. The Board receives from the Manager a wide range of reports, both on a regular and as-needed basis, relating to the Fund's activities and to the actual and potential risks of the Fund. These include reports on investment and market risks, custody and valuation of Fund assets, compliance with applicable laws, and the Fund's financial accounting and reporting. In addition, the Board meets periodically with the individual portfolio managers of the Fund or their delegates to receive reports regarding the portfolio management of the Fund and their performance,

including their investment risks. In the course of these meetings and discussions with the Manager, the Board has emphasized the importance of maintaining vigorous risk-management programs and procedures.

In addition, the Board has appointed a Chief Compliance Officer ( CCO ). The CCO oversees the development of compliance policies and procedures that are reasonably designed to minimize the risk of violations of the federal securities laws ( Compliance Policies ). The CCO reports directly to the Independent Trustees, interacts with individuals within the Manager s organization and provides presentations to the Board at its quarterly meetings and an annual report on the application of the Compliance Policies. The Board periodically discusses relevant risks affecting the Fund with the CCO at these meetings. The Board has approved the Compliance Policies and reviews the CCO s reports. Further, the Board annually reviews the sufficiency of the Compliance Policies, as well as the appointment and compensation of the CCO.

The Board recognizes that the reports it receives concerning risk management matters are, by their nature, typically summaries of the relevant information. Moreover, the Board recognizes that not all risks that may affect the Fund can be identified in advance; that it may not be practical or cost-effective to eliminate or mitigate certain risks; that it may be necessary to bear certain risks (such as investment-related risks) in seeking to achieve the Fund s investment objectives; and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness.

**Information Regarding Trustees and Board Nominees.**

The following table provides information concerning the Trustees/Board Nominees of the Fund.

Name, Address, Year of Birth and Class*	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Board Nominee	Other Directorships Held by Trustee/ Board Nominee During the Past 5 Years
<b>Independent Trustees</b>					
Hans W. Kertess 1939 Class I	Chairman of the Board, Trustee	Since 2013	President, H. Kertess & Co., a financial advisory company; and Senior Adviser (formerly Managing Director), Royal Bank of Canada Capital Markets (since 2004).	91	None

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Name, Address, Year of Birth and Class*	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Board Nominee	Other Directorships Held by Trustee/ Board Nominee During the Past 5 Years
Deborah A. DeCotis 1952 Class III	Trustee, Board Nominee	Since 2013	Advisory Director, Morgan Stanley & Co., Inc. (since 1996); Member, Circle Financial Group (since 2009); and Member, Council on Foreign Relations (since 2013). Formerly, Co-Chair Special Projects Committee, Memorial Sloan Kettering (2005-2015); Trustee, Stanford University (2010- 2015); Director, Helena Rubenstein Foundation (1997-2010); Principal, LaLoop LLC, a retail accessories company (1999-2014); and Director, Armor Holdings (2002-2010).	91	None

Name, Address, Year of Birth and Class*	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Board Nominee	Other Directorships Held by Trustee/ Board Nominee During the Past 5 Years
Bradford K. Gallagher 1944 Class II	Trustee	Since 2013	Retired. Founder, Spyglass Investments LLC, a private investment vehicle (since 2001). Formerly, Partner, New Technology Ventures Capital Management LLC, a venture capital fund (2011-2013); Chairman and Trustee, Atlantic Maritime Heritage Foundation (2007-2012); Founder, President and CEO, Cypress Holding Company and Cypress Tree Investment Management Company (1995-2001); and Chairman and Trustee, The Common Fund (2005-2014).	91	Formerly, Chairman and Trustee of Grail Advisors ETF Trust (2009-2010) and Trustee of Nicholas-Applegate Institutional Funds (2007-2010).

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Name, Address, Year of Birth and Class*	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Board Nominee	Other Directorships Held by Trustee/ Board Nominee During the Past 5 Years
James A. Jacobson 1945 Class II	Trustee	Since 2013	Retired. Trustee (since 2002) and Chairman of Investment Committee (since 2007), Ronald McDonald House of New York. Formerly, Vice Chairman and Managing Director, Spear, Leeds & Kellogg Specialists, LLC, a specialist firm on the New York Stock Exchange (2003-2008).	91	Trustee, Alpine Mutual Funds Complex consisting of 18 funds.
William B. Ogden, IV 1945 Class I	Trustee	Since 2013	Retired. Formerly, Asset Management Industry Consultant; and Managing Director, Investment Banking Division of Citigroup Global Markets Inc.	91	None

Name, Address, Year of Birth and Class*	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Board Nominee	Other Directorships Held by Trustee/ Board Nominee During the Past 5 Years
Alan Rappaport 1953 Class I	Trustee	Since 2013	Advisory Director (formerly Vice Chairman), Roundtable Investment Partners (since 2009); Adjunct Professor, New York University Stern School of Business (since 2011); Lecturer, Stanford University Graduate School of Business (since 2013); Member of Board of Overseers, NYU Langone Medical Center (since 2015); and Director, Victory Capital Holdings, Inc., an asset management firm (since 2013). Formerly, Trustee, American Museum of Natural History (2005- 2015); Trustee, NYU Langone Medical Center (2007-2015); Vice Chairman, US Trust (formerly Chairman and President of Private Bank of Bank of America, the predecessor entity of US Trust) (2001-2008).	91	Director, Victory Capital Management

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Name, Address, Year of Birth and Class*	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Board Nominee	Other Directorships Held by Trustee/ Board Nominee During the Past 5 Years
<b>Interested Trustees</b>					
Craig A. Dawson**  1968  650 Newport Center Drive, Newport Beach, CA 92660	Trustee	Since 2014	Managing Director and Head of Strategic Business Management, PIMCO (since 2014); Director of a number of PIMCO's European investment vehicles and affiliates (since 2008). Formerly, head of PIMCO's Munich office and head of European Product management for PIMCO.	25	None
Class II					
John C. Maney***  1959  650 Newport Center Drive, Newport Beach, CA 92660	Trustee, Board Nominee	Since 2013	Managing Director of Allianz Asset Management of America L.P. (since January 2005) and a member of the Management Board and Chief Operating Officer of Allianz Asset Management of America L.P. (since November 2006). Formerly, Member of the Management Board of Allianz Global Investors Fund Management LLC (2007-2014) and Managing Director of Allianz Global Investors Fund Management LLC (2011-2014).	25	None
Class III					



- \* Unless otherwise indicated, the business address of the persons listed above is c/o Pacific Investment Management Company LLC, 1633 Broadway, New York, New York 10019.
- \*\* Mr. Dawson is an interested person of the Fund, as defined in Section 2(a)(19) of the 1940 Act, due to his affiliation with PIMCO and its affiliates.
- \*\*\* Mr. Maney is an interested person of the Fund, as defined in Section 2(a)(19) of the 1940 Act, due to his affiliation with Allianz Asset Management of America L.P. and its affiliates.

The following table states the dollar range of equity securities beneficially owned as of [ ] by each Trustee and Board Nominee of the Fund and, on an aggregate basis, of any registered investment companies overseen by the Trustees in the family of investment companies, including the Fund.

Name of Trustee/ Board Nominee*	Dollar Range of Equity Securities in the Fund*	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Trustee/ Board Nominee in the Family of Investment Companies*
<b>Independent Trustees/Board Nominees</b>		
Hans W. Kertess	[ ]	[ ]
Deborah A. DeCotis	[ ]	[ ]
Bradford K. Gallagher	[ ]	[ ]
James A. Jacobson	[ ]	[ ]
William B. Ogden, IV	[ ]	[ ]
Alan Rappaport	[ ]	[ ]
<b>Interested Trustees/ Board Nominees</b>		
John C. Maney	[ ]	[ ]
Craig A. Dawson	[ ]	[ ]

\* Securities are valued as of [ ].  
 [To the knowledge of the Fund, as of [ ], Trustees and Board Nominees who are Independent Trustees or Independent Board Nominees and their immediate family members did not own securities of an investment adviser or principal underwriter of the Fund or a person (other than a registered investment company) directly or indirectly controlling, controlled by, or under common control with an investment adviser or principal underwriter of the Fund.

Mr. Ogden owns a less than 1% limited liability company interest in PIMCO Global Credit Opportunity Onshore Fund LLC, a PIMCO-sponsored private investment vehicle.]

**Compensation.** Each of the Independent Trustees also serves as a trustee of PIMCO Municipal Income Fund, PIMCO California Municipal Income Fund, PIMCO New York Municipal Income Fund, PIMCO Municipal Income Fund II, PIMCO California Municipal Income Fund II, PIMCO New York Municipal Income Fund II, PIMCO Municipal Income Fund III, PIMCO California Municipal Income Fund III, PIMCO New York Municipal Income Fund III, PIMCO Corporate & Income Strategy Fund, PIMCO Corporate & Income Opportunity Fund, PIMCO High Income Fund, PIMCO Income Opportunity Fund, PIMCO Income Strategy Fund, PIMCO Income Strategy Fund II, PIMCO Global StocksPLUS® & Income Fund, PCM Fund, Inc., PIMCO Strategic Income Fund, Inc. and PIMCO Dynamic Income Fund, each a closed-end fund for which the Manager serves as investment manager (together with the Fund, the PIMCO Closed-End Funds), as well as PIMCO Managed Accounts Trust (PMAT), an open-end investment company with multiple series for which the Manager serves as investment adviser and administrator (together with the PIMCO Closed-End Funds, the PIMCO-Managed Funds).

In addition, each of the Independent Trustees also serves as a trustee of AllianzGI Diversified Income & Convertible Fund, AllianzGI Convertible & Income Fund, AllianzGI Convertible & Income Fund II, AllianzGI NFJ Dividend, Interest & Premium Strategy Fund, AllianzGI Equity & Convertible Income Fund, Allianz Funds, Allianz Funds Multi-Strategy Trust, AllianzGI Institutional Multi-Series Trust and Premier Multi-Series VIT (together, the Allianz-Managed Funds), for which Allianz Global Investors Fund Management LLC (AGIFM), an affiliate of PIMCO that served as the investment manager of the PIMCO-Managed Funds prior to the close of business on September 5, 2014 (see Additional Information Investment Manager below), serves as investment adviser. Subsequent to September 5, 2014, the Independent Trustees receive separate compensation from the Allianz-Managed Funds in addition to amounts received for service on the Boards of the PIMCO-Managed Funds.

