

FORM OF PROXY

SECURED INCOME FUND PLC

(Incorporated in England and Wales with company no. 09682883 and registered as an investment company under section 833 of the Companies Act 2006) (the "Company")

This Form of Proxy is for use by holders of Ordinary Shares in the Company at a general meeting of the Company (the "GM") to be held at 16 Charlotte Square, Edinburgh EH2 4DF on 23 March 2021 at 1.30 p.m. for the purpose of considering the resolutions set out in the notice dated 26 February 2021 convening the GM (the "Notice").

I/We.....
(full name(s) of registered member(s) in block capitals) (See note 7 overleaf)

of.....
(address in block capitals)

being a member/members of the Company, hereby appoint the Chairman of the GM (See note 3 overleaf)

or,.....

of.....
(name and address of proxy in block capitals)

as my/our proxy to attend and speak, and on a poll, vote in my/our name(s) and on my/our behalf at the GM of the Company to be held at 16 Charlotte Square, Edinburgh EH2 4DF on 23 March 2021 at 1.30 p.m. and at any adjournment thereof.

I/We wish my/our proxy to vote as I/we have indicated below in respect of the resolutions to be proposed at the GM, as set out in the notice convening the GM.

Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution. (See note 4 overleaf).

SPECIAL RESOLUTION

	For	Against	Vote Withheld
1. THAT, the draft articles of association produced to the meeting and initialled by the Chairman be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company to take effect immediately.			

ORDINARY RESOLUTIONS

	For	Against	Vote Withheld
2. THAT, conditional upon the passing of resolution 1 above, the directors be generally and unconditionally authorised pursuant to article 192 of the articles of association of the Company to capitalise from time to time a sum or sums not exceeding, at each relevant time, the aggregate amount then standing to the credit of the Company's reserves available for the purpose of making an issue of unlisted redeemable fixed rate preference shares of £1 each in the capital of the Company carrying the rights and restrictions set out in article 192 of the articles of association of the Company ("B Shares") in accordance with the Companies Act 2006 and the articles of association of the Company and to apply such sum or sums from time to time in paying up in full up to 43,857,133 B Shares which may be allotted from time to time pursuant to the authority given by resolution 3 below.			
3. THAT, conditional upon resolutions 1 and 2 above being approved, pursuant to section 551 of the Companies Act 2006, to exercise all powers of the Company to allot and issue from time to time, credited as fully paid up, B Shares up to an aggregate nominal amount of £43,857,133 to the holders of ordinary shares of £1 each in the capital of the Company on a pro rata basis as determined by the Directors from time to time. Unless previously varied, revoked or renewed, this authority shall expire at the conclusion of			

<p>the Annual General Meeting of the Company in 2021 (save that the Company may, before the expiry of any power contained in this resolution, make an offer or agreement which would or might require B Shares to be allotted after such expiry and the Directors may allot B Shares in pursuance of such offer or agreement as if the power conferred hereby had not expired).</p>			
<p>4. THAT, the terms of the contract to be made between the Company and Amberton Asset Management Limited for the purchase by the Company of 49,999 management shares of £1 each in the capital of the Company for £49,999, laid before the meeting and initialled by the Chair for the purpose of identification be approved and the Company is authorised to enter into the contract.</p>			

Signature Date 2021
(See note 7 overleaf)

Print name

SECURED INCOME FUND PLC

Notes:

1. A member of the Company who is entitled to attend, speak and vote at the GM is entitled to appoint one or more proxies to attend and to speak and on a poll to vote in his or her place. A proxy need not be a member of the Company. Completion of the Form of Proxy will not preclude a member from attending and voting in person. However, please note the terms of note 14 to the notice of GM which explains that, given the risks posed by the spread of Covid-19 and in accordance with Government guidance, physical attendance at the GM is unlikely to be possible. If you have appointed a proxy and attend the GM in person and vote, your proxy appointment will be automatically terminated. Only those shareholders having their names entered on the Company's share register not later than 1.30 p.m. on 19 March 2021 or, if the meeting is adjourned, 1.30 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.
2. To allow effective constitution of the meeting, if it is apparent to the Chairman that no members of the Company will be present in person or by proxy, other than the Chairman, then the Chairman may appoint a substitute to act as proxy in his stead for any member of the Company, provided that such substitute proxy shall vote on the same basis.
3. If you wish to appoint as your proxy someone other than the Chairman of the GM, cross out the words "the Chairman of the GM", and write on the dotted line the full name and address of your proxy. The change should be initialled. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. However, please note that, in the light of the 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 GM.
4. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the resolutions, and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to the resolutions) which may properly come before the GM.
5. On a poll you have one vote in respect of each eligible share you hold. You do not have to cast all of your votes in the same way and if you wish to split your votes you can enter the number of votes you wish to vote for, against and withhold in the boxes next to the resolutions. The total number of votes must equal the total number of votes you hold. If you simply enter a tick in one of the boxes for a resolution you will be deemed to vote all your votes in that way.
6. 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 a resolution.
7. This form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If shares in the Company are held by a nominee(s), a Form(s) of Proxy must be completed and signed by the nominee(s). If the Shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form.
8. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding (the first-named being the most senior).
9. To appoint more than one proxy to vote in relation to different shares within your holding, you may photocopy this form. Please indicate on each copy of the form the proxy'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 appointment of a proxy is one of multiple appointments being made. All such forms should be signed and returned together in the same envelope.
10. This form must be completed and lodged with Link Group, 10th Floor Central Square, 29 Wellington Street, Leeds, LS1 4DL together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, no later than 1.30 p.m. on 19 March 2021.
11. CREST members may alternatively choose to utilise the CREST electronic proxy appointment service. Please refer to the notes to the notice convening the GM for instructions with regard to submitting a CREST proxy instruction.