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If you have sold or otherwise transferred all your Ordinary Shares, please send this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this document nor any accompanying document(s) should be forwarded or transmitted to or in any jurisdiction outside the United Kingdom where to do so may violate any legal or regulatory requirement. If you are an existing holder of Ordinary Shares and you have sold or transferred part only of your registered holding of Ordinary Shares, please contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

SQN Secured Income Fund Plc

*Incorporated in England and Wales with registered number 09682883 and registered as an investment company
under section 833 of the Companies Act 2006*

Proposal to consider the continuation of the Company

and

Notice of General Meeting

Notice of a general meeting of the Company to be held at the offices of Dickson Minto W.S., 17 Charlotte Square, Edinburgh EH2 4DF at 11.00 a.m. on 19 June 2020 is set out at the end of this document. A Form of Proxy for use in conjunction with the General Meeting is enclosed. Whether or not you propose to attend the General Meeting, Shareholders are requested to complete and return the Form of Proxy. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Link Asset Services Limited, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to be received by no later than 11.00 a.m. on 17 June 2020.

26 May 2020

PART 1

LETTER FROM THE CHAIRMAN

SQN Secured Income Fund Plc

Incorporated in England and Wales with registered number 09682883 and registered as an investment company under section 833 of the Companies Act 2006

Directors

David Stevenson (*Chairman*)

Susan Gaynor Coley

Registered Office

Level 13

Broadgate Tower

20 Primrose Street

London

EC2A 2EW

26 May 2020

Dear Shareholder,

Proposal to consider the continuation of the Company

Introduction and background

SSIF is a closed-ended UK investment trust whose Ordinary Shares are admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange. It was launched in September 2015 and since April 2017 has been managed by companies within the SQN Group. Dawn Kendall joined the SQN Group in 2017 and was appointed as the lead manager responsible for SSIF in April 2017.

The Company's investment objective is to provide Shareholders with attractive risk adjusted returns, principally in the form of regular, sustainable dividends, through investment predominantly in a range of secured loans and other secured loan-based instruments originated through a variety of channels and diversified by way of asset class, geography and duration.

The Directors acknowledge that the Company has not, since launch, scaled in the manner the Board, the manager and Shareholders had hoped. The Directors have been considering the future of the Company in the light of this. In addition, under the Articles, as the Company did not have a Net Asset Value of at least £250 million as at 31 December 2019, the Directors are required to convene a general meeting to propose an ordinary resolution to Shareholders to approve the continuation of the Company as an investment trust (the "**Continuation Resolution**"). If the Continuation Resolution does not pass, the Directors are required under the Articles to convene a further general meeting of the Company to be held within 90 days of the date of the General Meeting to consider a special resolution to approve the voluntary winding up or other reconstruction of the Company.

The purpose of this document is to explain to Shareholders why the Board does not believe the Company can continue in its current form indefinitely and why the Directors are recommending Shareholders vote against the Continuation Resolution at the General Meeting convened for 19 June 2020. The notice of General Meeting is set out on pages 7 and 8 of this document.

Future of the Company

Over the past few months, the Board has been considering the future of the Company, and consulting with larger Shareholders, and in particular has been discussing the available viable options for addressing the challenges the Company faces, including size, scalability, liquidity and the discount to NAV at which the Shares have been trading. As a result of these discussions, the Board does not believe the Company can continue in its current form indefinitely and is recommending that Shareholders vote against continuation of the Company. Regardless of the outcome of the General Meeting, the Board intends to undertake a strategic review into the future of the Company and in particular intends to examine the likely returns to Shareholders and timing of any managed wind down of the investment portfolio compared to other options to return capital to Shareholders or the creation of a more liquid investment in a larger vehicle that would be listed on the London Stock Exchange. The Board intends to consult on the possible strategic options both prior to and following the General Meeting.

Shareholders should note that, if the Company enters a managed wind down of its portfolio, the Company is unlikely to be able to realise the full value of its investment portfolio and return the proceeds to Shareholders for at least a period of between three and four years, and possibly longer, given the illiquid nature of the Company's investments.

As at 30 April 2020, the weighted average maturity of the Company's loan book is 2.62 years, with the longest maturity being 5.88 years. The Company cannot demand early repayment of these loans (except in the event of a borrower default) and has to await the repayment of the loans in accordance with their terms. Further, the Board anticipates that one of the effects of the Coronavirus pandemic will be that many borrowers seek to extend the maturities on their loans and/or request additional facilities as borrowers respond to the impact of the pandemic on their operations. The Company will need to consider providing such facilities, even during a managed wind down, to preserve the value of loans already advanced. Accordingly, there can be no certainty as to the value or timing of the returns Shareholders will receive as a result of any managed wind down process or other form of reconstruction.

Investment management arrangements

Further to the Board's announcement on 30 April 2020, it is the Board's intention to appoint KKV Investment Management as the Company's portfolio manager to coincide with the appointment of KKV as portfolio manager of SQN Asset Finance Income Fund Limited. The date of appointment is expected to be on or around 1 June 2020.