As indicated below, certain of the officers of the Fund are affiliated with the Manager.

Prior to the close of business on September 5, 2014, including during certain of the periods covered in the table below, each of the PIMCO-Managed Funds and Allianz-Managed Funds held joint meetings of their Boards of Trustees whenever possible, and each Trustee, other than any Trustee who was a director, officer, partner or employee of the Manager, AGIFM or any entity controlling, controlled by or under common control with the Manager or AGIFM, received annual compensation of \$250,000 for service on the Boards of all of the PIMCO-Managed Funds and Allianz-Managed Funds, payable

quarterly. The Independent Chairman of the Boards received an additional \$75,000 per year, payable quarterly. The Audit Oversight Committee Chairman received an additional \$50,000 annually, payable quarterly. Trustees were also reimbursed for meeting-related expenses.

During periods prior to September 5, 2014, each Trustee's compensation and other costs in connection with joint meetings were allocated among the PIMCO-Managed Funds and Allianz-Managed Funds, as applicable, on the basis of fixed percentages as between such groups of Funds. Trustee compensation and other costs were then further allocated *pro rata* among the individual funds within each grouping based on the complexity of issues relating to each such fund and relative time spent by the Trustees in addressing them, and on each such fund's relative net assets.

Subsequent to September 5, 2014, in connection with a new investment management agreement between the PIMCO-Managed Funds and the Manager and the termination of the investment management agreement between the PIMCO-Managed Funds and AGIFM (see Additional Information Investment Manager below), each of the PIMCO-Managed Funds began holding, and are expected to continue to hold, joint meetings of their Boards of Trustees whenever possible, but will generally no longer hold joint meetings with the Allianz-Managed Funds. Under the new Board structure, each Independent Trustee currently receives annual compensation of \$225,000 for his or her service on the Boards of the PIMCO-Managed Funds, payable quarterly. The Independent Chairman of the Boards receives an additional \$75,000 per year, payable quarterly. The Audit Oversight Committee Chairman receives an additional \$50,000 annually, payable quarterly. Trustees are also reimbursed for meeting-related expenses.

Each Trustee's compensation for his or her service as a Trustee on the Boards of the PIMCO-Managed Funds and other costs in connection with joint meetings of such Funds are allocated among the PIMCO-Managed Funds, as applicable, on the basis of fixed percentages as between PMAT and PIMCO Closed-End Funds. Trustee compensation and other costs will then be further allocated *pro rata* among the individual funds within each grouping based on each such fund's relative net assets.

The Fund has no employees. The Fund's officers, Mr. Dawson and Mr. Maney are compensated by the Manager or its affiliates, as applicable.

The Trustees do not currently, nor did they prior to September 5, 2014, receive any pension or retirement benefits from the Fund or the Fund Complex.

The following table provides information concerning the compensation paid to the Trustees and Board Nominees for the fiscal years ended June 30, 2015<sup>1</sup> and December 31, 2014 for the Fund (for information on the Fund's recent change in fiscal year, see Additional Information Independent Registered Public Accounting Firm ). For the calendar year ended December 31, 2015, the Trustees received the compensation set forth in the table below for serving as Trustees of the Fund and other funds in the same Fund Complex as the Fund. Each officer and each Trustee who is a director, officer, partner, member or employee of the Manager, or of any entity controlling, controlled by or under common control with the Manager, including any Interested Trustee, serves without any compensation from the Fund.

### Compensation Table

Name of Trustee/Board Nominee	Aggregate Compensation from the Fund for the Fiscal Period January 1, 2015 through June 30, 2015	Aggregate Compensation from the Fund for the Fiscal Year Ended December 31, 2014	Total Compensation from the Fund and Fund Complex Paid to Trustees/Board Nominees for the Calendar Year Ended December 31, 2015*
<b><u>Independent Trustee/Board Nominee</u></b>			
Hans W. Kertess	\$ 31,180	\$ 43,916	\$ 525,000
Bradford K. Gallagher	\$ 23,385	\$ 33,396	\$ 450,000
James A. Jacobson	\$ 28,582	\$ 40,409	\$ 525,000
William B. Ogden, IV	\$ 23,385	\$ 33,396	\$ 450,000
Alan Rappaport	\$ 23,385	\$ 33,396	\$ 450,000
Deborah A. DeCotis	\$ 23,385	\$ 33,396	\$ 450,000
<b><u>Interested Trustee/Board Nominee</u></b>			
John C. Maney**	\$ 0	\$ 0	\$ 0
Craig A. Dawson**	\$ 0	\$ 0	\$ 0

<sup>1</sup> On December 16, 2014, the Board approved a change of the Fund's fiscal year end from December 31 to June 30. Information is provided for the stub period from January 1, 2015 through the Fund's new fiscal year end of June 30, 2015.

\* In addition to the PIMCO-Managed Funds, which are advised by the Manager, during the Fund's most recently completed calendar year, all of the Trustees (other than Messrs. Dawson and Maney) served as trustees of the Allianz-Managed Funds, which are managed by an affiliate of the Manager. The Allianz-Managed Funds and the PIMCO-Managed Funds are considered to be in the same Fund Complex. Beginning September 5, 2014, the Independent Trustees began receiving compensation separately.

from the PIMCO-Managed Funds and the Allianz-Managed Funds. Ms. DeCotis and Messrs. Kertess, Gallagher, Jacobson, Ogden and Rappaport currently serve as trustee or director of 91 funds in the Fund Complex. Mr. Maney and Mr. Dawson currently serve as trustee or director of 25 funds in the Fund Complex. For the calendar year ended December 31, 2015, amounts received by the Trustees from PIMCO-Managed Funds were: for Mr. Kertess, \$[300,000]; for Mr. Jacobson, \$[275,000]; for each of Messrs. Gallagher, Ogden, Rappaport and Ms. DeCotis, \$[225,000]. These amounts are included in the Fund Complex totals in the table above.

\*\* Mr. Dawson became a Trustee of the Fund effective at the close of business on September 5, 2014. Neither Mr. Dawson nor Mr. Maney receives compensation from the Fund.

**Trustee Qualifications** The Board has determined that each Trustee is qualified to serve as such based on several factors (none of which alone is decisive). Each Trustee, with the exception of Mr. Dawson, has served in such role since the Fund's inception in January 2013. Mr. Dawson, who is also a Managing Director and Head of Strategic Business Management at PIMCO, has served as a Trustee of the Fund since PIMCO assumed the role of the Fund's investment manager in September 2014. Accordingly, each Trustee is knowledgeable about the Fund's business and service provider arrangements, and, with the exception of Mr. Dawson, has also served for several years as trustee or director to a number of other investment companies advised by the Manager and its affiliates. Mr. Dawson has served for several years as trustee or director to a number of European investment vehicles and affiliates. Among the factors the Board considered when concluding that an individual is qualified to serve on the Board were the following: (i) the individual's business and professional experience and accomplishments; (ii) the individual's ability to work effectively with other members of the Board; (iii) the individual's prior experience, if any, serving on the boards of public companies (including, where relevant, other investment companies) and other complex enterprises and organizations; and (iv) how the individual's skills, experiences and attributes would contribute to an appropriate mix of relevant skills and experience on the Board.

In respect of each current Trustee, the individual's substantial professional accomplishments and prior experience, including, in some cases, in fields related to the operations of the Fund, were a significant factor in the determination by the Board that the individual is qualified to serve as a Trustee of the Fund. The following is a summary of various qualifications, experiences and skills of each Trustee (in addition to business experience during the past five years set forth in the table above) that contributed to the Board's conclusion that an individual is qualified to serve on the Board. References to qualifications, experiences and

skills are not intended to hold out the Board or individual Trustees as having any special expertise or experience, and shall not impose any greater responsibility or liability on any such person or on the Board by reason thereof.

**Hans W. Kertess** Mr. Kertess has substantial executive experience in the investment management industry. He is the president of a financial advisory company, H. Kertess & Co. and a Senior Adviser of Royal Bank of Canada Capital Markets, and formerly served as a Managing Director of Royal Bank of Canada Capital Markets. He has significant expertise in the investment banking industry.

**Craig A. Dawson** Mr. Dawson has substantial executive experience in the investment management industry. Mr. Dawson is a Managing Director at PIMCO and Head of Strategic Business Management. In that role he is in charge of guiding PIMCO's new business initiatives. Prior to taking on this position, Mr. Dawson was in charge of PIMCO's Munich office and head of European product management. Mr. Dawson also serves as a Director of a number of PIMCO's European investment vehicles and affiliates. Because of his familiarity with PIMCO and its affiliates, Mr. Dawson serves as an important information resource for the Independent Trustees and as a facilitator of communication with PIMCO.

**Deborah A. DeCotis** Ms. DeCotis has substantial senior executive experience in the investment banking industry, having served as a Managing Director for Morgan Stanley. She has extensive board experience and experience in oversight of investment management functions through her experience as a former Director of the Helena Rubenstein Foundation, Stanford Graduate School of Business and Armor Holdings.

**Bradford K. Gallagher** Mr. Gallagher has substantial executive and board experience in the financial services and investment management industries. He has served as director to several other investment companies. Having served on the Operating Committee of Fidelity Investments and as a Managing Director and President of Fidelity Investments Institutional Services Company, he provides the Fund with significant asset management industry expertise. He also brings significant securities industry experience, having served as a developer and founder of several enterprises and private investment vehicles.

**James A. Jacobson** Mr. Jacobson has substantial executive and board experience in the financial services industry. He served for more than 15 years as a senior executive at a New York Stock Exchange (the NYSE) specialist firm. He has also served on the NYSE Board of Directors, including terms as Vice Chair. As such, he provides significant expertise on matters relating to portfolio

brokerage and trade execution. He also provides the Fund with significant financial expertise, serves as the Audit Oversight Committee's Chair and has been determined by the Board to be an audit committee financial expert. He has expertise in investment company matters through his service as a trustee of another fund family.

