

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO SECURED INCOME FUND PLC (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt as to the contents of this document or the action you should take, you should seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate financial adviser authorised under the Financial Services and Markets Act 2000, or if you are in a territory outside of the United Kingdom, from an appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your registered holding of your ordinary shares in the Company (the "**Shares**") please send this document, together with the accompanying personalised form of proxy (the "**Form of Proxy**") at once to the purchaser or transferee of such Shares or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee. However, subject to certain exceptions, such documents should not be forwarded to or transmitted in or into the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland or South Africa or to U.S. persons.

This document is not an offer for securities, or the solicitation of an offer to acquire securities, in any jurisdiction nor does it constitute a prospectus or equivalent document. This document is provided solely for the information of the holders of Shares (the "**Shareholders**") in connection with the General Meeting and not for any other purpose.

SECURED INCOME FUND PLC

(Incorporated and registered 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

Proposed Cancellation of Trading of the Shares on the Specialist Fund Segment

Notice of a General Meeting of Secured Income Fund plc to be held at 1.40pm on 16 December 2021 is set out at the end of this document.

The paper Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed, signed and returned, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, in accordance with the instructions printed on it to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and, in any event, so as to arrive by no later than 1.40pm on 14 December 2021.

On account of the Covid-19 pandemic, Shareholders are discouraged from attending the General Meeting, and entry will be refused if the law and/or government guidance so requires and/or the Board believes it is necessary to ensure the health, wellbeing and safety of the Company's

Shareholders and officers. In the light of the current circumstances, arrangements are being made by the Company to ensure that only the minimum number of Shareholders or their proxies required to form a quorum will attend the General Meeting. Shareholders are therefore strongly encouraged to participate in the business of the General Meeting by exercising their votes in advance of the General Meeting and appointing the Chairman of the General Meeting as their proxy to vote on their behalf.

Shareholders will be notified of any changes to the proposed format for the General Meeting as soon as possible via RIS and the Company's website (<https://kkvim.com/secured-income-fund/>).

This document should be read as a whole. Nevertheless, your attention is drawn to the letter from your Chairman of the Company set out in Part I of this document which contains a recommendation from the Board of the Company that you vote IN FAVOUR OF the Cancellation of Trading Resolution to be proposed at the General Meeting. Your attention is also drawn to the section entitled "Actions to be taken by Shareholders" on page 11 of this document. Shareholders should make their own investigations in relation to the Cancellation of Trading, including the merits and risks involved. Nothing in this document constitutes legal, tax, financial or other advice, and if they are in any doubt about the contents of this document, Shareholders should consult their own professional advisers.

Defined terms used in this document have the meanings given to them in the section headed "Definitions" on page 14.

20 October 2021

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EXPECTED GENERAL MEETING TIMETABLE

| | |
|--|--|
| Date of this Circular | 20 October 2021 |
| Latest time and date for receipt of Forms of Proxy | 14 December 2021 at 1.40 pm |
| General Meeting | 16 December 2021 at 1.40 pm |
| Last day of dealing in Shares | The Business Day which immediately precedes the date which is 20 Business Days following the date on which the published NAV falls below £7 million* |
| Cancellation of Trading | 8.00am on the date which is 20 Business Days following the date on which the published NAV of the Company is less than £7 million* |

* As outlined in this document, the Last day of dealing in Shares and subsequent Cancellation of Trading will occur once the Net Asset Value of the Company falls below £7 million, assuming that the Cancellation of Trading Resolution is passed.

References to times in this document are to London times unless otherwise stated. Any changes to the expected timetable will be notified by the Company through a Regulatory Information Service.

PART I – LETTER FROM THE CHAIRMAN

SECURED INCOME FUND PLC

(incorporated and registered in England and Wales with registered number 09510201 and registered as an investment company under Section 833 of the Companies Act 2006)

Directors:

Gaynor Coley *

Brett Miller *

David Stevenson **

Registered Office:

Level 13 Broadgate Tower

20 Primrose Street

London

EC2A 2EW

*Non-executive Director

** Non-executive Chairman

20 October 2021

Dear Shareholder,

Notice of General Meeting and proposed Cancellation of Trading

1. INTRODUCTION

I am writing to provide you with details of the General Meeting which will be held at 1.40 pm on 16 December 2021.

