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If you have disposed of all your Shares in the Company, please pass this document and the accompanying Form(s) of Proxy as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The distribution of this document and any accompanying documents into jurisdictions other than the United Kingdom may be restricted by Law and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of securities laws of any such jurisdiction.

**PLEASE NOTE THAT AS A RESULT OF THE COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE EGM OR CLASS MEETINGS AND THEREFORE SHAREHOLDERS ARE STRONGLY ENCOURAGED TO RETURN THEIR FORM OF PROXY AS EARLY AS POSSIBLE AND AS DIRECTED BELOW.**

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## **KKV SECURED LOAN FUND LIMITED**

*(Incorporated in Guernsey with registration number 58519)*

**Recommended Proposals for a Managed Wind-Down of the Company and associated adoption of New Investment Objectives and Investment Policies**

**Adoption of New Articles  
and**

**Notice of EGM and Notice of Class Meetings of each of the holders of Ordinary Shares and holders of C Shares**

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Board of the Company in which the Directors recommend how you should vote in relation to the Resolutions to be proposed at the EGM and each class meeting referred to below.

Notices of the EGM, Ordinary Share Class Meeting and C Share Class Meeting of the Company to be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 4 December 2020, commencing respectively at 10.00 a.m. GMT, 10.05 a.m. GMT and 10.10 a.m. GMT (or as soon thereafter as the preceding Meeting concludes or is adjourned), are set out at the end of this document. The Proposals described in this document are conditional upon Shareholder approval.

In light of the Covid-19 pandemic, you are strongly encouraged to exercise your voting rights by completing and submitting the Forms of Proxy to avoid the need to attend the EGM or Class Meetings in person. It is highly recommended that Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the EGM and the Class Meetings.

Please complete and return the relevant Forms of Proxy accompanying this document to Link Asset Services, by hand (during normal business hours only) or by post to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU **as soon as possible** and in any event so as to arrive by not later than the time stated in the instructions printed on the relevant Form of Proxy. If you hold Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrar, Link Asset Services (under CREST participant ID RA10) so that it is received during normal business hours as soon as possible and in any event so as to arrive by not later than the time stated in the instructions printed on the relevant Form of Proxy.

This document is dated 13 November 2020.

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## SUMMARY OF ACTION TO BE TAKEN

### The meetings

#### Holders of Ordinary Shares, to vote:

At the EGM



Complete and return the **White**  
Form of Proxy

At the Ordinary Share Class Meeting



Complete and return the **Blue**  
Form of Proxy

#### Holders of C Shares, to vote:

At the EGM



Complete and return the **White**  
Form of Proxy

At the C Share Class Meeting



Complete and return the **Pink**  
Form of Proxy

## EXPECTED TIMETABLE

Date of this document	13 November 2020
Latest time and date for receipt of Forms of Proxy for EGM	2 December 2020 at 10.00 a.m. GMT
Latest time and date for receipt of Forms of Proxy for Ordinary Share Class Meeting	2 December 2020 at 10.05 a.m. GMT
Latest time and date for receipt of Forms of Proxy for C Share Class Meeting	2 December 2020 at 10.10 a.m. GMT
EGM	4 December 2020 at 10.00 a.m. GMT
Ordinary Share Class Meeting	4 December 2020 at 10.05 a.m. <sup>2</sup> GMT
C Share Class Meeting	4 December 2020 at 10.10 a.m. <sup>2</sup> GMT

**Notes:**

- (1) 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 announcement.
- (2) Or as soon thereafter as the preceding meeting concludes or is adjourned.

# PART 1 – LETTER FROM THE CHAIRMAN KKV SECURED LOAN FUND LIMITED

*(Incorporated in Guernsey with registration number 58519)*

## *Directors*

Peter Niven (Non-executive Chairman)  
John Falla (Non-executive Director)  
Paul Meader (Non-executive Director)  
Brett Miller (Director)

## *Registered and Head Office:*

BNP Paribas House, St Julian's Avenue  
St Peter Port, Guernsey  
GY1 1WA

13 November 2020

Dear Shareholder

## **Notice of EGM and Class Meetings of holders of Ordinary Shares and C Shares, and recommended Proposals for (i) a Managed Wind-Down of the Company and associated adoption of the New Investment Objectives and Investment Policies; and (ii) proposed adoption of the New Articles**

### **1. Introduction**

I am writing to provide you with details of the EGM, Ordinary Share Class Meeting and C Share Class Meeting of the Company to be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 4 December 2020, commencing respectively at 10.00 a.m. GMT, 10.05 a.m. GMT and 10.10 a.m. GMT (or as soon thereafter as the preceding Meeting concludes or is adjourned).

This document sets out details of, and seeks your approval of, the proposals relating to:

- the Managed Wind-Down of the Company and associated adoption of the New Investment Objectives and Investment Policies; and
- the amendments to the Articles to, among other things, remove the continuation vote and provide for a mechanism to return capital to Shareholders by way of a B Share Mechanism for Ordinary Shareholders and a D Share Mechanism for C Shareholders, by way of adoption of the New Articles ("**Adoption of the New Articles**"),

(together the "**Proposals**").

The Proposals are subject to Shareholder approval as required by the Articles, the Law and, where relevant, the Listing Rules.

This document sets out in more detail the background to the Proposals and the reasons why the Board unanimously recommends that you vote in favour of:

- the Shareholder Resolution to approve the Adoption of the New Articles;
- the Ordinary Share Class Resolutions to approve the New Ordinary Share Investment Objective and Investment Policy and the Adoption of the New Articles at the separate class meeting of the Ordinary Shareholders, the Ordinary Share Class Meeting; and
- the C Share Class Resolutions to approve the New C Share Investment Objective and Investment Policy and the Adoption of the New Articles at the separate class meeting of the C Shareholders, the C Share Class Meeting.

Notices of the EGM, the Ordinary Share Class Meeting and the C Share Class Meeting are set out at the end of this document and Forms of Proxy (as applicable) are enclosed with this document.

### **2. Background to, and reasons for, the Proposals**

On 30 April 2020, the Board announced the conclusion of its strategic review. The outcome of the review included, amongst other matters, the intention of the Board to bring forward the Company's triennial continuation vote and propose separate continuation resolutions for the Ordinary Shares and C Shares, with a further continuation vote to be put to each Share Class in 2021. These proposals were put to Shareholders in a circular dated 16 June 2020, which convened each of the 16 July Shareholder Meetings.