**John C. Maney** Mr. Maney has substantial executive and board experience in the investment management industry. He has served in a variety of senior-level positions with investment advisory firms affiliated with the Manager. Because of his familiarity with the Manager and affiliated entities, he serves as an important information resource for the Independent Trustees and as a facilitator of communication with Allianz Asset Management of America L.P., PIMCO's U.S. parent company.

**William B. Ogden, IV** Mr. Ogden has substantial senior executive experience in the investment banking industry. He served as Managing Director at Citigroup, where he established and led the firm's efforts to raise capital for, and provide mergers and acquisition advisory services to, asset managers and investment advisers. He also has significant expertise with fund products through his senior-level responsibility for originating and underwriting a broad variety of such products.

**Alan Rappaport** Mr. Rappaport has substantial senior executive experience in the financial services industry. He formerly served as Chairman and President of the Private Bank of Bank of America and as Vice Chairman of U.S. Trust. He is currently an Advisory Director of an investment firm.

#### **Board Committees and Meetings.**

**Audit Oversight Committee.** The Board has established an Audit Oversight Committee in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Audit Oversight Committee currently consists of Messrs. Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. DeCotis, each of whom is an Independent Trustee. Mr. Jacobson is the Chairman of the Audit Oversight Committee. The Audit Oversight Committee provides oversight with respect to the internal and external accounting and auditing procedures of the Fund and, among other things, determines the selection of the independent registered public accounting firm for the Fund and considers the scope of the audit, approves all audit and permitted non-audit services proposed to be performed by those auditors on behalf of the Fund, and approves non-audit services to be performed by the auditors for certain affiliates, including the Manager and entities in a control relationship with the Manager that provide services to the Fund where the engagement relates directly

to the operations and financial reporting of the Fund. The Committee considers the possible effect of those services on the independence of the Fund's independent registered public accounting firm. Each member of the Audit Oversight Committee is independent, as independence for audit committee members is defined in the currently applicable listing standards of the NYSE, on which the Shares are listed.

The Board has adopted a written charter for its Audit Oversight Committee. A copy of the written charter for the Fund, as amended through September 5, 2014, is attached to this Proxy Statement as Exhibit A. A report of the Audit Oversight Committee of the Fund, dated August 20, 2015, is attached to this Proxy Statement as Exhibit C.

**Nominating Committee.** The Board has a Nominating Committee composed solely of Independent Trustees, currently consisting of Messrs. Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. DeCotis. The Nominating Committee is responsible for reviewing and recommending qualified candidates to the Board in the event that a position is vacated or created or when Trustees are to be nominated for election by shareholders. The Nominating Committee has adopted a charter, which is attached to this Proxy Statement as Exhibit B.

Each member of the Nominating Committee is independent, as independence for nominating committee members is defined in the currently applicable listing standards of the NYSE, on which the Shares are listed.

**Qualifications, Evaluation and Identification of Trustees/Nominees.** The Nominating Committee requires that Trustee candidates have a college degree or equivalent business experience. When evaluating candidates, the Nominating Committee may take into account a wide variety of factors including, but not limited to: (i) availability and commitment of a candidate to attend meetings and perform his or her responsibilities on the Board, (ii) relevant industry and related experience, (iii) educational background, (iv) ability, judgment and expertise and (v) overall diversity of the Board's composition. The process of identifying nominees involves the consideration of candidates recommended by one or more of the following sources: (i) the Fund's current Trustees, (ii) the Fund's officers, (iii) the Fund's investment adviser, (iv) shareholders of the Fund and (v) any other source the Committee deems to be appropriate. The Nominating Committee may, but is not required to, retain a third party search firm at the Fund's expense to identify potential candidates.

**Consideration of Candidates Recommended by Shareholders.** The Nominating Committee will review and consider nominees recommended by



Shareholders to serve as Trustees, provided that the recommending Shareholder follows the Procedures for Shareholders to Submit Nominee Candidates for the PIMCO Sponsored Closed-End Funds, which are set forth as Appendix B to the Fund's Nominating Committee Charter. Among other requirements, these procedures provide that the recommending Shareholder must submit any recommendation in writing to the Fund, to the attention of the Fund's Secretary, at the address of the principal executive offices of the Fund and that such submission must be received at such offices not less than 45 days nor more than 75 days prior to the date of the Board or shareholder meeting at which the nominee would be elected. Any recommendation must include certain biographical and other information regarding the candidate and the recommending Shareholder, and must include a written and signed consent of the candidate to be named as a nominee and to serve as a Trustee if elected. The foregoing description of the requirements is only a summary. Please refer to Appendix B to the Nominating Committee Charter for the Fund, which is attached to this Proxy Statement as Exhibit B for details.

The Nominating Committee has full discretion to reject nominees recommended by Shareholders, and there is no assurance that any such person properly recommended and considered by the Committee will be nominated for election to the Board.

**Diversity.** The Nominating Committee takes diversity of a particular nominee and overall diversity of the Board into account when considering and evaluating nominees for Trustee. While the Committee has not adopted a particular definition of diversity, when considering a nominee's and the Board's diversity, the Committee generally considers the manner in which each nominee's professional experience, education, expertise in matters that are relevant to the oversight of the Fund (*e.g.*, investment management, distribution, accounting, trading, compliance, legal), general leadership experience, and life experience are complementary and, as a whole, contribute to the ability of the Board to oversee the Fund.

**Valuation Oversight Committee.** The Board has established a Valuation Oversight Committee, which consists of Messrs. Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. DeCotis. Mr. Ogden is the Chair of the Valuation Oversight Committee. The Valuation Oversight Committee has been delegated responsibility by the Board for overseeing determination of the fair value of the Fund's portfolio securities and other assets on behalf of the Board in accordance with the Fund's valuation procedures. The Valuation Oversight Committee reviews and approves procedures for the fair valuation of the Fund's portfolio securities and periodically reviews information from the Manager regarding fair value determinations made pursuant to Board-approved procedures, and makes

related recommendations to the full Board and assists the full Board in resolving particular fair valuation and other valuation matters. In certain circumstances as specified in the Funds' valuation policies, the Valuation Oversight Committee of the Fund may also determine the fair value of portfolio holdings after consideration of all relevant factors, which determinations shall be reported to the full Board.

**Compensation Committee.** The Board has a Compensation Committee currently consisting of Messrs. Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. DeCotis. The Compensation Committee meets as the Board deems necessary to review and make recommendations regarding compensation payable to the Trustees of the Fund who are not directors, officers, partners or employees of the Manager or any entity controlling, controlled by or under common control with the Manager.

**Meetings.** During the fiscal year ended June 30, 2015<sup>2</sup>, the Board of Trustees held two regular meetings and five special meetings. The Audit Oversight Committee met in separate session once, the Nominating Committee did not meet in separate session, the Valuation Oversight Committee met in separate session twice and the Compensation Committee did not meet in separate session. Each Trustee attended in person or via teleconference at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served that were held during the fiscal year ended June 30, 2015.

During the fiscal year ended December 31, 2014, the Board of Trustees held four regular meetings and four special meetings. The Audit Oversight Committee met in separate session four times, the Nominating Committee met in separate session twice, the Valuation Oversight Committee met in separate session four times and the Compensation Committee met in separate session once. Each Trustee (other than Mr. Dawson, who was not a Trustee of the Fund prior to September 5, 2014) attended in person or via teleconference at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served that were held during the fiscal year ended December 31, 2014. Mr. Dawson attended at least 75% of the meetings of the Board between September 5, 2014, the date of his appointment as a Trustee, and December 31, 2014.

The Trustees generally do not attend the Fund's annual shareholder meetings.

<sup>2</sup> On December 16, 2014, the Board approved a change of the Fund's fiscal year end from December 31 to June 30. Information is provided for the stub period from January 1, 2015 through the Fund's new fiscal year end of June 30, 2015. For more information on the Fund's recent change in fiscal year, see Additional Information Independent Registered Public Accounting Firm.

**Shareholder Communications with the Board of Trustees.** The Board has adopted procedures by which Shareholders may send communications to the Board. Shareholders may mail written communications to the Board to the attention of the Board of Trustees, PIMCO Dynamic Credit Income Fund, c/o Joshua D. Ratner, Vice President, Secretary and Chief Legal Officer ( CLO ), PIMCO Investment Management Company LLC, 1633 Broadway, New York, New York 10019. Shareholder communications must (i) be in writing and be signed by the Shareholder and (ii) identify the class and number of Shares held by the Shareholder. The CLO or his designee is responsible for reviewing properly submitted shareholder communications. The CLO shall either (i) provide a copy of each properly submitted shareholder communication to the Board at its next regularly scheduled Board meeting or (ii) if the CLO determines that the communication requires more immediate attention, forward the communication to the Trustees promptly after receipt. The CLO may, in good faith, determine that a shareholder communication should not be provided to the Board because it does not reasonably relate to the Fund or its operations, management, activities, policies, service providers, Board, officers, shareholders or other matters relating to an investment in the Fund or is otherwise routine or ministerial in nature. These procedures do not apply to (i) any communication from an officer or Trustee of the Fund, (ii) any communication from an employee or agent of the Fund, unless such communication is made solely in such employee's or agent's capacity as a shareholder, or (iii) any shareholder proposal submitted pursuant to Rule 14a-8 under the Exchange Act or any communication made in connection with such a proposal. The Fund's Trustees are not required to attend the Fund's annual shareholder meetings or to otherwise make themselves available to shareholders for communications, other than by the aforementioned procedures.

**Section 16(a) Beneficial Ownership Reporting Compliance.** The Fund's Trustees and certain officers, investment adviser, certain affiliated persons of the investment adviser and persons who beneficially own more than 10% of any class of outstanding securities of the Fund (*i.e.*, the Fund's Common Shares) are required to file forms reporting their affiliation with the Fund and reports of ownership and changes in ownership of the Fund's securities with the Securities and Exchange Commission (the SEC) and the NYSE. These persons and entities are required by SEC regulation to furnish the Fund with copies of all such forms they file. Based solely on a review of these forms furnished to the Fund, the Fund believes that each of the Trustees and relevant officers, investment adviser and relevant affiliated persons of the investment adviser and the persons who beneficially own more than 10% of any class of outstanding securities of the Fund has complied with all applicable filing requirements during the Fund's fiscal year ended June 30, 2015. As of the date of this Proxy Statement, the Fund is aware that one late Form 4 covering one transaction in the Fund was filed in July 2015 for Allianz Asset Management of America L.P., an affiliated person of the Manager.