This document sets out the details of, and seeks your approval of, the proposal to cancel the admission of the Shares to trading on the Specialist Fund Segment.

As the Company is not admitted to the Official List of the Financial Conduct Authority, the Company is not required to comply with the Listing Rules, and there is no formal requirement for shareholder approval for the Cancellation of Trading. However, in accordance with corporate governance best practice, the Company will seek prior approval for such cancellation at a general meeting of the Company by Shareholders representing not less than 75 per cent. of the votes attaching to the Shares voted on the resolution (also referred to herein as a "**special resolution**"). It is proposed that the General Meeting will be held immediately following the Company's annual general meeting and the Cancellation of Trading Resolution will take effect once the Net Asset Value of the Company falls below £7 million, at which point the Company will notify the LSE of the Cancellation of Trading.

Further details of the Cancellation of Trading and the Cancellation of Trading Resolution which will be put to Shareholders at the General Meeting, are set out below. The Notice of the General Meeting is set out at the end of this document and a Form of Proxy is enclosed with this document.

2. BACKGROUND TO AND REASONS FOR THE CANCELLATION OF TRADING

The Company is a public company limited by shares incorporated in England and Wales, registered as an investment company under section 833 of the Companies Act 2006 and approved by HMRC as an investment trust in accordance section 1158 of the CTA 2010 and the Investment Trust Regulations 2011. As an investment trust, the Company is not regulated as a collective investment scheme by the FCA. The Company's Shares were admitted to trading on the Specialist Fund Segment on 23 September 2015, and its issued share capital comprises ordinary shares (and one management share).

On 17 September 2020, Shareholders approved a change to the Company's investment objective and policy to facilitate a managed wind-down of the Company and a realisation of its assets over time, in order to best serve the interests of the Company's Shareholders.

Since September 2020, when the Company commenced the orderly realisation of its investment portfolio, it has realised certain of its investments and has returned 28 pence per Share to Shareholders through a combination of dividends and a B Share Scheme.

At 30 June 2021, the Company's investment portfolio comprised 11 direct loans with a total principal amount outstanding of £23.2 million per loan and a legacy portfolio of a further seven loans with a total principal amount of £5.5 million outstanding.

| Borrower | Principal Balance Outstanding as at 30 June 2021 | ECL provision at 30 June 2021 | Loan Carrying Value at Amortised Cost plus accrued interest at 30 June 2021 |
|--|--|-------------------------------|---|
| Direct Loans | | | |
| Borrower 1 - SME Loan company ¹ | £5,632,560 | £450,605 | £5,181,955 |
| Borrower 2 - Irish SME and Leasing Fund investment | £4,131,479 | £12,394 | £4,292,742 |
| Borrower 3 - US healthcare services company | £3,782,082 | £1,891,041 | £1,897,784 |
| Borrower 4 - Media financing | £1,616,743 | £913,237 | £703,507 |
| Borrower 5 - UK leasing company | £511,874 | £1,536 | £510,338 |
| Borrower 6 - Media financing | £1,743,243 | £1,278,812 | £464,431 |
| Borrower 7 - Media financing | £2,561,860 | £2,102,049 | £459,811 |
| Borrower 8 - Media financing | £1,673,510 | £1,220,542 | £452,968 |
| Borrower 9 - Media financing | £737,558 | £422,636 | £314,922 |

¹ As announced by the Company on 5 October 2021, the Company has undertaken a review of the Borrower 1 loan which had a book value of £5,615,662 at 30 June 2021. The carrying value of the loan had been based upon repayment of the loan at the end of September, which did not occur due to a delay in the borrower obtaining refinancing elsewhere. The review of the loan resulted in an increase in provisioning as shown in the table.