Following the 16 July Shareholder Meetings, the Board announced that: (i) the resolution in connection with the continuation of the Ordinary Share Class had passed with the requisite majority, meaning the Ordinary Share Class would continue for at least another 12 months with a further Ordinary Share Class continuation vote to take place in 2021; and (ii) the resolution in connection with the continuation of the C Share Class did not pass. In relation to the resolution of the C Share Class, the Board noted it would formulate proposals to be put to Shareholders as soon as reasonably practical for the C Portfolio to be placed into managed wind-down with the aim of enabling C Shareholders to realise their holdings in the Company.

The Company announced on 16 September 2020 the appointment of Brett Miller to the Board. Brett, who brings considerable experience and has been instrumental in a number of fund realisations, took on additional responsibilities with effect from 1 October 2020. In recognition of this, the Board determined that, in addition to the normal director fee, he should receive a fee of £20,000 per month. This fee is for an initial period of six months, following which this arrangement will be subject to review by the Board, which may resolve to continue to pay the current amount or to increase or reduce such fee having regard to Brett Miller's expected ongoing time commitment.

On 24 September 2020, the Board announced the intention to put forward proposals for a managed wind-down of the Company, in relation to both the Ordinary Share Class and the C Share Class. The Board noted that whilst Ordinary Shareholders as a whole supported continuation of the Ordinary Share Class, a substantial proportion of the Ordinary Shareholders voted against continuation. In addition, since the 16 July Shareholder Meetings, the Portfolio Manager has raised concerns over the valuation of certain assets held within the Company's Portfolios, as announced on 6 August 2020 (and further announced on 30 September 2020 and 11 November 2020). These assets are subject to ongoing review by both the Portfolio Manager and KPMG LLP. The Board believes that these two factors are likely to continue to impact the rating of Ordinary Shares for an extended period of time. As a consequence of this and feedback from several major Shareholders, both the Board and the Portfolio Manager have determined that Shareholder value is best maximised by placing the Ordinary Share Class into managed wind-down along with the C Share Class.

In order to do this, the Company is seeking Shareholder approval to replace the Current Investment Objective and Investment Policy with the New Investment Objectives and Investment Policies set out in Part 3 of this document. If approved, the Board will endeavour to realise all of the Company's investments in a manner that achieves a balance between maximising the net value received from those investments and making timely returns to Shareholders.

In addition, the Board is seeking Shareholder approval for the Adoption of the New Articles to:

- provide the Company with an alternative mechanism for making distributions to Shareholders, namely the B Share Mechanism and the D Share Mechanism, further details of which are set out at paragraph 3(b) below;
- remove the continuation vote;
- give the Board greater flexibility to capitalise profits at the Board's discretion in order to effect the B and/or D Share Mechanism;
- remove the right of conversion of C Shares into Ordinary Shares; and
- give the Board more flexibility in relation to the composition of the Board and how proceedings of the Board and its committees are effected, by removing any requirement that there shall not be a majority of the Directors resident in the United Kingdom.

In light of the Proposals, the Company announced on 29 October 2020 that Mr Chris Spencer and Dr Jacqueline Redmond agreed to step down from the Board with effect from 30 October 2020. In addition, Mr Paul Meader will step down from the Board following the publication of the Company's annual report and accounts for the year-ended 30 June 2020. The Board has commenced a search for additional directors with the right mix of skills for the Managed Wind-Down. Subject to identifying those new directors, it is expected that further Board changes will be announced with the intention being that, at the conclusion of this process, the Board will comprise four directors.

### 3. Summary of the Proposals

#### (a) *Amendments to the Current Investment Objective and Investment Policy*

The Proposals involve amending the Current Investment Objective and Investment Policy to reflect a realisation strategy and to cease making any new investments except in very limited circumstances as detailed in Part 3 of this document. The proposed amendments to the Current Investment Objective and Investment Policy are considered a material change, which requires the consent of each of the Ordinary Share Class and C Share Class in accordance with the Listing Rules.

In the view of the Directors, being prescriptive as regards the timeframe for realising the Company's investments could prove detrimental to the value achieved on realisation. Therefore, it is the Board's view that the strategy for the realisation of the Company's investments will need to be flexible and may need to be altered to reflect changes in the circumstances of a particular investment or in the prevailing market conditions. In seeking to realise the Company's investments in an orderly manner, the Directors will aim to achieve a balance between maximising their net value and progressively returning cash to Shareholders. In so doing, the Board will take account of the continued costs of operating the Company. The Company's listing and the capacity to trade in its Ordinary Shares and C Shares will be maintained for as long as the Directors believe it to be practicable and cost-effective during the Managed Wind-Down period, subject to being able to meet the requirements of the Listing Rules. Accordingly, once a significant proportion of the Company's assets have been realised and distributed to Shareholders, the Board will then consider, in light of the then prevailing market conditions and Shareholders' views, whether it would be appropriate to propose a resolution for delisting the Ordinary Shares and/or the C Shares (as applicable), which would require additional Shareholder approval at that time.

The Board will continue to treat the Ordinary Share Class and the C Share Class as separate pools of capital during the Managed Wind-Down and there will not be a combination of the two Share Classes.

Irrespective of whether or not the Board seeks to delist the Ordinary Shares and/or the C Shares (as applicable), once all, or substantially all, of the Company's investments have been realised, the Company will, at an appropriate time, seek Shareholders' approval for it to be placed into members' voluntary liquidation.

Part 3 of this document sets out the New Investment Objective and Investment Policies in full.

#### (b) *Mechanics for returning cash to Shareholders*

The Board has carefully considered the potential mechanics for returning capital to Shareholders as part of the Managed Wind-Down and the Company's ability to do so. The Board currently believes it is in the best interests of Shareholders as a whole to return cash to Shareholders at the appropriate times at the Board's discretion using a B Share Mechanism and a D Share Mechanism, and it is proposed certain changes to the Articles are made by the Adoption of the New Articles in order to enable the Company to use such mechanisms, as set out in further detail at paragraph 3(c) below.

The B Share Mechanism will involve the issue of new redeemable shares of no par value ("**B Shares**"), paid up out of the Company's assets, to existing Ordinary Shareholders *pro rata* to their holdings of Ordinary Shares at the time of such issue. The D Share Mechanism will involve the issue of new redeemable shares of no par value ("**D Shares**"), paid up out of the Company's assets, to existing C Shareholders *pro rata* to their holdings of C Shares at the time of such issue. The B Shares and D Shares shall be non-transferable and shall be redeemable for cash subsequent to issue at the option of the Board on such terms as the Board shall determine. Please see Part 4 of this document for a summary of the rights attaching to the B Shares and the D Shares.