**Required Vote.** The election of Ms. DeCotis and Mr. Maney will require the affirmative vote of a plurality of the votes of the Shareholders cast in the election of Trustees at the Meeting, in person or by proxy. Abstentions and broker non-votes, if any, on Proposal I will have no effect on the outcome of the Proposal.

***THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE BOARD NOMINEES.***

**PROPOSAL II: PROPOSAL INTENDED TO BE PUT FORTH BY THE IRONSIDES FUND TO TERMINATE THE INVESTMENT MANAGEMENT AGREEMENT WITH PIMCO**

Ironsides has notified the Fund that the Ironsides Fund intends to present the following proposal to shareholders at the Annual Meeting:

**RESOLVED**, that the shareholders of the Fund hereby approve the termination of the Investment Management Agreement effective as of September 5, 2014, by and among PIMCO, the Fund and the other PIMCO funds signatory thereto, with respect to the Fund, in accordance with the provisions of Section 7(b) thereof.

**The Board's and PIMCO's Opposition Regarding Proposal II**

**If the Ironsides Fund properly submits a proposal to terminate the Investment Management Agreement with PIMCO (the Termination Proposal ) at the Meeting, the Board unanimously recommends that shareholders vote AGAINST such proposal.**

The Board strongly believes that maintaining PIMCO as the Fund's investment manager is in the best interests of the Fund and its shareholders. The Board also believes that the Fund receives significant benefits from its continued investment advisory relationship with PIMCO and that the Fund would not receive the same benefits if the Investment Management Agreement was terminated. The Board therefore recommends that you vote AGAINST Ironsides' Termination Proposal.

PIMCO is a leading global investment management firm, with offices in 12 countries throughout North America, Europe and Asia. Founded in 1971, PIMCO has 45 years of experience in managing investments for institutional and

individual investors around the world, across a wide range of investment vehicles, including closed-end funds, such as the Fund. PIMCO has one of the largest and deepest portfolio management and analytics teams in the industry. Furthermore, PIMCO is able to invest in top-notch financial talent, broad market coverage, in-house research and risk management and has access to trading desks, government and corporate issuers and policymakers around the world, all of which benefit the Fund and its shareholders. The Fund is currently led by a group of portfolio managers that have approximately 110 years of combined investment experience. In fact, in 2014, one of the Fund's portfolio managers, Dan Ivascyn, was elected Group Chief Investment Officer of PIMCO. Importantly, PIMCO continues to follow the same time-tested investment process in managing the Fund that has guided all PIMCO investment strategies for decades, including other PIMCO-managed closed-end funds. In addition, the Continuing Trustees believe that PIMCO offers the Fund an integrated set of high-quality investment management and administrative services under a single platform, which allows efficiencies and enhanced coordination among various investment management and administrative functions. Accordingly, the Continuing Trustees believe that Fund shareholders strongly benefit from the investment management and administrative services that PIMCO provides to the Fund and the Fund should continue to retain PIMCO as its investment manager.

You may receive solicitation materials from Ironsides seeking your proxy to vote for the Termination Proposal. **The Continuing Trustees strongly urge you not to vote for the Termination Proposal and not to sign or return any proxy card that may be sent to you by Ironsides. The Continuing Trustees urge you to vote AGAINST the Termination Proposal and to return the WHITE proxy card(s) provided by the Fund.**

**Required Vote.** The termination of the Investment Management Agreement requires approval of the holders of a majority of the Fund's outstanding voting securities. For purposes of this proposal, a majority of the outstanding voting securities means the vote of (i) 67% or more of the shares present at the Annual Meeting, if the holders of 50% or more of the outstanding voting securities of the Fund are present or represented by proxy or (ii) more than 50% of the outstanding voting securities, whichever is less. Abstentions and broker non-votes, if any, on Proposal II will have the effect of a vote against this Proposal.

***IF THE IRONSIDES FUND PROPERLY SUBMITS A PROPOSAL TO TERMINATE THE INVESTMENT MANAGEMENT AGREEMENT WITH PIMCO AT THE MEETING, THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST SUCH PROPOSAL***

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**ADDITIONAL INFORMATION**

**Executive and Other Officers of the Fund.** The table below provides certain information concerning the executive officers of the Fund and certain other officers who perform similar duties. Officers of the Fund hold office at the pleasure of the Board and until their successors are chosen and qualified, or in each case until he or she sooner dies, resigns, is removed with or without cause or becomes disqualified. Officers and employees of the Fund who are principals, officers, members or employees of the Manager are not compensated by the Fund.

Name, Address and Year of Birth	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years
Peter G. Strelow <sup>1</sup> 1970	President	Since 2014	Managing Director, PIMCO. President, PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.
Youse Guia <sup>1</sup> 1972	Chief Compliance Officer	Since 2014	Senior Vice President and Deputy Chief Compliance Officer, PIMCO. Chief Compliance Officer, PIMCO-Managed Funds. Formerly, Head of Compliance, Allianz Global Investors U.S. Holdings LLC and Chief Compliance Officer of the Allianz Funds, Allianz Multi-Strategy Trust, Allianz Global Investors Sponsored Closed-End Funds, Premier Multi-Series VIT and The Korea Fund, Inc.
Joshua D. Ratner <sup>2</sup> 1976	Vice President, Secretary and Chief Legal Officer	Since 2014	Executive Vice President and Senior Counsel, PIMCO. Chief Legal Officer, PIMCO Investments LLC. Vice President, Secretary and Chief Legal Officer, PIMCO-Managed Funds. Vice President Senior Counsel, Secretary, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.

<b>Name,</b>	<b>Term of</b>	<b>Office and</b>	<b>Length of</b>	<b>Principal Occupation(s)</b>
<b>Address</b>	<b>Position(s)</b>	<b>Length of</b>	<b>Time Served</b>	<b>During the Past 5 Years</b>
<b>and Year of Birth</b>	<b>Held</b>	<b>Time Served</b>	<b>Time Served</b>	<b>During the Past 5 Years</b>
<b>Stacie D. Anctil<sup>1</sup></b>	<b>Vice</b>	<b>Since 2015</b>	<b>Since 2015</b>	<b>Senior Vice President, PIMCO. Vice President, PIMCO-Managed</b>
1969	<b>President</b>			<b>Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.</b>
<b>Eric D. Johnson<sup>2</sup></b>	<b>Vice</b>	<b>Since 2014</b>	<b>Since 2014</b>	<b>Executive Vice President, PIMCO. Vice President, PIMCO-Managed</b>
1970	<b>President</b>			<b>Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.</b>
<b>William G. Galipeau<sup>1</sup></b>	<b>Treasurer</b>	<b>Since 2014</b>	<b>Since 2014</b>	<b>Executive Vice President, PIMCO. Treasurer, PIMCO-Managed</b>
1974				<b>Funds. Vice President, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT. Formerly, Vice President, Fidelity Investments.</b>
<b>Erik C. Brown<sup>1</sup></b>	<b>Assistant</b>	<b>Since 2015</b>	<b>Since 2015</b>	<b>Executive Vice President, PIMCO. Assistant Treasurer,</b>
1967	<b>Treasurer</b>			<b>PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.</b>
<b>Trent W. Walker<sup>1</sup></b>	<b>Assistant</b>	<b>Since 2014</b>	<b>Since 2014</b>	<b>Executive Vice President, PIMCO. Assistant Treasurer,</b>
1974	<b>Treasurer</b>			<b>PIMCO-Managed Funds. Treasurer, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.</b>

Name, Address and Year of Birth	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years
Jason J. Nagler <sup>2</sup> 1982	Assistant Treasurer	Since 2015	Vice President, PIMCO. Assistant Treasurer, PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT. Formerly, Head of Mutual Fund Reporting, GMO, and Assistant Treasurer, GMO Trust and GMO Series Trust Funds.
Vadim Avdeychik <sup>2</sup> 1979	Assistant Secretary	Since 2015	Vice President and Counsel, PIMCO. Assistant Secretary, PIMCO-Managed Funds. Formerly, Associate, Willkie Farr and Gallagher LLP and ERISA Enforcement Advisor, Employee Benefits Security Administration.
Ryan Leshaw <sup>1</sup> 1980	Assistant Secretary	Since 2014	Senior Vice President and Counsel, PIMCO. Assistant Secretary, PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT. Formerly, Associate, Willkie Farr & Gallagher LLP.

<sup>1</sup> The address of these officers is Pacific Investment Management Company LLC, 650 Newport Center Drive, Newport Beach, California 92660.

<sup>2</sup> The address of these officers is Pacific Investment Management Company LLC, 1633 Broadway, New York, New York 10019. Each of the Fund's executive officers is an interested person of the Fund (as defined in Section 2(a)(19) of the 1940 Act) as a result of his or her position(s) set forth in the table above.

**Investment Manager.** Effective at the close of business on September 5, 2014, the Manager, located at 650 Newport Center Drive, Newport Beach, CA, 92660, assumed responsibility as the investment manager to the Fund pursuant to



a new investment management agreement (the Agreement ) between the Fund and the Manager (the Transition ). Under the Agreement, the Manager provides the day-to-day portfolio management services it provided to the Fund as its sub-adviser and also assumed responsibility for the supervisory and administrative services previously provided by the Fund's former investment manager, AGIFM. As part of the Transition, the Manager's personnel replaced AGIFM personnel as officers of the Fund and in other roles to provide and/or oversee the administrative, accounting/financial reporting, compliance, legal, marketing, transfer agency, shareholder servicing and other services required for the daily operations of the Fund. The Manager is a majority-owned indirect subsidiary of Allianz SE, a publicly traded European insurance and financial services company.