| Borrower | Principal Balance Outstanding as at 30 June 2021 | ECL provision at 30 June 2021 | Loan Carrying Value at Amortised Cost plus accrued interest at 30 June 2021 |
|---|---|--------------------------------------|--|
| Borrower 10 - LED manufacturer in Ireland | £296,364 | £889 | £296,851 |
| Borrower 11 - Media financing | £522,577 | £400,189 | £122,388 |
| Direct Loans Total | £23,209,850 | £8,693,930 | £14,697,697 |

| Legacy portfolio | | | |
|--|--------------------|--------------------|--------------------|
| Borrower 12 - US business promissory note | £469,959 | £361,507 | £108,452 |
| Borrower 13 - UK peer to peer loan platform | £429 | £110 | £319 |
| Borrower 14 - UK Venture Debt | £1,218,063 | £1,218,063 | - |
| Borrower 15 - UK Offshore platform | £1,000,000 | £1,000,000 | - |
| Borrower 16 - Small company bond platform | £415,714 | £415,714 | - |
| Borrower 17 - US peer to peer business | £2,077,622 | £2,077,622 | - |
| Borrower 18 - Spanish peer to peer loan platform | £326,685 | £326,685 | - |
| Legacy Loans Total | £5,508,472 | £5,399,701 | £108,771 |
| Total – Direct Loans and Legacy Loans | £28,718,322 | £14,093,631 | £14,806,468 |

Since 30 June 2021, loan 5 was repaid in full and loan 12 was repaid for US\$15,000 more than its carrying value.

In addition, as at 30 September 2021, the Company held cash balances of approximately £3.0 million.

Having analysed the existing portfolio, the Directors are of the view that the realisation of the Company's remaining assets and the completion of the managed wind-down will take approximately 18 months to two years to execute given the Company's objective of delivering investors total proceeds as close to NAV as possible (less expenses required in the process). In this context, the Directors have considered how to reduce the Company's cost base while maintaining its ability to maximise the value received for the Company's remaining assets.

The Directors are of the opinion that it is most cost effective, and therefore in the best interests of the Company and its Shareholders, for the realisation of the Company's holdings to be achieved by the Company's Directors, rather than by the Company's current Investment Manager, KKV Investment Management Ltd and its AIFM, Kvika Securities Limited, or a liquidator. Accordingly, as previously announced, the appointment of KKV Investment Management Ltd and Kvika Securities Limited will be terminated with effect from 31 December 2021 and the Company will register with the FCA as a small-registered UK AIFM with effect from 31 December 2021.

In the context of minimising the ongoing running costs of the Company, the Directors have also considered whether it remains in the best interests of the Company, and its Shareholders, for the trading of the Shares on the Specialist Fund Segment to continue.

The costs of maintaining the Company's admission to trading are increasingly disproportionate to the value of the Company's portfolio, and there are identifiable cost savings that can be achieved by the Cancellation of Trading. However, the Directors are also aware that (even with the Shares trading at an average discount to the NAV during the reporting period from 1 July 2020 to 30 June 2021 of 8.9%) the admission of the Shares to trading on the Specialist Fund Segment provides important liquidity for some Shareholders. In balancing these considerations, the Directors consider that maintaining the admission to trading of the Shares is no longer in the best interests of the Company or its Shareholders but have resolved that the Cancellation of Trading, if approved by Shareholders, should only take effect once the NAV of the Company has fallen below a defined level (£7 million).

Accordingly, the Directors have resolved to propose the Cancellation of Trading Resolution at the General Meeting.

3. DETAILS OF THE CANCELLATION OF TRADING

3.1 Cost savings

The Board has focused on ongoing operational costs and considered whether it is still appropriate for the Company's Shares to be admitted to trading on the Specialist Fund Segment. The Board has concluded that once the Net Asset Value of the Company falls below £7 million, the Company would benefit from the Cancellation of Trading due to the relatively significant ongoing annual costs associated with maintaining admission to trading on the Specialist Fund Segment. The cash costs of maintaining the admission include fees paid to the Company's accountants, corporate broker, registrars and lawyers, annual fees paid to the London Stock Exchange, as well as costs relating to its AIC membership and the release of regulatory announcements. These costs have become increasingly significant in proportional terms as the value of the Company's portfolio diminishes. The Board also believes that the Company would benefit from the simpler administration and regulatory requirements following the Cancellation of Trading which would be more appropriate to the Company's size. The Company expects to achieve costs savings as a result of no longer being admitted to trading of approximately £55,000 in the financial year following the Cancellation of Trading. This excludes any impact of the change in the Company's taxation status that would arise from the cancellation of trading of the Ordinary Shares on the Specialist Fund Segment.

3.2 Investment Objective

The Company's investment objective will not change following the Cancellation of Trading. A copy of the investment objective is included at Appendix 1.

