

Invesco Income Growth Trust plc

23 November 2007

Mr Roger Walsom

Dear Roger

LETTER OF APPOINTMENT

Appointment

You were appointed to the Board on 5 May 2006 and, as you know, your election was approved by shareholders at the Company's Annual General Meeting on 4 July 2006. Your initial appointment is for three years and may be renewed for a further three years at least every third Annual General Meeting following your appointment if both you and the Board agree. Any Director serving on the Board for longer than nine years will be subject to annual re-election.

Notwithstanding the above, your appointment will at all times be subject to the right of either party to terminate the appointment at any time at not less than 3 months' notice.

The Articles of Association adopted by the Company set out certain provisions relating to the termination of Directors' appointments, including provisions under which you will be required from time to time to retire at the Annual General Meetings of the Company. Any Director not re-elected at an Annual General Meeting would obviously cease immediately to be a Director of the Company.

Role

You have been appointed as a non-executive Director of the Company. As a member of the Board you will be responsible, with your fellow Directors, for the direction of the Company and for the monitoring of the performance of the Manager and the other suppliers of services to the Company. Furthermore, you should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible. As Directors' duties are of an entirely non-

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executive nature, they have no individual authority to bind the Company, or any subsidiary, without specific Board approval.

In carrying out your duties as a non-executive Director of the Company, you will comply with the Companies Act 2006 and by countersigning this letter you confirm that you are aware of your duties under the Companies Act 2006 and have understood these.

You serve on our Audit Committee, which meets at least twice a year, usually in May and November, and on the Management Engagement which meets twice a year and the Nomination Committee, which generally meets as and when required, however, not less than once a year.

Time Commitment

Overall, we anticipate a time commitment of some 10 days per annum. This will include attendance at Board and Committee meetings, the AGM and meetings with the Manager and/or Shareholders, where necessary. In addition, you will be expected to devote appropriate time ahead of each meeting.

In accepting your appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role. My agreement or, in my absence, that of another Director should be sought before accepting additional commitments that might impact on the time you are able to provide to your role as a non-executive director of the Company.

Fees

You will be entitled to an annual Director's fee of £18,000 per annum, payable quarterly in arrears, which is reviewed annually. The Company will, of course, reimburse you for any reasonable and properly documented expenses incurred in the performance of your duties.

Outside Interests

It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to me and the Company Secretary as soon as apparent.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from me or, in my absence, another Director of the Company.

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Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from me or the Company Secretary.

Share Purchases

You will comply with the UK Listing Authority's Listing Rules (including the Model Code on directors' dealings in securities) and the Disclosure and Transparency Rules.

Please note that under the continuing obligations for listed companies you are required to seek approval for any share purchases for yourself or related parties from myself as Chairman, whom failing that another of the non-executive Directors, before the deal is struck. The Company Secretary holds an authorisation form, which documents approval. You should notify the Company Secretary within 4 business days of the share purchase. The Company Secretary is also under the obligation to make an announcement to the market within 24 hours of a deal being notified to it and would therefore need to be informed of the details within that timescale.

It is important to note that during a closed period, you or related parties cannot purchase shares. A more detailed Policy is approved by the Board periodically.

Review Process

The performance of individual directors and the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with me as soon as is appropriate.

Insurance

The Company has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment.

Independent Professional Advice

Occasions may arise in which it will be necessary for you to seek professional advice from independent advisors about the performance of your duties, at the Company's expense. A provision has been agreed whereby advice can be taken up to a cost of £5,000 without recourse to the Board. This could, of course, be a little awkward and in that situation you might find it helpful to discuss the issue with one of your non-executive colleagues or myself, in advance, should you think it appropriate.

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