PIMCO has received a Wells Notice from the staff of the SEC that relates to the PIMCO Total Return Active Exchange-Traded Fund ( BOND ), a series of PIMCO ETF Trust. The notice indicates the staff's preliminary determination to recommend that the SEC commence a civil action against PIMCO stemming from a non-public investigation relating to BOND. A Wells Notice is neither a formal allegation of wrongdoing nor a finding that any law was violated.

This matter principally pertains to the valuation of smaller sized positions in non-agency mortgage-backed securities purchased by BOND between its inception on February 29, 2012 and June 30, 2012, BOND's performance disclosures for that period, and PIMCO's compliance policies and procedures related to these matters.

The Wells process provides PIMCO with the opportunity to demonstrate to the SEC staff why it believes its conduct was appropriate, in keeping with industry standards, and that no action should be taken. PIMCO believes that this matter is unlikely to have a material adverse effect on the Fund or on PIMCO's ability to provide investment management services to the Fund.

The foregoing speaks only as of the date of this proxy.

**Independent Registered Public Accounting Firm.** On December 16, 2014, the Board approved a change of the Fund's fiscal year end from December 31 to June 30. The Fund's current fiscal year will end on June 30, 2016. The Audit Oversight Committee and the Board unanimously selected PricewaterhouseCoopers LLP ( PwC ) as the independent registered public accounting firm for the fiscal year ending June 30, 2016 for the Fund. PwC served as the independent registered public accounting firm of the Fund for the fiscal years ended June 30, 2015 and December 31, 2014 and also serves as the independent registered public accounting firm of various other investment

companies for which the Manager serves as investment adviser. PwC is located at 300 Madison Avenue, New York, New York 10017. The Fund does not know of any direct financial or material indirect financial interest of PwC in the Fund. A representative of PwC, if requested by any Shareholder, will be present at the Meeting via telephone to respond to appropriate questions from Shareholders and will have an opportunity to make a statement if he or she chooses to do so.

**Pre-approval Policies and Procedures.** The Audit Oversight Committee has adopted written policies relating to the pre-approval of audit and permitted non-audit services to be performed by the Fund's independent registered public accounting firm. Under the policies, on an annual basis, the Audit Oversight Committee reviews and pre-approves proposed audit and permitted non-audit services to be performed by the independent registered public accounting firm on behalf of the Fund.

In addition, the Audit Oversight Committee pre-approves annually any permitted non-audit services (including audit-related services) to be provided by the independent registered public accounting firm to the Manager and any entity controlling, controlled by, or under common control with the Manager that provides ongoing services to the Fund (together, the Accounting Affiliates), provided, in each case, that the engagement relates directly to the operations and financial reporting of the Fund. Although the Audit Oversight Committee does not pre-approve all services provided by the independent registered public accounting firm to Accounting Affiliates (for instance, if the engagement does not relate directly to the operations and financial reporting of the Fund), the Committee receives an annual report from the independent registered public accounting firm showing the aggregate fees paid by Accounting Affiliates for such services.

The Audit Oversight Committee may also from time to time pre-approve individual non-audit services to be provided to the Fund or an Accounting Affiliate that were not pre-approved as part of the annual process described above. A member of the Audit Oversight Committee to whom this responsibility has been delegated (a Designated Member) may also pre-approve these individual non-audit services, provided that the fee for such services does not exceed a pre-determined dollar threshold. Any such pre-approval by the Designated Member is reported to the full Audit Oversight Committee for ratification at its next regularly scheduled meeting.

The pre-approval policies provide for waivers of the requirement that the Audit Oversight Committee pre-approve permitted non-audit services provided to the Fund or its Accounting Affiliates pursuant to de minimis

exceptions described in Section 10A of the Exchange Act and applicable regulations (referred to herein as the *de minimis* exception).

**Audit Fees.** Audit Fees are fees related to the audit and review of the financial statements included in annual reports and registration statements, and other services that are normally provided in connection with statutory and regulatory filings or engagements. For the Fund's fiscal years ending December 31, 2013, December 31, 2014 and June 30, 2015 (which reflects a *stub* period from January 1, 2015 through June 30, 2015), the Audit Fees billed by PwC to the Fund or to PIMCO with respect to the Fund are shown in the table below:

Fiscal Year Ended	Audit Fees
June 30, 2015*	\$ 74,646
December 31, 2014	\$ 75,582
December 31, 2013**	\$ 80,000

**Audit-Related Fees.** Audit-Related Fees are fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under *Audit Fees* above, and that include accounting consultations, attestation reports and comfort letters. The table below shows, for the Fund's fiscal years ending December 31, 2013, December 31, 2014 and June 30, 2015 (which reflects a *stub* period from January 1, 2015 through June 30, 2015), the Audit-Related Fees billed by PwC to the Fund or to PIMCO with respect to the Fund. During those fiscal years, there were no Audit-Related Fees billed by PwC to the Fund's Accounting Affiliates for audit-related services related directly to the operation and financial reporting of the Fund.

Fiscal Year Ended	Audit-Related Fees
June 30, 2015*	\$ 0
December 31, 2014	\$ 0
December 31, 2013**	\$ 0

**Tax Fees.** Tax Fees are fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews, and tax distribution and analysis reviews. The table below shows, for the Fund's fiscal years ending December 31, 2013, December 31, 2014 and June 30, 2015 (which reflects a *stub* period from January 1, 2015 through June 30, 2015), the aggregate Tax Fees billed by PwC to the Fund or to PIMCO with respect to the Fund. During those fiscal years, there were no Tax Fees billed by PwC to the Fund's Accounting Affiliates for tax-related services related

directly to the operation and financial reporting of the Fund. Certain amounts under Tax Fees shown below have been updated from amounts shown in prior proxy statements, as applicable, due to changes in how certain fees are categorized for these purposes:

Fiscal Year Ended	Tax Fees
June 30, 2015*	\$ 50,970
December 31, 2014	\$ 38,470
December 31, 2013**	\$ 15,990

**All Other Fees.** All Other Fees are fees related to services other than those reported above under Audit Fees, Audit-Related Fees and Tax Fees. For the Fund's fiscal years ending December 31, 2013, December 31, 2014 and June 30, 2015 (which reflects a stub period from January 1, 2015 through June 30, 2015), no such fees were billed by PwC to the Fund or the Fund's Accounting Affiliates.

During the periods indicated in the tables above, no services described under Audit-Related Fees, Tax Fees or All Other Fees were approved pursuant to the de minimis exception.

**Aggregate Non-Audit Fees.** The aggregate non-audit fees billed by PwC, during the Fund's fiscal years ending December 31, 2013, December 31, 2014 and June 30, 2015 (which reflects a stub period from January 1, 2015 through June 30, 2015), for services rendered to the Fund and the Fund's Accounting Affiliates are shown in the table below. Certain amounts shown below have been updated from amounts shown in prior proxy statements, as applicable, due to changes in how certain fees are categorized for these purposes:

Fiscal Year Ended	Aggregate Non-Audit Fees for Fund	Non-Audit Fees for Accounting Affiliates	Aggregate Non-Audit Fees***
June 30, 2015*	\$ 50,970	\$ 9,815,893	\$ 9,866,863
December 31, 2014	\$ 38,470	\$ 8,312,459	\$ 8,350,929
December 31, 2013**	\$ 15,990	\$ 8,842,070	\$ 8,858,060

\* On December 16, 2014, the Board approved a change of the Fund's fiscal year end from December 31 to June 30. Information is provided for the stub period from January 1, 2015 through the Fund's current fiscal year end of June 30, 2015.

\*\* The initial fiscal year for the Fund, which ended on December 31, 2013, covered only eleven months.

\*\*\* Includes the sum of the Aggregate Non-Audit Fees for Fund and the Non-Audit Fees for Accounting Affiliates as noted in the columns to the left.

The Audit Oversight Committee has determined that the provision by PwC of non-audit services to the Fund's Accounting Affiliates that were not pre-approved by the Committee was compatible with maintaining the independence of PwC as the Fund's principal auditors.

Effective at the close of business on September 5, 2014, pursuant to its Investment Management Agreement with the Fund, PIMCO began bearing Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees with respect to the Fund under its new investment management agreement with the Fund. These fees were borne by the Fund for periods prior to September 5, 2014.

**Other Business.** As of the date of this Proxy Statement, the Fund's officers and the Manager know of no business to come before the Meeting other than as set forth in the Notice. If any other business is properly brought before the Meeting, the persons named as proxies will vote in their sole discretion.

**Quorum, Adjournments and Methods of Tabulation.** With respect to each Proposal, a quorum for the Fund at the Meeting will consist of the presence in person or by proxy of thirty percent (30%) of the total Shares of the Fund entitled to vote at the Meeting. In the event that a quorum is not present at the Meeting with respect to a Proposal or, even if a quorum is present, in the event that sufficient votes in favor of the Proposal are not received by the time scheduled for the Meeting, the persons named as proxies may propose one or more adjournments of the Meeting with respect to such Proposal after the date set for the original Meeting, with no other notice than announcement at the Meeting, to permit further solicitation of proxies with respect to the Proposal. In addition, if, in the judgment of the persons named as proxies for the Fund, it is advisable to defer action on a Proposal, the persons named as proxies may propose one or more adjournments of the Meeting with respect to such Proposal for a reasonable time. Any adjournments with respect to a Proposal will require the affirmative vote of a plurality of the Shares entitled to vote thereon present in person or represented by proxy at the session of the Meeting to be adjourned. The persons named as proxies will vote in favor of such adjournment those proxies which, with respect to Proposal I, they are entitled to vote in favor of one or more of the Board Nominees and, with respect to Proposal II, they are entitled to vote in favor of the Termination Proposal. They will vote against any such adjournment with respect to Proposal I those proxies submitted that instruct them to withhold all votes on the Board Nominees and, with respect to Proposal II, those proxies submitted that instruct them to vote against the Termination Proposal. The costs of any additional solicitation and of any adjourned session will be borne by PIMCO under its investment management agreement with the Fund. Any proposals properly before a Meeting for which sufficient favorable votes have been received by the time of the Meeting will be acted upon and such action will be final regardless of whether the Meeting is adjourned to permit

additional solicitation with respect to any other proposal. The Meeting may be adjourned with respect to a Proposal regardless of whether the Meeting is adjourned for any other proposal. In certain circumstances in which the Fund has received sufficient votes to approve a matter being recommended for approval by the Fund's Board, the Fund may request that brokers and nominee entities, in their discretion, withhold or withdraw submission of broker non-votes in order to avoid the need for solicitation of additional votes in favor of the proposal.