3.3 Shareholder Considerations

Shareholders should take into consideration, amongst other things, that following the Cancellation of Trading: (a) there will be no public market for the Shares and the opportunity for Shareholders to realise their investment in the Company by selling their Shares will be limited to secondary market

sales; (b) the corporate governance, regulatory and financial reporting regime which applies to companies whose shares are admitted to trading on the Specialist Fund Segment will no longer apply (more information on regulatory considerations can be found on pages 9 and 10 below); and (c) there may be taxation consequences for Shareholders as a result of the Shares no longer being admitted to trading on the Specialist Fund Segment. Shareholders should consult their own professional advisers and seek their own advice in connection with the potential consequences of the Cancellation of Trading, including any potential changes in the tax treatment of their holding of Shares.

Conditional upon the Cancellation of Trading Resolution being approved at the General Meeting, and once the published Net Asset Value of the Company falls below £7 million, the Company will notify the LSE of the Cancellation of Trading. The Company must inform the LSE in writing of the cancellation no later than 20 Business Days before the date of cancellation and must announce the intended cancellation through a Regulatory Information Service, as required by the Admission and Disclosure Standards.

3.4 Corporate Structure

It is intended that following the Cancellation of Trading, the Company will continue to operate in accordance with the current Articles. However, the Company's corporate structure will remain under review and future proposals to amend the corporate constitution to arrangements more appropriate to a company which does not have its shares traded on the public markets may be proposed to Shareholders following the Cancellation of Trading. Any future changes to the Articles (and also certain other general corporate matters affecting the Company in accordance with the Articles and the Companies Act 2006) will be subject to approval by Shareholders.

3.5 Governance

The Directors intend following the Cancellation of Trading to operate the Company's corporate governance in substantially the same manner as at present, however (as explained further below) it will cease to voluntarily comply with the Listing Rules with which it undertook to comply at the time of its initial public offering.

3.6 Financial Reporting

The Company will continue to produce an annual report and accounts following the Cancellation of Trading. The annual report and accounts for the financial year ended 30 June 2022 will be published no later than 31 December 2022.

3.7 Regulatory

The Company has applied to register with the FCA as a small, registered UK AIFM with effect from 31 December 2021. The Takeover Code will continue to apply for a period of ten years from the effective date of the Cancellation of Trading.

However, following the Cancellation of Trading:

3.7.1 the regulatory regime which applies solely to companies such as the Company with shares admitted to trading on the Specialist Fund Segment will no longer apply to the Shares;

3.7.2 the Company will cease to comply with the Listing Rules with which it undertook to comply at the time of its initial public offering. In particular, the Company had undertaken to:

- appoint a financial adviser for the purposes of certain corporate transactions, such as when undertaking a significant transaction or capital raising;
- obtain the prior approval of its shareholders to any material change to its published investment policy;
- seek shareholder approval for a broader range of transactions including related party transactions (related parties including the Directors);
- comply with the Listing Rule requirements relating to obligations with regard to a company's purchase of its own securities; and
- comply with the Listing Rule requirements relating to pricing limits in relation to further issues of securities;

3.7.3 certain institutional investor guidelines (such as those issued by the Investment Association, the Pensions and Lifetime Savings Association and the Pre-Emption Group), which give guidance on issues such as executive compensation and share-based remuneration, corporate governance, share capital management and the allotment and issue of shares on a pre-emptive or non-pre-emptive basis, will not apply to the Company as the Shares will not be admitted to trading on the Specialist Fund Segment; and

3.7.4 certain securities laws will no longer apply to the Company, for example, the Disclosure Guidance and Transparency Rules, including in relation to notification of significant shareholdings, and the Market Abuse Regulations.

4. INVESTMENT TRUST STATUS

Following the Cancellation of Trading, the Company will cease to be treated as an investment trust with effect from the start of the accounting period in which the Cancellation of Trading occurs. The Directors therefore expect that the Company will cease to be treated as an investment trust for the accounting period which began on 1 July 2021 (assuming the Cancellation Resolution is passed and the published NAV is less than £7 million prior to 30 June 2022).

As a result of no longer being an investment trust the Company will continue to be liable to UK corporation tax (at a current rate of 19%) on its profits after deducting allowable expenses. Any gain

on the realisation of the investment portfolio above its value on the date prior to the Company losing investment trust status will also be subject to UK corporation tax.