The Board considers that administering both the B Share Mechanism and the D Share Mechanism would be relatively simple and therefore cost-effective. The Company reserves the right to use an alternative mechanism to return cash to Shareholders from time to time if the Board believes any such mechanism to be in the best interests of Shareholders.

(c) *Adoption of the New Articles*

The proposed Managed Wind-Down requires certain changes to the Articles which are proposed to be effected by the Adoption of the New Articles, details of which are set out below.

***Continuation vote***

The Articles contain provisions which require the Board to put a continuation resolution to Shareholders (i) following 30 June 2021 and by no later than 31 August 2021 and (ii) immediately after every third annual general meeting thereafter, starting in 2024. These provisions are set out in full below.

*“49.4 Without prejudice to Article 49.1, the Directors shall convene a class meeting of each class of Shares to be held: (i) following 30 June 2021 and by no later than 31 August 2021 and (ii) immediately after every third annual general meeting thereafter, starting in 2024, at which one or more ordinary resolutions (the “Continuation Resolution”) will be proposed for the Company to continue as a closed ended investment company. In the event that a Continuation Resolution is not passed by a particular class of Shares (the “Relevant Class”), the Directors shall formulate proposals to be put to holders of the Relevant Class as soon as is reasonably practicable but, in any event, by no later than six months after the Continuation Resolution is not passed, to reorganise, unitise or reconstruct the portfolio of investments held by the Relevant Class or for such investments to be wound up with the aim of enabling holders of the Relevant Class to realise their holdings in the Company.”*

It is proposed that Article 49.4 be deleted in its entirety. The Board believes that removing this provision will help to ensure that the Company is able to implement the Managed Wind-Down without a specified time limit being imposed. In addition, the adoption of the New Investment Objectives and Investment Policies will effectively culminate in the discontinuation of the Company, rendering Article 49.4 redundant.

***Removal of C Share right of conversion***

The Articles include, at Article 52, rights attaching to the C Shares which provide for conversion to New Ordinary Shares in certain circumstances. The Board believes that, in light of the Proposals, the conversion rights attaching to the C Shares are no longer necessary and it is proposed that these be deleted.

***Capitalisation of profits***

In connection with the B Share Mechanism and D Share Mechanism, the Company may be required to capitalise its reserves in order to pay up the new issue of B Shares and/or D Shares. The Board proposes that Article 45.1 relating to the capitalisation of profits be amended to give the Board greater flexibility to carry out any such capitalisation at the Board's discretion, and to delete the current requirement to obtain approval from Shareholders to capitalise amounts standing to the credit of the Company's reserve accounts or profit and loss account or otherwise available for distribution.

***B Share Mechanism and D Share Mechanism***

It is proposed the rights attaching to the B Shares and D Shares be included as articles 54 and 55 of the New Articles respectively. Such rights set out when and how the B Shares and/or D Shares may be issued and redeemed, and are necessary for the implementation of the B Share Mechanism and/or D Share Mechanism. Please refer to Part 4 of this document for a summary of the rights attaching to the B Shares and the D Shares.

***Removal of requirements on Directors' residence***

Finally, the Board proposes certain other amendments to the Articles to give the Board more flexibility in relation to the composition of the Board and how proceedings of the Board and its committees are effected, by removing any requirement that there shall not be a majority of the Directors resident in the United Kingdom. The Board intends to take appropriate tax advice at the relevant time, should it consider that it would be beneficial to not have a majority of Directors resident outside the United Kingdom.



A copy of the New Articles showing the proposed changes to be made pursuant to Resolution 1 of the EGM and resolution 2 of each of the Ordinary Share Class Meeting and C Share Class Meeting is available on the Company's website (<https://www.kkvim.com/kkv-secured-loan-fund/>).

#### **4. Variation to the Investment Management Agreement**

The Company, the Portfolio Manager and IFM, as parties to the Investment Management Agreement, have agreed the following variations to the Investment Management Agreement (the "**IMA Variation**"):

- a clawback of management fees paid up to the publication of the audited accounts of the Company for the financial year ending 30 June 2020 (the "**Initial Management Fees**") (the "**Annual Report 2020**") if the NAV as at 30 June 2020 as reported in the Annual Report 2020 (the "**Actual NAV**") is less than the NAV as at 30 June 2020 as published in the Company's announcement dated 24 July 2020. The Initial Management Fees will be Re-calculated using the Actual NAV (the "**Re-calculated Management Fees**") and the difference between such Re-calculated Management Fees and the Initial Management Fees shall be deducted from future payments of the management fee by the Company until such time as the amount has been deducted in full;
- subject to the passing of resolution 1 at the Ordinary Share Class Meeting, the parties to the IMA agree to use reasonable endeavours to agree a management fee scale for the Ordinary Shares in January 2021, or such later date as agreed in writing, but in any event following the publication of the Annual Report 2020; and
- a waiver and release of the Portfolio Manager's obligation to use 5 per cent. of management fees received by it in relation to Ordinary Shares and C Shares to purchase Ordinary Shares and C Shares in the market for the calendar months from and including June 2020 to and including January 2021.

The IMA Variation has been agreed in light of the announcements of 6 August and 30 September 2020 regarding the likelihood of material impairments as well as delay in publication of NAVs prior to the conclusion of the third-party valuation review, and the Board considered it appropriate that any excess management fees calculated at the conclusion of this process be clawed back. The Board will also be seeking to negotiate a revised management fee scale for the Ordinary Shares in January 2021 in order to re-align the Portfolio Manager's interests with the New Investment Objectives and Investment Policies.

#### **5. Benefits of the Proposals**

The Directors believe, having taken into account the views of a range of major Shareholders, that the Proposals are in the best interests of the Company and its Shareholders as a whole, and should yield the following principal benefits:

- implementing a managed wind-down and orderly disposal of investments in relation to both the Ordinary Portfolio and C Portfolio is expected to achieve a balance between maximising the net value received from those investments and making timely returns to Shareholders; and
- the Proposals will allow cash to be returned to Shareholders in a cost-effective and timely manner through the proposed B Share Mechanism and D Share Mechanism (or by way of such other mechanisms which the Directors consider, in their discretion, are in the best interests of Shareholders from time to time).

#### **6. Risk factors**

Shareholders' attention is drawn to the risk factors set out in Part 2 of this document. Shareholders should review the risk factors which set out certain factors that should be considered by Shareholders when deciding what action to take in relation to the Proposals.

**With regards to taxation, Shareholders who are in any doubt as to what their tax position would be should the Proposals be adopted, are encouraged to consult an appropriate professional adviser.**

## **7. EGM, Ordinary Share Class Meeting and C Share Class Meeting**

### *EGM*

In connection with the Proposals, a special resolution to adopt the New Articles will be proposed at the EGM, which will be conditional on the passing of resolution 2 at the Ordinary Share Class Meeting and resolution 2 at the C Share Class Meeting.