KKV is a newly formed investment management company under the UK Asset Management arm of Kvika Banki. Kvika Banki is an Icelandic publicly traded specialist bank focusing on asset management and investment services. KKV will be led by Dawn Kendall, who will be the lead portfolio manager responsible for SSIF. Under an agreement between KKV and SQN, it is intended that the employees of SQN UK will transfer to KKV at the same time as KKV is appointed portfolio manager of SSIF and SQN Asset Finance Income Fund Limited.

The Board and KKV have agreed that the management of SSIF would transfer to KKV on the same commercial terms as are currently in place. The Board believes it is important to ensure the services of Dawn Kendall and her team are retained in order to most efficiently manage the Company's portfolio and to maximise Shareholder value throughout any wind down or reconstruction process. KKV has undertaken to negotiate in good faith with the Board appropriate amendments to the management agreement to reflect the managed wind down or reconstruction proposals that are developed as a consequence of the strategic review and subsequently approved by Shareholders and, as appropriate, to align KKV's management fees to incentivise the maximum return to Shareholders.

Board changes

With effect from today, Ken Hillen has stepped down as a Director of the Company as in the near term it is expected that there may be a conflict between his business interests and those of the Company. He has decided to step down at this time in advance of any conflict arising. David Stevenson will step up to the position of Chair with effect from today. David has been a Director of the Company since July 2015 and has extensive knowledge of the Company and the market within which it operates. The Board has commenced a process to appoint a replacement independent non-executive Director. The Board would like to thank Ken for his considerable contribution to the Company over the past four years.

General Meeting

The general meeting has been convened for 11.00 a.m. on 19 June 2020 to be held at the offices of Dickson Minto W.S., 17 Charlotte Square, Edinburgh EH2 4DF. All Shareholders are entitled to attend, speak and vote on the Continuation Resolution to be proposed at the General Meeting, which will be proposed as an ordinary resolution. An ordinary resolution requires a simple majority of Shareholders entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

In the light of the Coronavirus pandemic and Government guidance, including the rules on physical distancing and avoiding public gatherings of more than two people ("**Lockdown Restrictions**"), Shareholders are strongly discouraged from attending the General Meeting and indeed entry will be refused if the law and/or Government guidance so requires. In such circumstances, the Company will make arrangements to ensure that the minimum number of Shareholders required to form a quorum will attend the General Meeting in order that the meeting may proceed and the business concluded. The Board considers these revised arrangements to be in the best interests of Shareholders in the current circumstances.

The Directors recommend voting against the Continuation Resolution. Regardless of whether the Continuation Resolution is passed, the Directors will convene a further general meeting of the Company in order to consider a special resolution to approve the voluntary winding up or other reconstruction of the Company. As explained above, it is anticipated that an orderly wind down process may take between three and four years and there can be no guarantee as to the quantum or timing of returns to Shareholders as a result of any such process.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Shareholders are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar, Link Asset Services Limited, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to be received by no later than 11.00 a.m. on 17 June 2020.

The Board strongly encourages all Shareholders to exercise their votes in respect of the General Meeting in advance by completing and returning the enclosed Form of Proxy. This should ensure that your votes are registered in the event that physical attendance at the General Meeting is not possible or restricted.

CREST electronic voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

CREST members wishing to appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system must ensure that, in order for such CREST appointment or instruction to be effective, it is received by the Company's agent, Link Asset Services (Participant ID number RA10) no later than 48 hours, excluding weekends or Bank Holidays, before the General Meeting or any adjournment thereof, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Link Asset Services is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members should read the notes to the notice of the General Meeting set out on pages 7 and 8 for further details.

Recommendation

The Board does not consider that the continuation of the Company is in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends all Shareholders to vote against the Continuation Resolution to be proposed at the General Meeting.

The Directors, who in aggregate have an interest in 22,348 Ordinary Shares, representing approximately 0.04 per cent. of the issued share capital of the Company as at 21 May 2020 (being the latest practicable date prior to the publication of this document), intend to vote their entire beneficial holdings against the Continuation Resolution.

Yours faithfully

David Stevenson
Chairman

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Articles or Articles of Association	the articles of association of the Company in force at the date of this document
Board or Directors	the board of Directors of the Company
Companies Act	the Companies Act 2006, as amended from time to time
Company or SSIF	SQN Secured Income Fund Plc, a public limited company incorporated in England & Wales with registered number 09682883 and whose registered office is at Level 13 Broadgate Tower, 20 Primrose Street, London EC2A 2EW
Continuation Resolution	the resolution in relation to the continuation of the Company to be proposed at the General Meeting
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations
Euroclear	Euroclear UK & Ireland Limited
FCA	the Financial Conduct Authority or any successor entity or entities
Form of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting which accompanies this document
FSMA	the Financial Services and Markets Act 2000 (as amended)
General Meeting	the general meeting of the Company convened for 11.00 a.m. on 19 June 2020, or any adjournment of that meeting the notice for which is set out in this document
KKV or KKV Investment Management	KKV Investment Management Ltd, a company incorporated in England and Wales with registered number 12475228 and having its registered office at 25 Upper Brook Street, London W1K 7QD
Kvika	Kvika Banki hf
London Stock Exchange	London Stock Exchange plc
Main Market	the main market for listed securities operated by the London Stock Exchange
NAV or Net Asset Value	the value of the assets of the Company less its liabilities, determined in accordance with the accounting principles adopted by the Company from time to time
Ordinary Shares or Shares	the ordinary shares of £0.01 each in the capital of the Company
Shareholders	holders of Ordinary Shares
SQN	together, SQN US, SQN UK and SQN AM
SQN AM	SQN Asset Management Limited, a company incorporated in England and Wales with registered number 10646013 and having its registered office at Melita House, 124 Bridge Road, Chertsey KT16 8LA