The Company will not be able to pay interest distributions out of income or gains arising after the start of the accounting period in which the Cancellation of Trading occurs. Accordingly, any income distributions which have already been declared during the current accounting period may require to be redesignated as dividends and all future distributions will be paid as dividends. This may increase profits subject to corporation tax as such distributions will no longer be available for offset against taxable income.

Notwithstanding the foregoing, the Company does not expect that the loss of investment trust status will give rise to any material tax charges. The Company's precise liability to corporation tax following the loss of investment trust status, however, will be subject to confirmation of its taxable profits in each relevant tax year.

5. GENERAL MEETING

The Directors are convening the General Meeting to attend to the Cancellation of Trading Resolution.

The notice convening the General Meeting is set out in Part II of this circular. If you hold your shares in CREST, you may appoint a proxy via the CREST system. Alternatively, enclosed separately are the paper Forms of Proxy for you to use in connection with your votes at the forthcoming General Meeting.

If the Cancellation of Trading Resolution is passed, the Board proposes to notify the LSE of the Cancellation of Trading once the published the Net Asset Value of the Company falls below £7 million. If the requisite percentage of Shareholders does not approve the Cancellation of Trading Resolution, the Shares will continue to be admitted to trading on the Specialist Fund Segment.

6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

The General Meeting will be held at 1.40 pm on 16 December 2021 to approve the Cancellation of Trading Resolution referred to in paragraph 3 above.

The Cancellation of Trading Resolution will be proposed as a special resolution; this means that more than 75 per cent. of the votes cast must be in favour for the resolution to be passed.

All Shareholders are entitled to vote at the General Meeting. In accordance with the Articles, all Shareholders present by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each share held. On account of the Covid-19 pandemic, Shareholders are discouraged from attending the General Meeting, and entry will be refused if the law and/or government guidance so requires and/or the Board believes it is necessary to ensure the health, wellbeing and safety of the Company's Shareholders and officers. In the light of the current circumstances, arrangements are being made by the Company to ensure that only the minimum number of Shareholders or their proxies required to form a quorum will attend the General Meeting. Shareholders are therefore strongly encouraged to participate in the business of the General

Meeting by exercising their votes in advance of the General Meeting and appointing the Chairman of the General Meeting as their proxy to vote on their behalf.

The Notice of the General Meeting is set out at the end of this document. In line with the Articles, the Company will convene the General Meeting on 21 clear days' notice and will hold the General Meeting on 16 December 2021.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. Alternatively, Shareholders may complete and return the Form of Proxy enclosed with this document, in accordance with the instructions printed thereon to, Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the AGM (ignoring any part of a day that is not a working day), being 14 December 2021.

Shareholders are invited to participate in the General Meeting by submitting any questions in advance. Any specific questions on the business of the General Meeting can be submitted (with details of the shareholding) by no later than 48 hours prior to the meeting (or any adjournment thereof) by email to ssif@elysiumfundman.com.

7. RECOMMENDATIONS

The Board considers that the Cancellation of Trading Resolution to be proposed at the General Meeting is in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends that all Shareholders vote **IN FAVOUR OF** the Cancellation of Trading Resolution at the General Meeting.

Yours faithfully

David Stevenson
Non-Executive Chairman
Secured Income Fund plc
20 October 2021

PART II – ADDITIONAL INFORMATION

1. THE COMPANY

The Company was incorporated and registered in England and Wales on 13 July 2015 with registered number 09682883 as a public company limited by shares with the name GLI Alternative Finance plc. The Company changed its name to The SME Loan Fund plc on 31 August 2016, to SQN Secured Income Fund plc on 28 April 2017, and then to Secured Income Fund plc on 18 July 2020. The principal legislation under which the Company operates is the Act.

The registered office of the Company is at Level 13 Broadgate Tower, 20 Primrose Street, London, EC2A 2EW and the telephone number of the Company is +44 (0)1481 810 100.

2. DISTRIBUTIONS

Since September 2020, when the Company commenced the orderly realisation of its investment portfolio, it has realised certain of its investments and has returned 28 pence per Share to Shareholders through a combination of dividends and a B Share Scheme.