A special resolution requires a majority of not less than 75 per cent. of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

All Shareholders are entitled to attend and vote at the EGM, however, Shareholders should note the advice given in paragraph 9 below. In accordance with the Articles, all Shareholders present in person or by proxy have one vote on a show of hands and on a poll, have one vote in respect of each Share held. In order to ensure that a quorum is present at the EGM, it is necessary for two Shareholders entitled to vote to be present, whether in person or by proxy.

The formal notice convening the EGM is set out at the back of this document. The EGM is being convened on at least 14 clear days' notice in accordance with the Articles.

**Shareholders should be aware that if the Adoption of the New Articles is not approved at the EGM, then the Company will be required under its current Articles to hold another continuation vote at its AGM by no later than 31 August 2021 (and at every third AGM thereafter starting in 2024).**

**Shareholders should note that if either the Ordinary Share Class or C Share Class do not pass resolution 2 at their respective Class Meetings, the New Articles will not be adopted by the Company.**

**Shareholders should also note that if the New Articles are not adopted by the Company but:**

- **resolution 1 is passed at the Ordinary Share Class Meeting, the Board will not be able to implement the B Share Mechanism; and/or**
- **resolution 1 is passed at the C Share Class Meeting, the Board will not be able to implement the D Share Mechanism.**

In these circumstances, the Board will consider making alternative proposals to Ordinary Shareholders and/or C Shareholders (as appropriate) in order to effect returns of cash to such shareholders.

### *Ordinary Share Class Meeting*

In connection with the Proposals, the following resolutions will be proposed at the Ordinary Share Class Meeting:

- Resolution 1 will be proposed as an ordinary resolution to approve the New Ordinary Share Investment Objective and Investment Policy; and
- Resolution 2 will be proposed as a special resolution to adopt the New Articles.

As an ordinary resolution, Resolution 1 requires a majority of over 50 per cent. of those entitled to vote and present in person or by proxy to vote in favour for it to be passed.

As a special resolution, Resolution 2 requires a majority of not less than 75 per cent. of those entitled to vote and present in person or by proxy to vote in favour for it to be passed.

Only Ordinary Shareholders are entitled to attend and vote at the Ordinary Share Class Meeting. Members present in person or by proxy shall upon a show of hands have one vote and on a poll shall have one vote in respect of each Ordinary Share held. The quorum requirement for the Ordinary Share Class Meeting is two persons present holding at least one third of the voting rights of the relevant class save that if the meeting is adjourned it shall be one person holding Ordinary Shares.

The formal notice convening the Ordinary Share Class Meeting is set out at the back of this document.

**Shareholders should note that if the Ordinary Share Class does not pass Resolution 1 at the Ordinary Share Class Meeting, but the C Share Class does pass Resolution 1 at the**

**C Share Class Meeting, the Current Investment Objective and Investment Policy will remain in place for the Ordinary Share Class on a standalone basis.**

*C Share Class Meeting*

In connection with the Proposals, the following resolutions will be proposed at the C Share Class Meeting:

- Resolution 1 will be proposed as an ordinary resolution to approve the New C Share Investment Objective and Investment Policy; and
- Resolution 2 will be proposed as a special resolution to adopt the New Articles.

As an ordinary resolution, Resolution 1 requires a majority of over 50 per cent. of those entitled to vote and present in person or by proxy to vote in favour for it to be passed.

As a special resolution, Resolution 2 requires a majority of not less than 75 per cent. of those entitled to vote and present in person or by proxy to vote in favour for it to be passed.

Only C Shareholders are entitled to attend and vote at the C Share Class Meeting. Members present in person or by proxy shall upon a show of hands have one vote and on a poll shall have one vote in respect of each C Share held. The quorum requirement for the C Share Class Meeting is two persons present holding at least one third of the voting rights of the relevant class save that if the meeting is adjourned it shall be one person holding C Shares.

The formal notice convening the C Share Class Meeting is set out at the back of this document.

**Shareholders should note that if the C Share Class does not pass Resolution 1 at the C Share Class Meeting, but the Ordinary Share Class does pass Resolution 1 at the Ordinary Share Class Meeting, the Current Investment Objective and Investment Policy will remain in place for the C Share Class on a standalone basis.**

**8. Action to be taken**

Forms of Proxy for Shareholders are enclosed as follows:

- (a) for the EGM, a white Form of Proxy;
- (b) for the Ordinary Share Class Meeting, a blue Form of Proxy; and
- (c) for the C Share Class Meeting, a pink Form of Proxy.

You are requested to complete and sign the Forms of Proxy. Completed Forms of Proxy should be returned by post, to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to be received by the Registrar not later than:

- (d) 10.00 a.m. GMT on 2 December 2020 in relation to the white Form of Proxy for the EGM;
- (e) 10.05 a.m. GMT on 2 December 2020 in relation to the blue Form of Proxy for the Ordinary Share Class Meeting; and
- (f) 10.10 a.m. GMT on 2 December 2020 in relation to the pink Form of Proxy for the C Share Class Meeting.

Unless the relevant Form of Proxy is received by the relevant date and time above, it will be invalid. The lodging of a Form of Proxy will not prevent you from attending the relevant Meeting and voting in person if you are entitled to do so but due regard should be had to the advice set out in paragraph 9 below.

If you hold Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Link Asset Services (CREST Participant ID RA10) so that it is received no later than the times listed in paragraphs (d) to (f) above. Unless the CREST Proxy Instruction is received by the relevant date and time above it will be invalid.

The return of the relevant Form of Proxy or CREST Proxy Instruction will not affect your right as a Shareholder to attend the EGM and vote in person if you wish to do so but regard should be had to the advice set out in paragraph 9 below.

Shareholders are requested to complete and return the relevant Forms of Proxy whether or not they wish to attend the EGM, Ordinary Share Class Meeting or C Share Class Meeting. The return of a

Form of Proxy will not prevent Shareholders from attending the relevant meeting and voting in person should they so wish but regard should be had to the advice set out in paragraph 9 below.