Votes cast by proxy or in person at the Meeting will be counted by persons appointed by the Fund as tellers (the Tellers) for the Meeting. For purposes of determining the presence of a quorum for the Fund, the Tellers will include the total number of Shares present at the Meeting in person or by proxy, including Shares represented by proxies that reflect abstentions and broker non-votes (*i.e.*, shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or the persons entitled to vote and the broker or nominee does not have the discretionary voting power on a particular matter). For a proposal requiring approval of a plurality of votes cast, such as the election of Trustees (Proposal I), abstentions and broker non-votes will have no effect on the outcome of the Proposal. For a proposal requiring approval of a specific percentage of shares present or outstanding, such as the Termination Proposal (Proposal II), abstentions and broker non-votes will have the same effect as a vote against the Proposal.

**Submitting Voting Instructions for Shares Held Through a Broker, Bank, Trustee, or Nominee.** If you hold shares of the Fund through a broker, bank, trustee, or nominee, you must follow the voting instructions you receive from your broker, bank, trustee, or nominee. If you hold shares of the Fund through a broker, bank, trustee, or nominee and you want to vote in person at the Meeting, you must obtain a legal proxy from the record holder of your shares and present it at the Meeting. Please instruct your broker, bank, trustee, or nominee so your vote can be counted.

**Discretionary Voting.** Typically, routine matters for an investment company such as the Fund would include the election of Trustees (Proposal I). However, when a matter to be voted on at a shareholders meeting is the subject of a contested solicitation, brokers, banks, trustees, and nominees do not have discretion to vote your shares on that matter, to the extent they have provided you with the opposition party's proxy materials. Because Ironsides submitted a notice of its intent to nominate Trustees, the Meeting is expected to be the subject of a contested solicitation and therefore if you hold your shares in street name (or nominee name) and you do not provide your broker, bank, trustee, or nominee who holds such shares of record with specific instructions regarding how to vote on Proposal I, your broker may not be permitted to vote your shares on Proposal I.

Similarly, the proposal to terminate the Fund's Investment Management Agreement with PIMCO (Proposal II) is not considered a routine matter. Accordingly, if you hold your shares in street name (or nominee name) and you do not provide your broker, bank, trustee, or nominee who holds such shares of record with specific instructions regarding how to vote on Proposal II, your broker will not be permitted to vote your shares on Proposal II.

**Reports to Shareholders.** The Annual Report to Shareholders for the most recently completed fiscal year of the Fund was mailed on or about August 26, 2015.

**Additional copies of the Fund's Annual Report and Semi-Annual Report, when available, may be obtained without charge from the Fund by calling 1-(844)-337-4626 or by visiting the Fund's website at [www.pimco.com/closedendfunds](http://www.pimco.com/closedendfunds).**

**Shareholder Proposals for the Annual Meeting held during the 2016-2017 Fiscal Year.** It is currently anticipated that the Fund's next annual meeting of Shareholders after the Meeting addressed in this Proxy Statement will be held in April 2017. Proposals of Shareholders intended to be presented at that annual meeting of the Fund must be received by the Fund no later than [ ] for inclusion in the Fund's proxy statement and proxy cards relating to that meeting. The submission by a Shareholder of a proposal for inclusion in the proxy materials does not guarantee that it will be included. Shareholder proposals are subject to certain requirements under the federal securities laws and must be submitted in accordance with the Fund's Bylaws. Shareholders submitting any other proposals (including proposals to elect Trustee nominees) for the Fund intended to be presented at the annual meeting during the 2016-2017 fiscal year (*i.e.*, other than those to be included in the Fund's proxy materials) must ensure that such proposals are received by the Fund, in good order and complying with all applicable legal requirements and requirements set forth in the Fund's Bylaws. The Fund's Bylaws provide that any such proposal must be received in writing by the Fund not less than 45 days nor more than 60 days prior to the first anniversary date of the date on which the Fund first mailed its proxy materials for the prior year's shareholder meeting; provided that, if, in accordance with applicable law, the upcoming shareholder meeting is set for a date that is not within 30 days from the anniversary of the Fund's prior shareholder meeting, such proposal must be received by the later of the close of business on (i) the date 45 days prior to such upcoming shareholder meeting date or (ii) the 10th business day following the date such upcoming shareholder meeting date is first publicly announced or disclosed. Assuming the next annual meeting is ultimately scheduled to be within 30 days of the April 29 anniversary of this year's meeting, such proposals must be received no earlier than [ ] and no later than [ ]. If a

Shareholder who wishes to present a proposal fails to notify the Fund within these dates described above, the proxies solicited for the meeting will be voted on the Shareholder's proposal, if it is properly brought before the meeting, in accordance with the judgment of the persons named in the enclosed proxy card(s). If a Shareholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the SEC's proxy rules. Shareholder proposals should be addressed to the attention of the Secretary of the Fund, at the address of the principal executive offices of the Fund, with a copy to David C. Sullivan, Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, Massachusetts 02199-3600.

**PLEASE EXECUTE AND RETURN THE ENCLOSED PROXY CARDS PROMPTLY TO ENSURE THAT A QUORUM IS PRESENT AT THE ANNUAL MEETING. A SELF-ADDRESSED, POSTAGE-PAID ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE.**

[        ], 2016



**PIMCO Sponsored Closed-End Funds**

**Audit Oversight Committee Charter**

(Adopted as of January 14, 2004,

as amended through September 5, 2014)

The Board of Trustees (each a Board ) of each of the registered investment companies listed in Appendix A hereto (each, a Fund and, collectively, the Funds ), as the same may be periodically updated, has adopted this Charter to govern the activities of the Audit Oversight Committee (the Committee ) of the particular Board with respect to its oversight of the Fund. This Charter applies separately to each Fund and its particular Board and Committee, and shall be interpreted accordingly. This Charter supersedes and replaces any audit committee charter previously adopted by the Board or a committee of the Board.

**Statement of Purpose and Functions**

The Committee's general purpose is to oversee the Fund's accounting and financial reporting policies and practices and its internal controls, including by assisting with the Board's oversight of the integrity of the Fund's financial statements, the Fund's compliance with legal and regulatory requirements, the qualifications and independence of the Fund's independent auditors, and the performance of the Fund's internal control systems and independent auditors. The Committee's purpose is also to prepare reports required by Securities and Exchange Commission rules to be included in the Fund's annual proxy statements, if any.

The Committee's function is oversight. While the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits, to prepare or determine that the Fund's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, or to assure compliance with laws, regulations or any internal rules or policies of the Fund. Fund management is responsible for Fund accounting and the implementation and maintenance of the Fund's internal control systems, and the independent auditors are responsible for conducting a proper audit of the Fund's financial statements. Members of the Committee are not employees of the Funds and, in serving on this Committee, are not, and do not hold themselves out to be, acting as accountants or auditors. As such, it is not the duty or responsibility of the Committee or its members to conduct field work or other types of auditing or accounting reviews or procedures.

Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within management and outside the Fund from which the Committee receives information and (ii) the accuracy of financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

### **Membership**

The Committee shall be comprised of as many trustees as the Board shall determine, but in any event not less than three (3) Trustees. Each member of the Committee must be a member of the Board. The Board may remove or replace any member of the Committee at any time in its sole discretion. One or more members of the Committee may be designated by the Board as the Committee's chairman or co-chairman, as the case may be.

Each member of the Committee may not be an interested person of the Fund, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the Investment Company Act), and must otherwise satisfy the standards for independence of an audit committee member of an investment company issuer as set forth in Rule 10A-3(b) (taking into account any exceptions to those requirements set forth in such rule) under the Securities Exchange Act of 1934, as amended, and under applicable listing standards of the New York Stock Exchange (the NYSE). Each member of the Committee must be financially literate (or must become so within a reasonable time after his or her appointment to the Committee) and at least one member of the Committee must have accounting or related financial management expertise, in each case as the Board interprets such qualification in its business judgment under NYSE listing standards.

### **Responsibilities and Duties**

The Committee's policies and procedures shall remain flexible to facilitate the Committee's ability to react to changing conditions and to generally discharge its functions. The following describe areas of attention in broad terms. The Committee shall:

1. Determine the selection, retention or termination of the Fund's independent auditors based on an evaluation of their independence and the nature and performance of the audit and any permitted non-audit services. Decisions by the Committee concerning the selection, retention or termination of the independent auditors shall be submitted to the Board for ratification in accordance with the requirements of Section 32(a) of the Investment Company Act. The Fund's independent auditors must report directly to the Committee, which shall be responsible for resolution of disagreements between management and the independent auditors relating to financial reporting.

2. To consider the independence of the Fund's independent auditors at least annually, and in connection therewith receive on a periodic basis formal written disclosures and letters from the independent auditors as required by the applicable rules of the Public Company Accounting Oversight Board (the PCAOB).

3. To the extent required by applicable regulations, pre-approve (i) all audit and permitted non-audit services rendered by the independent auditors to the Fund and (ii) all non-audit services rendered by the independent auditors to the Fund's investment advisers (including sub-advisers) and to certain of the investment advisers' affiliates.

The Committee may implement policies and procedures by which such services are approved other than by the full Committee.

4. Review the fees charged by the independent auditors to the Fund, the investment advisers and certain affiliates of the investment advisers for audit, audit-related and permitted non-audit services.

5. If and to the extent that the Fund intends to have employees, set clear policies for the hiring by the Fund of employees or former employees of the Fund's independent auditors.

6. Obtain and review at least annually a report from the independent auditors describing (i) the accounting firm's internal quality-control procedures and (ii) any material issues raised (a) by the accounting firm's most recent internal quality-control review or peer review or (b) by any governmental or other professional inquiry or investigation performed within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to address any such issues.