3. DIRECTORS' INTERESTS IN SHARES

As at 20 October 2021, being the last practicable date prior to the publication of this document, the Directors held the following shares in the Company.

20 October 2021

| <i>Director</i> | <i>Nature of Interest</i> | <i>Number of Ordinary Shares of GBP 0.01</i> |
|-----------------|---------------------------|--|
| David Stevenson | Ordinary Shares | 20,256 |
| Gaynor Coley | Ordinary Shares | 2,139 |
| Brett Miller | - | - |

4. DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection at the Company's registered office at Level 13 Broadgate Tower, 20 Primrose Street, London, EC2A 2EW during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this document up to and including the time and date of the General Meeting:

- 4.1 the Memorandum and Articles of Association of the Company;
- 4.2 the Annual Report and Audited Financial Statements of the Company for the year ended 30 June 2021; and
- 4.3 this document.

DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy, unless the context requires otherwise:

| | |
|---|--|
| "Act" | the Companies Act 2006 |
| "UK AIFMD" | the requirements of the FCA Rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) in the United Kingdom and related UK laws (including Commission Delegated Regulation (EU) No 231/2013, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018) |
| "AIFM" | an Alternative Investment Fund Manager, as defined in the UK AIFMD |
| "Articles" | the articles of association of the Company as amended from time to time |
| "B Share Scheme" | the mechanism by which the Company has been returning capital through the issue and redemption of B Shares |
| "Board" | the board of Directors |
| "Business Day" | means any day which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in the City of London |
| "Cancellation of Trading" | the cancellation of the admission of the Shares to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange |
| "Cancellation of Trading Resolution" | the special resolution to give effect to the Cancellation of Trading set out in the notice of the General Meeting on page 16 of this document |
| "Company" | Secured Income Fund plc |
| "CREST" | the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form |
| "Directors" | the directors of the Company or any duly constituted committee of the Board |
| "FCA" | Financial Conduct Authority of the United Kingdom |
| "Form of Proxy" | the form of proxy provided with this document for use by Shareholders in connection with the General Meeting |
| "General Meeting" | the general meeting of the Company to consider the Cancellation of Trading Resolution, convened for 16 December 2021 at 1.40 pm or any |

adjournment thereof, notice of which is set out on pages 16 to 19 of this document

| | |
|-----------------------------|---|
| "LSE" | London Stock Exchange |
| "Management Shares" | the management shares of £1.00 each in the capital of the Company |
| "NAV" | Net Asset Value |
| "Notice of General Meeting" | the notice of the General Meeting as set out on pages 16 to 19 of this document |
| "Ordinary Shares" | The ordinary shares of £0.01 each in the capital of the Company |
| "Portfolio" | the Company's portfolio of investments from time to time |
| "Registrar" | Link Group |
| "RIS" | Regulatory Information Service |
| "Rules" | the rules and statements of principle and the applicable designated rules and codes made by the FCA, as amended from time to time |
| "Shareholder" | a holder of Shares |
| "Shares" | ordinary shares of £0.01 each in the capital of the Company |
| "Specialist Fund Segment" | the Specialist Fund Segment of the Main Market of the London Stock Exchange |
| "Takeover Code" | the UK Code on Takeovers and Mergers |
| "US" or "United States" | the United States of America (including the District of Columbia) and any of its territories, possessions and other areas subject to its jurisdiction |

SECURED INCOME FUND PLC

(incorporated and registered 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 Secured Income Fund plc (the "**Company**") will be held on 16 December 2021 at 1.40 pm for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution. The General Meeting will be held at the offices of Dickson Minto, 16 Charlotte Square, Edinburgh, EH2 4DF.

SPECIAL RESOLUTION

1. **THAT** the Directors of the Company be and are hereby authorised to notify the LSE of its intention to cancel the admission of the Shares to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange, once the Net Asset Value of the Company falls below £7 million.

Save where the context requires otherwise, the definitions contained in the Circular shall have the same meanings where used in this resolution.