As an alternative to completing the enclosed Forms of Proxy, CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST message in accordance with the procedures set out in the CREST Manual so that it is received by the Company's transfer agent (under CREST participant ID RA10) by not later than the times listed in paragraphs (d) to (f) above. The time of receipt will be taken to be the time from which the Company's transfer agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

#### **9. Attendance at the EGM, Ordinary Share Class Meeting and C Share Class Meeting**

In response to the wide spread of the Coronavirus (COVID-19), a number of measures have been implemented in a number of jurisdictions, including Guernsey. In particular, there is currently a requirement that all persons arriving in Guernsey from anywhere in the world must self-isolate for 14 days. Therefore, the Board strongly encourages Shareholders to exercise their voting rights by completing and submitting the Form of Proxy where possible to avoid the need to attend the EGM or the Class Meetings in person. The Board also strongly encourages Shareholders to submit their Form of Proxy as early as possible to ensure that their votes are counted at the EGM and the Class Meetings.

In light of this request to not attend the EGM and Class Meetings, the Board shall accept and answer any questions relating to the business being dealt with at the EGM and Class Meetings in advance of the meetings. Any question should be submitted by emailing [guernsey.bp2s.kkv.co.sec@bnpparibas.com](mailto:guernsey.bp2s.kkv.co.sec@bnpparibas.com).

#### **10. Recommendation**

The Board considers that the Proposals are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that:

- Shareholders vote in favour of the Shareholders Resolution to be proposed at the EGM;
- Ordinary Shareholders vote in favour of the Ordinary Share Class Resolutions to be proposed at the Ordinary Share Class Meeting; and
- C Shareholders vote in favour of the C Share Class Resolutions to be proposed at the C Share Class Meeting.

The Directors intend to vote in favour of:

- the Shareholder Resolution in respect of their holdings of Shares amounting to 214,547 Shares in aggregate (representing approximately 0.04 per cent. of the voting rights in the Company as at the date of this document);
- the Ordinary Share Class Resolutions in respect of their holdings of Ordinary Shares amounting to 206,858 Ordinary Shares in aggregate (representing approximately 0.04 per cent. of the voting rights of the Ordinary Shares as at the date of this document); and
- the C Share Class Resolutions in respect of their holdings of C Shares amounting to 7,689 C Shares in aggregate (representing approximately 0.001 per cent. of the voting rights in the Company as at the date of this document).

Yours faithfully

**Peter Niven**  
*Chairman*

## PART 2 – RISK FACTORS

In considering your decision in relation to the Proposals, you are referred to the risks set out below.

**Shareholders should read this document carefully and in its entirety and, if you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or, if you are in a territory outside the United Kingdom, from an appropriately authorised independent financial adviser. All Shareholders are advised to consult their professional advisers regarding their own tax position.**

Only those risks relating to the Proposals which are material and currently known to the Company have been disclosed. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems to be immaterial, or that do not relate to the Proposals, may also have an adverse effect on the Company.

### ***Risks related to the Managed Wind-Down***

- (a) In a Managed Wind-Down, the value of each Portfolio will be reduced as investments are realised and concentrated in fewer holdings, and the mix of asset exposure will be affected accordingly.
- (b) The Company might experience increased volatility in its Net Asset Value and/or its Share price as a result of possible changes to the structure of each Portfolio following the approval of the Proposals.
- (c) The Company's assets may not be realised at their carrying value, and it is possible that the Company may not be able to realise some assets at any value.
- (d) Sales commissions, liquidation costs, taxes and other costs associated with the realisation of the Company's assets together with the usual operating costs of the Company will reduce the cash available for distribution to Shareholders.
- (e) The maintenance of the Company as an ongoing listed vehicle will entail administrative, legal and listing costs, which will decrease the amount ultimately distributed to Shareholders. Although the Board intends to maintain the Company's listing for as long as the Directors believe it to be practicable during the Managed Wind-Down period, the Directors shall promptly notify the FCA and may seek suspension of the listing of the Ordinary Shares and/or the C Shares pursuant to the requirements of the Listing Rules (which may include Shareholder approval prior to any suspension or de-listing) if the Company can no longer satisfy the continuing obligations for listing set out therein including, but not limited to, the requirements in respect of Ordinary Shares and/or C Shares held in "public hands" (as such phrase is defined in the Listing Rules) and in relation to spreading investment risk, and consequently the listing of the Ordinary Shares and/or C Shares may be suspended and/or cancelled. Once the listing is suspended and/or cancelled, the Ordinary Shares and/or C Shares would no longer be capable of being traded on the London Stock Exchange, which would materially reduce market liquidity in the Ordinary Shares and/or C Shares.
- (f) It should also be noted that there may be other matters or factors which affect the availability, amount or timing of receipt of the proceeds of realisation of some or all of the Company's investments. In particular, ongoing returns of value to Shareholders will decrease the size of the Company's assets, thereby increasing the impact of fixed costs incurred by the Company on the remaining assets. In determining the size of any distributions, the Directors will take into account the Company's ongoing running costs, and the eventual liquidation costs of the Company. However, should these costs be greater than expected or should cash receipts for the realisations of investments be less than expected, this will reduce the amount available for Shareholders in future distributions.

### ***Risks related to the B Share Mechanism, D Share Mechanism and returns of capital***

- (a) There is no guarantee that the B Share Mechanism and/or the D Share Mechanism or any return of capital pursuant to the B Share Mechanism and/or the D Share Mechanism will take place. Each of the B Share Mechanism and the D Share Mechanism is conditional on, among

other things, the approval of Shareholders and will not proceed if the relevant Resolutions are not passed. If the relevant Resolutions are not passed, there will be no returns of capital under the B Share Mechanism and/or the D Share Mechanism (as applicable).

- (b) The amount of cash that the Company will be able to return to Shareholders in the future will depend on the performance of the Company's remaining investments and the proceeds eventually realised from them.
- (c) Even if the Resolutions are passed, the Board may determine, at its absolute discretion, not to make any return of capital pursuant to the B Share Mechanism and/or the D Share Mechanism.
- (d) There is no guarantee that on each issue of B Shares there will be a corresponding issue of D Shares, and vice-versa. Any issue of B Shares and/or D Shares will be dependent on the realisation of underlying assets pertaining to either the Ordinary Portfolio or C Portfolio (as applicable), and therefore the issue of B Shares and/or D Shares may be at different times and for different values.
- (e) There is no guarantee that any capital returned to Shareholders pursuant to either the B Share Mechanism and/or D Share Mechanism will be taxed in a certain way, and any taxation will be dependent on the nature and jurisdiction of the Shareholder and the manner in which the B Shares and/or D Shares are held. The position may be different for future transactions and may vary from the date of this document and the implementation of the B Share Mechanism and/or D Share Mechanism. Shareholders who are in any doubt as to what their tax position would be should the Proposals be adopted are encouraged to consult an appropriate professional adviser.