SQN UK	SQN Capital Management (UK) Limited, a company incorporated in England and Wales with registered number 09033846 and having its registered office at Melita House, 124 Bridge Road, Chertsey KT16 8LA
SQN US	SQN Capital Management, LLC, a Delaware limited liability company with registered number 4466472 whose principal place of business is situated at 100 Wall Street, 28th Floor, New York, NY 10005, USA
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
uncertificated or in uncertificated form	a Share recorded on the Company's register of members as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

SQN SECURED INCOME FUND PLC

Incorporated in England and Wales with registered number 09682883 and registered as an investment company under section 833 of the Companies Act 2006

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of SQN Secured Income Fund Plc (the “**Company**”) will be held at the offices of Dickson Minto W.S., 17 Charlotte Square, Edinburgh EH2 4DF at 11.00 a.m. on 19 June 2020 to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

THAT, in accordance with Article 190.3 of the articles of association of the Company, the continuation of the Company be approved.

By order of the Board

26 May 2020

Elysium Fund Management Limited
Company Secretary

Level 13
Broadgate Tower
20 Primrose Street
London
EC2A 2EW

Notes:

1. A member entitled to attend and vote at the General Meeting may appoint a proxy or proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy is enclosed which, if used, must be lodged with the Company’s Registrar, Link Asset Services Limited, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the General Meeting (ignoring any part of a day that is not a working day). To appoint more than one proxy you may photocopy the Form of Proxy. You may appoint a person other than the Chairman as your proxy. However, please note that, in the light of the UK Government’s Lockdown Restrictions (currently in place in response to the Coronavirus pandemic), it is unlikely that your vote will be counted where a proxy other than the Chairman of the Meeting is appointed as additional third parties are unlikely to be permitted entry to the General Meeting. Please indicate the proxy holder’s name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. The vote “Withheld” is provided to enable you to abstain on the resolution. However, it should be noted that a “Withheld” vote is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” the resolution.
3. The completion and return of the Form of Proxy will not preclude a member from attending the General Meeting and voting in person.
4. Only those members having their names entered on the Company’s share register not later than 6.30 p.m. on 17 June 2020 or, if the meeting is adjourned, 6.30 p.m. on the day which is two days (excluding non-working days) prior to the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the Company’s share register after that time shall be disregarded in determining the rights of any member to attend, speak and vote at the meeting, notwithstanding any provision in any enactment, the Articles of Association of the Company or other instrument to the contrary.
5. As at 21 May 2020 (being the latest practicable date prior to the publication of this notice), the Company’s issued share capital consisted of 52,660,350 Ordinary Shares, carrying one vote each. There are no shares held in treasury. Therefore as at 21 May 2020, the total number of voting rights in the Company is 52,660,350.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual, and by logging on to the website www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's registrar, Link Asset Services (ID RA10), by no later than 11.00 a.m. on 17 June 2020. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Company's Registrar is able to retrieve the message by inquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that her or his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Any person to whom this notice of general meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
8. Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with section 323 of the Companies Act 2006. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporate member) the same powers as the corporate member could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
9. Any person holding three per cent. or more of the total voting rights in the Company who appoints a person other than the Chairman as his/her proxy will need to ensure that both he/she and such third party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
10. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding three per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
11. Members have a right under section 319A of the Companies Act 2006 to require the Company to answer any question raised by a member at the General Meeting, which relates to the business being dealt with at the meeting, although no answer need be given: (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on the Company's website; or (c) it is undesirable in the best interests of the Company or the good order of the meeting.
12. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
13. A copy of this notice of general meeting and other information required by section 311A of the Companies Act 2006, can be found at www.sqncapital.com/managed-funds/sqn-secured-income-fund/documents-and-downloads.
14. Given the risks posed by the spread of the Coronavirus and in accordance with the provisions of the Articles of Association and Government guidance, including the compulsory Lockdown Restrictions in place at the date of this notice, physical attendance at the General Meeting may not be possible. If the law or Government guidance so requires at the time of the General Meeting, the Chairman will limit, in his sole discretion, the number of individuals in attendance at the meeting. If current Lockdown Restrictions are in place at the time of the General Meeting, such attendance will be limited to two persons. Should the Government measures be relaxed by the time of the meeting, the Company may still impose entry restrictions on certain persons wishing to attend the General Meeting in order to ensure the safety of others attending the meeting.