By order of the Board

Elysium Fund Management Limited,
Company Secretary
20 October 2021
PO Box 650, 1st Floor Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey, GY1 3JX

IMPORTANT NOTES TO THE NOTICE OF MEETING

The following notes explain your general rights as a Shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. On account of the Covid-19 pandemic, Shareholders are discouraged from attending this General Meeting and entry will be refused if the law and/or Government guidance so requires and/or the Board believes it is necessary to ensure the health, wellbeing and safety of the Company's Shareholders and officers. In the light of the current circumstances, arrangements are being made by the Company to ensure that only the minimum number of Shareholders or their proxies required to form a quorum will attend the General Meeting. Shareholders are therefore strongly encouraged to participate in the business of the General Meeting by exercising their votes in advance of the General Meeting and appointing the Chairman of the General Meeting as their proxy to vote on their behalf.
2. 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 but in the light of the circumstances with the Covid-19 pandemic it is recommended that you appoint the Chairman of the General Meeting as your proxy. A Form of Proxy is enclosed which, if used, must be lodged at the Company's Registrars, Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the General Meeting (ignoring any part of a day that is not a working day), being 1.40 pm on 14 December 2021. 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. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of 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. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by looking at the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first being the most senior). The completion and return of the Form of Proxy will not preclude a member from attending the General Meeting and voting in person.
3. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered on the Company's Register of Members at close of business on 14 December 2021. If the General Meeting is adjourned then, to be so entitled, members must be entered on the Company's Register of Members at the time which is 48 hours before the time fixed for the adjourned General Meeting or, if the Company gives notice of the adjourned General Meeting, at the time specified in that notice.
4. As at 20 October 2021 (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, and one Management Share. There are no shares held in treasury. Therefore, as at 20 October 2021, the total number of voting rights in the Company is 52,660,350.
5. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for or against the relevant resolution.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 agent ID (RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of the General Meeting. 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 Applications Host) from which the Company's agent is able to retrieve the message by enquiry 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 provider(s) should note that Euroclear 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 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 service provider(s) 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 member 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 member as to the exercise of voting rights.
8. Corporate representatives are entitled to attend and vote on behalf of a 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. 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) if it is undesirable in the best interests of the Company or the good order of the meeting. Shareholders are invited to submit any such questions in advance. Any specific questions on the business of the General Meeting can be submitted (with details of the shareholding) by no later than 48 hours prior to the meeting (or any adjournment thereof) by email to ssif@elysiumfundman.com.
10. The following documents will be available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the conclusion of the General Meeting:
 - the Memorandum of Incorporation and the Articles of Association of the Company;
 - the Annual Report and Audited Financial Statements of the Company for the year ended 30 June 2021; and
 - this document.
11. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

12. A copy of this notice of General Meeting, and other information required by section 311A of the Companies Act 2006, can be found at <https://kkvim.com/secured-income-fund/>.
13. To be passed, a special resolution requires 75% of the votes cast by those members voting in person or by proxy at the General Meeting (excluding any votes to be withheld) to be voted in favour of the resolution.

APPENDIX 1 : INVESTMENT OBJECTIVE AND POLICY

The Company will be managed with the intention of realising all remaining assets in the Portfolio in a prudent manner consistent with the principles of good investment management and with a view to returning cash to Shareholders in an orderly manner.

The Company will pursue its investment objective by effecting an orderly realisation of its assets in a manner that seeks to achieve a balance between maximising the value received from those assets and making timely returns of capital to Shareholders. This process might include sales of individual assets, mainly structured as loans, or running off the Portfolio in accordance with the existing terms of the assets, or a combination of both.

As part of the realisation process, the Company may also exchange existing debt instruments for equity securities where, in the opinion of the Board, the Company is unlikely to be able to otherwise realise such debt instruments or will only be able to realise them at a material discount to the outstanding principal balance of that debt instrument.

The Company will cease to make any new investments or to undertake capital expenditure except where, in the opinion of both the Board and the Investment Manager (or, where relevant, the Investment Manager's successors):

- the investment is a follow-on investment made in connection with an existing asset in order to comply with the Company's pre-existing obligations; or
- failure to make the follow-on investment may result in a breach of contract or applicable law or regulation by the Company; or
- the investment is considered necessary to protect or enhance the value of any existing investments or to facilitate orderly disposals.

Any cash received by the Company as part of the realisation process prior to its distribution to Shareholders will be held by the Company as cash on deposit and/or as cash equivalents.

The Company will not undertake new borrowing.

Any material change to the investment policy will require Shareholder approval.