## **PART 3 – THE COMPANY’S PROPOSED NEW INVESTMENT OBJECTIVES AND INVESTMENT POLICIES**

### **1. Proposed New Ordinary Share Investment Objective and Investment Policy**

It is proposed that, if the Proposals are approved, the Current Investment Objective and Investment Policy, as each applies to the Ordinary Shares, will each be deleted in their entirety and replaced with the New Ordinary Share Investment Objective and Investment Policy set out below.

(a) Investment Objective:

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

(b) Investment Policy:

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

*As part of the realisation process, the Group may also exchange existing debt instruments for equity or other securities where, in the opinion of the Board, the Group 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, on behalf of the Ordinary Share Class, will cease to make any new investments or to undertake capital expenditure except where, in the opinion of both the Board and the Portfolio Manager:*

- *the investment is a follow-on investment made in connection with an existing asset held by the Ordinary Share Class in order to comply with the Group’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 Group; or*
- *the investment is considered necessary by the Board to protect or enhance the value of any existing investments of the Ordinary Share Class or to facilitate orderly disposals of assets held by the Ordinary Share Class.*

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

*The Company does not intend to undertake any new borrowings on behalf of the Ordinary Share Class, although the Company may borrow where, in the opinion of both the Board and the Portfolio Manager, an investment is considered necessary to protect or enhance the value of an existing investment of the Ordinary Share Class and the Company does not have the available equity capital to fund the investment. Any such borrowings are expected to be short-term and would be repaid following the realisation of assets with the Ordinary Portfolio.*

*Any material change to the New Ordinary Share Investment Objective and Investment Policy would require Ordinary Shareholder approval in accordance with the Listing Rules.*

## 2. Proposed New C Share Investment Objective and Investment Policy

It is proposed that, if the Proposals are approved, the Current Investment Objective and Investment Policy, as each applies to the C Shares, will each be deleted in their entirety and replaced with the New C Share Investment Objective and Investment Policy set out below.

(a) Investment Objective:

*The C Share Class 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 C Shareholders in an orderly manner.*

(b) Investment Policy:

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

*As part of the realisation process, the Group may also exchange existing debt instruments for equity or other securities where, in the opinion of the Board, the Group 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, on behalf of the C Share Class, will cease to make any new investments or to undertake capital expenditure except where, in the opinion of both the Board and the Portfolio Manager:*

- *the investment is a follow-on investment made in connection with an existing asset held by the C Share Class in order to comply with the Group'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 Group; or*
- *the investment is considered necessary by the Board to protect or enhance the value of any existing investments of the C Share Class or to facilitate orderly disposals of assets held by the C Share Class.*

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

*The Company does not intend to undertake any new borrowings on behalf of the C Share Class, although the Company may borrow where, in the opinion of both the Board and the Portfolio Manager, an investment is considered necessary to protect or enhance the value of an existing investment of the C Share Class and the Company does not have the available equity capital to fund the investment. Any such borrowings are expected to be short-term and would be repaid following the realisation of assets with the C Portfolio.*

*Any material change to the New C Share Investment Objective and Investment Policy would require C Shareholder approval in accordance with the Listing Rules.*



## **PART 4 – SUMMARY OF RIGHTS ATTACHING TO THE B SHARES AND D SHARES**

### **1. Summary of rights attaching to the B Shares**

It is expected that the B Shares will only ever be in issue for a short period of time. However, for the period of time in issue, the following will apply.

The B Shares shall not carry any right to any dividends, any other income distributions, or any capital distributions of the Company other than as expressly permitted under the New Articles. The B Shares do not entitle any holder thereof to any surplus assets of the Company remaining after payment of all creditors of the Company apart from a distribution in respect of any capital paid up on the B Shares which shall rank behind any amounts due in respect of other classes of shares (apart from any D Shares) and such distribution shall be distributed *pro rata*.

The B Shares will be issued on terms that each B Share shall be redeemable at the option of the Board and on the terms the Board determine. Redemption monies will be paid in accordance with the terms of the New Articles.

The B Shares shall not carry any right to receive notice of, or attend, speak or vote at, any general meeting of the Company or any right to vote on written resolutions of the Company. The B Shares shall not be transferrable.

### **2. Summary of Rights attaching to the D Shares**

It is expected that the D Shares will only ever be in issue for a short period of time. However, for the period of time in issue, the following will apply.

The D Shares shall not carry any right to any dividends, any other income distributions, or any capital distributions of the Company other than as expressly permitted under the New Articles. The D Shares do not entitle any holder thereof to any surplus assets of the Company remaining after payment of all creditors of the Company apart from a distribution in respect of any capital paid up on the D Shares which shall rank behind any amounts due in respect of other classes of shares (apart from any B Shares) and such distribution shall be distributed *pro rata*.

The D Shares will be issued on terms that each D Share shall be redeemable at the option of the Board and on the terms the Board determine. Redemption monies will be paid in accordance with the terms of the New Articles.

The D Shares shall not carry any right to receive notice of, or attend, speak or vote at, any general meeting of the Company or any right to vote on written resolutions of the Company. The D Shares shall not be transferrable.

## PART 5 – DEFINITIONS

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

<b>“16 July Shareholder Meetings”</b>	the extraordinary general meeting of the Company, the class meeting of Ordinary Shareholders and the class meeting of C Shareholders, each held on 16 July 2020
<b>“Administrators”</b>	means BNP Paribas Securities Services
<b>“Adoption of the New Articles”</b>	has the meaning given to it in paragraph 1 of Part 1 of this document
<b>“AGM”</b>	an annual general meeting of the Company
<b>“Articles”</b>	the articles of incorporation of the Company, as amended from time to time
<b>“B Shares”</b>	redeemable shares of no par value in the capital of the Company having the rights set out in the New Articles and designated as <b>“B Shares”</b>
<b>“B Share Mechanism”</b>	the issue to Ordinary Shareholders of one B Share for each Ordinary Share held at the Record Time in order to effect a return of capital
<b>“C Share Class Meeting”</b>	the meeting of the C Shareholders to consider the C Share Class Resolutions, convened for 10.10 a.m. GMT on 4 December 2020 or any adjournment thereof
<b>“C Share Class Resolutions”</b>	the (i) special resolution to adopt the New Articles and the (ii) ordinary resolution to approve the New C Share Investment Objective and Investment Policy
<b>“C Portfolio”</b>	the portfolio of investments held by the C Shares
<b>“C Shareholder”</b>	a holder of C Shares
<b>“C Shares” or “C Share Class”</b>	the redeemable shares of no par value each in the capital of the Company and designated as <b>“C Shares”</b>
<b>“Class Meetings”</b>	the Ordinary Share Class Meeting and the C Share Class Meeting
<b>“Class Resolutions”</b>	the C Share Class Resolutions and the Ordinary Share Class Resolutions
<b>“Company”</b>	KKV Secured Loan Fund Limited
<b>“CREST”</b>	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
<b>“CREST Regulations”</b>	The Uncertificated Securities (Guernsey) Regulations, 2009, as amended
<b>“Current Investment Objective and Investment Policy”</b>	the investment objective and investment policy of the Company as at the date of this document
<b>“D Shares”</b>	redeemable shares of no par value in the capital of the Company having the rights set out in the New Articles and designated as <b>“D Shares”</b>
<b>“D Share Mechanism”</b>	the issue to C Shareholders of one D Share for each C Share held at the Record Time in order to effect a return of capital
<b>“Directors” or “Board”</b>	the directors of the Company, whose names appear on at the beginning of Part 1 of this document
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited

<b>“Form(s) of Proxy”</b>	the form(s) of proxy provided with this document for use by Shareholders in connection with the EGM, Ordinary Share Class Meeting and C Share Class Meeting
<b>“EGM”</b>	the extraordinary general meeting of the Company to consider the Shareholder Resolution, convened for 10.00 a.m. GMT on 4 December 2020 or any adjournment thereof
<b>“Group”</b>	the Company and its subsidiary undertakings from time to time
<b>“IFM”</b>	International Fund Management Limited
<b>“Investment Management Agreement”</b>	the investment management agreement among the Company, the Portfolio Manager and IFM dated 5 June 2020
<b>“Law”</b>	the Companies (Guernsey) Law, 2008 (as amended)
<b>“Listing Rules”</b>	the Listing Rules made by the Financial Conduct Authority under section 74 of the Financial Services and Markets Act 2000
<b>“Managed Wind-Down”</b>	the proposed wind-down of the Portfolios to effect the disposal of the Company’s investments, as described in this document
<b>“Meetings”</b>	the EGM and the Class Meetings
<b>“Net Asset Value”</b>	the net asset value of the Group as a whole, calculated in accordance with the Company’s normal reporting policies from time to time
<b>“New Articles”</b>	the new articles of incorporation of the Company, which it is proposed are adopted to replace the Articles in their entirety, to be proposed for approval by Shareholders at resolution 1 of the EGM and resolution 2 at each of the Ordinary Share Class Meeting and C Share Class Meeting
<b>“New C Share Investment Objective and Investment Policy”</b>	the proposed new investment objective and investment policy of the Company in respect of the C Shares, as set out in Part 3 of this document
<b>“New Investment Objectives and Investment Policies”</b>	each of the New C Share Investment Objective and Investment Policy and the New Ordinary Share Investment Objective and Investment Policy
<b>“New Ordinary Share Investment Objective and Investment Policy”</b>	the proposed new investment objective and investment policy of the Company in respect of the Ordinary Shares, as set out in Part 3 of this document
<b>“Ordinary Share Class Meeting”</b>	the meeting of the Ordinary Shareholders to consider the Ordinary Share Class Resolutions, convened for 10.05 a.m. GMT on 4 December 2020 or any adjournment thereof
<b>“Ordinary Share Class Resolutions”</b>	the (i) special resolution to adopt the New Articles and the (ii) ordinary resolution to approve the New Ordinary Share Investment Objective and Investment Policy;
<b>“Ordinary Portfolio”</b>	the portfolio of investments held by the Ordinary Shares
<b>“Ordinary Shareholder”</b>	a holder of Ordinary Shares
<b>“Ordinary Shares” or “Ordinary Share Class”</b>	the ordinary shares of no par value each in the capital of the Company and designated as <b>“Ordinary Shares”</b>
<b>“Portfolio Manager”</b>	KKV Investment Management Limited
<b>“Portfolios”</b>	the C Portfolio and the Ordinary Portfolio
<b>“Proposals”</b>	has the meaning given to it in paragraph 1 of Part 1 of this document

<b>“Record Time”</b>	the time (as determined by the Directors in their absolute discretion) at which the Company’s shareholder register will be assessed to ascertain which Shareholders qualify to participate in any return of value carried out pursuant to the B Share Mechanism and/or D Share Mechanism
<b>“Registrar”</b>	Link Market Services (Guernsey) Limited
<b>“Resolutions”</b>	the Shareholder Resolution and the Class Resolutions
<b>“Share Class”</b>	either the class of Ordinary Shares or the class of C Shares (as the context requires) (and <b>“Share Classes”</b> shall be construed accordingly);
<b>“Shareholder”</b>	a holder of Shares
<b>“Shareholder Resolution”</b>	the special resolution to approve the Adoption of the New Articles
<b>“Shares”</b>	the Ordinary Shares and/or the C Shares as the context requires
<b>“uncertificated” or “in uncertificated form”</b>	a Share recorded on the register of members of the Company 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
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland

**NOTICE OF EGM  
KKV SECURED LOAN FUND LIMITED**

*(Incorporated in Guernsey with registration number 58519)*

**PLEASE NOTE THAT AS A RESULT OF THE COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE EGM AND THEREFORE SHAREHOLDERS ARE STRONGLY ENCOURAGED TO RETURN THEIR FORM OF PROXY AS EARLY AS POSSIBLE**

**Notice is hereby given** that an extraordinary general meeting of the Company will be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 4 December 2020 at 10.00 a.m. GMT to consider and, if thought fit, approve the following Shareholder Resolution, as a special resolution:

**SPECIAL RESOLUTION**

**THAT**, conditional on the passing of (i) resolution 2 of the Ordinary Share Class Meeting and (ii) resolution 2 of the C Share Class Meeting, the draft articles of incorporation produced to the meeting and signed by the Chairman be approved and adopted as the articles of incorporation of the Company in substitution for, and to the exclusion of, the existing articles of incorporation of the Company, to take effect immediately.

Words and expressions defined in the circular to Shareholders dated 13 November 2020 shall, save where the context otherwise requires, have the same meanings in this Notice of EGM.