7. Review with the Fund's independent auditors arrangements for and the scope of the annual audit and any special audits, including the form of any opinion proposed to be rendered to the Board and shareholders of the Fund.

8. Meet with management and the independent auditors to review and discuss the Fund's annual audited financial statements, including a review of any specific disclosures of management's discussion of the Fund's investment performance; and, with respect to the Fund's audited financial statements, discuss with the independent auditors matters required by the applicable rules of the PCAOB and any other matters required to be reported to the Committee under applicable law; and provide a statement whether, based on its review of the Fund's audited financial statements, the Committee recommends to the Board that the audited financial statements be included in the Fund's Annual Report.

Meet with management to review and discuss the Fund's unaudited financial statements included in the semi-annual report, including, if any, a review of any specific disclosure of management's discussion of the Fund's investment performance.

9. Discuss with management and the independent auditors the Fund's unaudited financial statements.

10. Review with the independent auditors any audit problems or difficulties encountered in the course of their audit work and management's responses thereto.

11. Review with management and, as applicable, with the independent auditors the Fund's accounting and financial reporting policies, practices and internal controls, management's guidelines and policies with respect to risk assessment and risk management, including the effect on the Fund of any recommendation of changes in accounting principles or practices by management or the independent auditors.

12. Discuss with management any press releases discussing the Fund's investment performance and other financial information about the Fund, as well as any financial information provided by management to analysts or rating agencies. The Committee may discharge this responsibility by discussing the general types of information to be disclosed by the Fund and the form of presentation (i.e., a case-by-case review is not required) and need not discuss in advance each such release of information.

13. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Fund regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Fund, the Fund's investment advisers, administrator, principal underwriter (if any) or any other provider of accounting-related services for the investment advisers of concerns regarding accounting or auditing matters.

14. Investigate or initiate the investigation of any improprieties or suspected improprieties in the Fund's accounting operations or financial reporting.

15. Review with counsel legal and regulatory matters that have a material impact on the Fund's financial and accounting reporting policies and practices or its internal controls.

16. Report to the Board on a regular basis (at least annually) on the Committee's activities.

17. Perform such other functions consistent with this Charter, the Agreement and Declaration of Trust, Articles of Incorporation and/or Bylaws applicable to the Fund, and applicable law or regulation, as the Committee or the Board deems necessary or appropriate.

The Committee may delegate any portion of its authority and responsibilities as set forth in this Charter to a subcommittee of one or more members of the Committee.

**Meetings**

At least annually, the Committee shall meet separately with the independent auditors and separately with the representatives of Fund management responsible for the financial and accounting operations of the Fund. The Committee shall hold other regular or special meetings as and when it deems necessary or appropriate.

**Outside Resources and Assistance from Management**

The appropriate officers of the Fund shall provide or arrange to provide such information, data and services as the Committee may request. The Committee shall have the authority to engage at the Fund's expense independent counsel and other experts and consultants whose expertise the Committee considers necessary to carry out its responsibilities. The Fund shall provide for, or arrange for the provision of, appropriate funding, as determined by the Committee, for the payment of: (i) compensation of the Fund's independent auditors for the issuance of an audit report relating to the Fund's financial statements or the performance of other audit, review or attest services for the Fund; (ii) compensation of independent legal counsel or other advisers retained by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in fulfilling its purposes or carrying out its responsibilities under this Charter.

**Annual Evaluations**

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board. In addition, the performance of the Committee shall be reviewed at least annually.

**Adoption and Amendments**

The Board shall adopt and approve this Charter and may amend the Charter at any time on the Board's own motion.

Funds Subject to this Charter

(As of September 5, 2014)

PCM FUND, INC. (PCM)

PIMCO MUNICIPAL INCOME (PMF)

PIMCO MUNICIPAL INCOME II (PML)

PIMCO MUNICIPAL INCOME III (PMX)

PIMCO CALIFORNIA MUNICIPAL INCOME (PCQ)

PIMCO CALIFORNIA MUNICIPAL INCOME II (PCK)

PIMCO CALIFORNIA MUNICIPAL INCOME III (PZC)

PIMCO NEW YORK MUNICIPAL INCOME (PNF)

PIMCO NEW YORK MUNICIPAL INCOME II (PNI)

PIMCO NEW YORK MUNICIPAL INCOME III (PYN)

PIMCO CORPORATE AND INCOME STRATEGY (PCN)

PIMCO CORPORATE AND INCOME OPPORTUNITY (PTY)

PIMCO HIGH INCOME (PHK)

PIMCO INCOME STRATEGY (PFL)

PIMCO INCOME STRATEGY II (PFN)

PIMCO INCOME OPPORTUNITY (PKO)

PIMCO GLOBAL STOCKSPLUS & INCOME (PGP)

PIMCO STRATEGIC INCOME FUND, INC. (RCS)

PIMCO DYNAMIC INCOME (PDI)

PIMCO DYNAMIC CREDIT INCOME (PCI)

**Nominating Committee Charter**

**PIMCO Managed Accounts Trust and**

**PIMCO Sponsored Closed-End Funds**

The Boards of Directors/Trustees (the **Boards** ) of each Trust and respective series thereof (each Trust or series, a **Fund** ) have adopted this Charter to govern the activities of the Nominating Committee (the **Committee** ) of each Board.

**Statement of Purpose and Responsibility**

The primary purpose and responsibility of each Committee is the screening and nomination of candidates for election to the Board as independent Directors/Trustees.

**Organization and Governance**

Each Committee shall be comprised of as many Directors/Trustees as the Board shall determine, but in any event not fewer than two (2) Directors/Trustees. Each Committee must consist entirely of Board members who are not interested persons of the relevant Funds, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended. Each Board may remove or replace any member of the Committee at any time in its sole discretion.

One or more members of a Committee may be designated by the Board as the Committee's chairman or co-chairman, as the case may be.

A Committee will not have regularly scheduled meetings. Committee meetings shall be held as and when the Committee or the Board determines necessary or appropriate in accordance with the Fund's Bylaws.

**Qualifications for Director/Trustee Nominees**

A Director/Trustee candidate must have a college degree or equivalent business experience. The Committee may take into account a wide variety of factors in considering Director/Trustee candidates, including (but not limited to): (i) availability and commitment of a candidate to attend meetings and perform his or her responsibilities on the Board, (ii) relevant industry and related experience, (iii) educational background, (iv) ability, judgment and expertise and (v) overall diversity of the Board's composition.

### **Identification of Nominees**

In identifying potential nominees for a Board, the Committee may consider candidates recommended by the following sources: (i) the Fund's current Directors/Trustees; (ii) the Fund's officers; (iii) the Fund's investment adviser or sub-advisers; (iv) shareholders of the Fund (see below); and (v) any other source the Committee deems to be appropriate. The Committee may, but is not required to, retain a third party search firm at the Fund's expense to identify potential candidates.

### **Consideration of Candidates Recommended By Shareholders**

A Committee will consider and evaluate nominee candidates properly submitted by shareholders on the same basis as it considers and evaluates candidates recommended by other sources. Appendix A (for PIMCO Managed Accounts Trust) and Appendix B (for the PIMCO Sponsored Closed-End Funds) to this Charter, as they may be amended from time to time by a Committee, set forth procedures that must be followed by shareholders to submit properly a nominee candidate to the Committee (recommendations not properly submitted in accordance with Appendix A or Appendix B (as applicable) will not be considered by the Committee).

### **Recommendation of Candidates to the Board**

A Committee will recommend to the Board the Directors/Trustees candidates that it deems qualified to serve as independent directors/trustees on the Board. To the extent practicable, the Committee will rank such potential nominees for the Board in order of preference.

B-2



**Procedures for Shareholders to Submit Nominee Candidates for PIMCO Managed Accounts Trust**

A shareholder of a Fund must follow the following procedures in order to submit properly a nominee recommendation for the Committee's consideration.

1. The shareholder must submit any such recommendation (a Shareholder Recommendation ) in writing to a Fund, to the attention of the Secretary, at the address of the principal executive offices of the Fund. Once each quarter, if any Shareholder Recommendations have been received by the Secretary during the quarter, the Secretary will inform the Committee of the new Shareholder Recommendations. Because the Fund does not hold annual or other regular meetings of shareholders for the purpose of electing Trustees, the Committee will accept Shareholder Recommendations on a continuous basis.
2. All Shareholder Recommendations properly submitted to a Fund will be held by the Secretary until such time as (i) the Committee convenes to consider candidates to fill Board vacancies or newly created Board positions (a Trustee Consideration Meeting ) or (ii) the Committee instructs the Secretary to discard a Shareholder Recommendation following a Trustee Consideration Meeting or an Interim Evaluation (as defined below).
3. At a Trustee Consideration Meeting, the Committee will consider each Shareholder Recommendation then held by the Secretary. Following a Trustee Consideration Meeting, the Committee may instruct the Secretary to discard any or all of the Shareholder Recommendations currently held by the Secretary.
4. A Committee may, in its discretion and at any time, convene to conduct an evaluation of validly submitted Shareholder Recommendations (each such meeting, an Interim Evaluation ) for the purpose of determining which Shareholder Recommendations will be considered at the next Trustee Consideration Meeting. Following an Interim Evaluation, the Committee may instruct the Secretary to discard any or all of the Shareholder Recommendations currently held by the Secretary.
5. The Shareholder Recommendation must include: (i) a statement in writing setting forth (A) the name, date of birth, business address, residence address and nationality of the person recommended by the shareholder (the candidate ); (B) the number of shares of (and class, if any) of the Fund(s) owned of record or beneficially by the candidate, as reported to such shareholder by the candidate; (C) any other information regarding the

candidate called for with respect to director nominees by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the Securities Exchange Act of 1934, as amended (the Exchange Act), adopted by the Securities and Exchange Commission (or the corresponding provisions of any regulation or rule subsequently adopted by the Securities and Exchange Commission or any successor agency applicable to the Trust); (D) any other information regarding the candidate that would be required to be disclosed if the candidate were a nominee in a proxy statement or other filing required to be made in connection with the election of Trustees or directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and (E) whether the recommending shareholder believes that the candidate is or will be an interested person of the Fund (as defined in the Investment Company Act of 1940, as amended) and, if not an interested person, information regarding the candidate that will be sufficient for the Fund to make such determination; (ii) the written and signed consent of the candidate to be named as a nominee and to serve as a Trustee if elected; (iii) the recommending shareholder's name as it appears on the Fund's books; (iv) the number of shares of (and class, if any) of the Fund(s) owned beneficially and of record by the recommending shareholder; and (v) a description of all arrangements or understandings between the recommending shareholder and the candidate and any other person or persons (including their names) pursuant to which the recommendation is being made by the recommending shareholder. In addition, the Committee may require the candidate to furnish such other information as it may reasonably require or deem necessary to determine the eligibility of such candidate to serve on the Board or to satisfy applicable law.

B-4

**Procedures for Shareholders to Submit Nominee Candidates for the PIMCO Sponsored Closed-End Funds**

A Fund shareholder must follow the following procedures in order to properly submit a nominee recommendation for the Committee's consideration.

1. The shareholder/stockholder must submit any such recommendation (a Shareholder Recommendation ) in writing to a Fund, to the attention of the Secretary, at the address of the principal executive offices of the Fund.
2. The Shareholder Recommendation must be delivered to or mailed and received at the principal executive offices of a Fund not less than forty-five (45) calendar days nor more than seventy-five (75) calendar days prior to the date of the Board or shareholder meeting at which the nominee would be elected.
3. The Shareholder Recommendation must include: (i) a statement in writing setting forth (A) the name, age, date of birth, business address, residence address and nationality of the person recommended by the shareholder (the candidate ); (B) the class and number of all shares of the Fund owned of record or beneficially by the candidate, as reported to such shareholder by the candidate; (C) any other information regarding the candidate called for with respect to director nominees by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), adopted by the Securities and Exchange Commission (or the corresponding provisions of any regulation or rule subsequently adopted by the Securities and Exchange Commission or any successor agency applicable to the Fund); (D) any other information regarding the candidate that would be required to be disclosed if the candidate were a nominee in a proxy statement or other filing required to be made in connection with solicitation of proxies for election of Directors/Trustees or directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and (E) whether the recommending shareholder believes that the candidate is or will be an interested person of the Fund (as defined in the Investment Company Act of 1940, as amended) and, if not an interested person, information regarding the candidate that will be sufficient for the Fund to make such determination; (ii) the written and signed consent of the candidate to be named as a nominee and to serve as a Director/Trustee if elected; (iii) the recommending shareholder's name as it appears on the Fund's books; (iv) the class and number of all shares of the Fund owned beneficially and

of record by the recommending shareholder; and (v) a description of all arrangements or understandings between the recommending shareholder and the candidate and any other person or persons (including their names) pursuant to which the recommendation is being made by the recommending shareholder. In addition, the Committee may require the candidate to furnish such other information as it may reasonably require or deem necessary to determine the eligibility of such candidate to serve on the Board.

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**Report of Audit Oversight Committee**

of the Board of Trustees of

PIMCO Dynamic Credit Income Fund (PCI)

(the Fund )

Dated August 20, 2015

The Audit Oversight Committee (the Committee ) oversees the Fund s financial reporting process on behalf of the Board of Trustees of the Fund (the Board ) and operates under a written Charter adopted by the Board. The Committee meets with the Fund s management ( Management ) and independent registered public accounting firm and reports the results of its activities to the Board. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. In connection with the Committee s and independent accountant s responsibilities, Management has advised that the Fund s financial statements for the fiscal year ended June 30, 2015 were prepared in conformity with the generally accepted accounting principles.

The Committee has reviewed and discussed with Management and PricewaterhouseCoopers LLP ( PwC ), the Fund s independent registered public accounting firm, the audited financial statements for the fiscal year ended June 30, 2015. The Committee has discussed with PwC the matters required to be discussed by Statements on Auditing Standard No. 61 (SAS 61). SAS 61 requires the independent registered public accounting firm to communicate to the Committee matters including, if applicable: 1) methods used to account for significant unusual transactions; 2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; 3) the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditor s conclusions regarding the reasonableness of those estimates; and 4) disagreements with Management over the application of accounting principles and certain other matters.

With respect to the Fund, the Committee has received the written disclosure and the letter from PwC required by Rule 3526 of the Public Company Accounting Oversight Board (requiring registered public accounting firms to make written disclosure to and discuss with the Committee various matters relating to the auditor s independence), and has discussed with PwC their independence. The Committee has also reviewed the aggregate fees billed by PwC for professional services rendered to the Fund and for non-audit services

provided to Pacific Investment Management Company LLC ( PIMCO ), the Fund's investment manager and any entity controlling, controlled by or under common control with PIMCO that provided services to the Fund. As part of this review, the Committee considered, in addition to other practices and requirements relating to selection of the Fund's independent registered public accounting firm, whether the provision of such non-audit services was compatible with maintaining the independence of PwC.

Based on the foregoing review and discussions, the Committee presents this Report to the Board and recommends that (1) the audited financial statements for the fiscal year ended June 30, 2015 be included in the Fund's Annual Report to shareholders for such fiscal year, (2) such Annual Report be filed with the Securities and Exchange Commission and the New York Stock Exchange, and (3) PwC be reappointed as the Fund's independent registered public accounting firm for the fiscal year ending June 30, 2016.

Submitted by the Audit Oversight Committee of the Board of Trustees:

Deborah A. DeCotis,

Bradford K. Gallagher,

James A. Jacobson,

Hans W. Kertess,

William B. Ogden, IV and

Alan Rappaport.

PROXY\_PCI\_022616

**YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. THE MATTERS WE ARE SUBMITTING FOR YOUR CONSIDERATION ARE SIGNIFICANT TO THE FUND AND TO YOU AS A FUND SHAREHOLDER. PLEASE TAKE THE TIME TO READ THE PROXY STATEMENT AND CAST YOUR PROXY VOTE TODAY!**

**PROXY IN CONNECTION WITH THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 29, 2016**

The undersigned holder of common shares of PIMCO Dynamic Credit Income Fund, a Massachusetts business trust (the Fund), hereby appoints William G. Galipeau, Joshua D. Ratner and Peter G. Strelow, or any of them, each with full power of substitution, as the proxy or proxies for the undersigned to: (i) attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting) to be held at the offices of Pacific Investment Management Company LLC (PIMCO), 1633 Broadway, between West 150<sup>th</sup> and West 51<sup>st</sup> Streets, 42<sup>nd</sup> Floor, New York, New York 10019, on April 29, 2016 beginning at 10:30 A.M. Eastern Time, and any adjournment(s) or postponement(s) thereof; and (ii) to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned as if personally present at such Annual Meeting. The undersigned acknowledges receipt of the Notice of the Annual Meeting and accompanying Proxy Statement dated [ ]. The undersigned hereby revokes any prior proxy given with respect to the Annual Meeting, and ratifies and confirms all that the proxies, or any one of them, may lawfully do.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE FUND, WHICH UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR PROPOSAL I, THE ELECTION OF THE BOARD'S NOMINEES FOR TRUSTEE OF THE FUND AND AGAINST PROPOSAL II, THE TERMINATION OF THE FUND'S INVESTMENT MANAGEMENT AGREEMENT WITH PIMCO.**

**IF THIS PROXY IS PROPERLY EXECUTED, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE MANNER DIRECTED ON THE REVERSE SIDE HEREOF, AND WILL BE VOTED IN THE DISCRETION OF THE PROXY HOLDER(S) ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF. IF THIS PROXY IS PROPERLY EXECUTED BUT NO DIRECTION IS MADE AS REGARDS TO A PROPOSAL INCLUDED IN THE PROXY STATEMENT, SUCH VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST FOR PROPOSAL I AND AGAINST PROPOSAL II.**

**Please refer to the Proxy Statement for a discussion of the proposals.**

**PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE HEREOF AND RETURN THE SIGNED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.**

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]



**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 29, 2016.** The Proxy Statement and the Annual Report to Shareholders for the fiscal year ended June 30, 2015 for PIMCO Dynamic Credit Income Fund are also available at [pimco.com/closedendfunds](http://pimco.com/closedendfunds).

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]

**PIMCO DYNAMIC CREDIT INCOME FUND COMMON SHARES**

**YOUR SIGNATURE IS REQUIRED FOR YOUR VOTE TO BE COUNTED.**

Please sign this proxy card exactly as your name(s) appear(s) on the proxy card. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

SIGNATURE (AND TITLE IF APPLICABLE)                      DATE

SIGNATURE (IF HELD JOINTLY)                                      DATE

TO VOTE, MARK ONE CIRCLE IN BLUE OR BLACK INK. Example: 1

	<b>FOR</b>	<b>WITHHOLD</b>
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**PROPOSAL I**

A. Election of Trustees    The Board of Trustees urges you to vote FOR the election of the Nominees.

1. Nominees:

(01) Deborah A. DeCotis	O	O
(02) John C. Maney	O	O

	FOR	AGAINST	ABSTAIN
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**PROPOSAL II**

A. Shareholder proposal to terminate the Fund's Investment Management Agreement with PIMCO (if properly submitted at the Annual Meeting)  
 The Board of Trustees urges you to vote AGAINST the termination of the Fund's Investment Management Agreement with PIMCO.

                                          

To vote and otherwise represent the undersigned on any other business that may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof, in the discretion of the proxy holder(s).

B. Non-Voting Items

**Change of Address**    Please print new address below.                      **Comments**    Please print your comments below.

[PROXY ID NUMBER HERE]	[BAR CODE HERE]	[CUSIP HERE]
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**You can vote on the internet, by telephone or by mail. Please see the reverse side for instructions.**

**PLEASE VOTE ALL YOUR BALLOTS IF YOU RECEIVED MORE THAN ONE BALLOT DUE TO MULTIPLE INVESTMENTS IN THE FUND. REMEMBER TO SIGN AND DATE ABOVE BEFORE MAILING IN YOUR VOTE. THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

THANK YOU FOR VOTING

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]