13 November 2020

*By order of the Board*  
BNP Paribas Securities Services  
S.C.A., Guernsey Branch  
*Secretary*

*Registered Office:*  
BNP Paribas House  
St Julian's Avenue  
St Peter Port  
Guernsey GY1 1WA

**Notes:**

- (1) Only those Shareholders registered in the Company's register of members at the close of business on 2 December 2020 or, if the meeting is adjourned, at the close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint another person (who need not be a member) as his proxy to exercise all or any of his rights to attend and speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares. A white Form of Proxy is enclosed which, if required, should be completed in accordance with the instructions. As result of the COVID-19 pandemic, Shareholders are strongly encouraged to complete and return their Form of Proxy as any admittance to the EGM will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or the Administrator.
- (3) To be valid the white Form of Proxy must be deposited by post, at the offices of Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.00 a.m. GMT on 2 December 2020. The Company will also accept Forms of Proxy deposited in accordance with the Articles. It is highly recommended that Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the EGM.
- (4) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by Link Asset Services by no later than 10.00 a.m. GMT on 2 December 2020. 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. 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. In any case your white Form of Proxy must be received by the Company's Registrar no later than 10.00 a.m. GMT on 2 December 2020.
- (5) Members who return the white Form of Proxy or register the appointment of a proxy electronically will still be able to attend the EGM and vote in person if they so wish however any admittance must be authorised in advance and will be subject to compliance with any existing restrictions on public gatherings and any policies of the Registrar and/or Administrator.
- (6) If, within half an hour of the appointed time for the meeting, a quorum is not present, then the meeting will stand adjourned for seven days at the same time and place and no notice of adjournment need be given.
- (7) As at close of business on 12 November 2020, the Company's issued share capital comprised 357,707,507 Ordinary Shares, and 138,924,222 C Shares with 1,731,838 Ordinary Shares held in treasury. Each Ordinary Share and each C Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 12 November 2020, not including the shares held in treasury, is 494,899,891.

**As you will not be permitted to attend the meeting, please complete and return the white Form of Proxy as soon as possible.**

## NOTICE OF ORDINARY SHAREHOLDERS' CLASS MEETING KKV SECURED LOAN FUND LIMITED

*(Incorporated in Guernsey with registration number 58519)*

**PLEASE NOTE THAT AS A RESULT OF THE COVID-19 PANDEMIC, ORDINARY SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE ORDINARY SHARE CLASS MEETING AND THEREFORE ORDINARY SHAREHOLDERS ARE STRONGLY ENCOURAGED TO RETURN THEIR FORM OF PROXY AS EARLY AS POSSIBLE**

**Notice is hereby given** that a separate general meeting of the holders of Ordinary Shares in the Company will be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 4 December 2020 at 10.05 a.m. GMT for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTION

1. **THAT**, the Company adopt the New Ordinary Share Investment Objective and Investment Policy, as set out at Part 3 of the circular to shareholders of the Company dated 13 November 2020 which contains this Notice of Ordinary Shareholders' Class Meeting (the "**Circular**"), in each case in substitution for the Current Investment Objective and Investment Policy insofar as it relates to the Ordinary Shares.

### SPECIAL RESOLUTION

2. **THAT** the holders of the Ordinary Shares hereby sanction and consent to:
  - (a) the passing of resolution 1 of the EGM, as set out in the notice of EGM to be held on 4 December 2020 contained in the Circular, a copy of which has been laid before the meeting and signed for the purpose of identification by the Chairman of the meeting, and the carrying into effect of the resolution; and
  - (b) any and all variations or abrogations (including any deemed variation or abrogation) of the rights and privileges attached to the said Ordinary Shares which will or may result from the passing and the carrying into effect of the resolution or otherwise as may be effected thereby or involved therein.

13 November 2020

Words and expressions defined in the Circular shall, save where the context otherwise requires, have the same meanings in this Notice of Ordinary Share Class Meeting.

*By order of the Board*  
BNP Paribas Securities Services  
S.C.A., Guernsey Branch  
Secretary

*Registered Office:*  
BNP Paribas House  
St Julian's Avenue  
St Peter Port  
Guernsey GY1 1WA

**Notes:**

- (1) Only those Ordinary Shareholders registered in the Company's register of members at the close of business on 2 December 2020 or, if the meeting is adjourned, at the close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint another person (who need not be a member) as his proxy to exercise all or any of his rights to attend and speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares. A blue Form of Proxy is enclosed which, if required, should be completed in accordance with the instructions. As result of the COVID-19 pandemic, Ordinary Shareholders are strongly encouraged to complete and return their Form of Proxy as any admittance to the Ordinary Share Class Meeting will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or Administrator.
- (3) To be valid the blue Form of Proxy must be deposited by post, at the offices of Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.05 a.m. GMT on 2 December 2020. The Company will also accept Forms of Proxy deposited in accordance with the Articles. It is highly recommended that Ordinary Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the Ordinary Share Class Meeting.
- (4) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by Link Asset Services by no later than 10.05 a.m. GMT on 2 December 2020. 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. 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. In any case your blue Form of Proxy must be received by the Company's Registrar no later than 10.05 a.m. GMT on 2 December 2020.
- (5) Members who return the blue Form of Proxy or register the appointment of a proxy electronically will still be able to attend the EGM and vote in person if they so wish however any admittance must be authorised in advance and will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or Administrator.
- (6) If, within half an hour of the appointed time for the meeting, a quorum is not present, then the meeting will stand adjourned for seven days at the same time and place and no notice of adjournment need be given.
- (7) As at close of business on 12 November 2020, the Company's issued share capital comprised 357,707,507 Ordinary Shares, and 138,924,222 C Shares, with 1,731,838 Ordinary Shares held in treasury. Each Ordinary Share and each C Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 12 November 2020, not including shares held in treasury, is 494,899,891. The total voting percentage of the Ordinary Shares is 71.9 per cent.

**As you will not be permitted to attend the meeting, please complete and return the blue Form of Proxy as soon as possible.**



## NOTICE OF C SHAREHOLDERS' CLASS MEETING KKV SECURED LOAN FUND LIMITED

*(Incorporated in Guernsey with registration number 58519)*

**PLEASE NOTE THAT AS A RESULT OF THE COVID-19 PANDEMIC, C SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE C SHARE CLASS MEETING THEREFORE C SHAREHOLDERS ARE STRONGLY ENCOURAGED TO RETURN THEIR FORM OF PROXY AS EARLY AS POSSIBLE**

**Notice is hereby given** that a separate general meeting of the holders of C Shares in the Company will be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 4 December 2020 at 10.10 a.m. GMT for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTION

1. **THAT**, the Company adopt the New C Share Investment Objective and Investment Policy, as set out at Part 3 of the circular to shareholders of the Company dated 13 November 2020 which contains this Notice of C Shareholders' Class Meeting (the "**Circular**"), in each case in substitution for the Current Investment Objective and Investment Policy insofar as it relates to the C Shares.

### SPECIAL RESOLUTION

2. **THAT** the holders of the C Shares hereby sanction and consent to:
  - (a) the passing of resolution 1 of the EGM, as set out in the notice of EGM to be held on 4 December 2020 contained in the Circular, a copy of which has been laid before the meeting and signed for the purpose of identification by the Chairman of the meeting, and the carrying into effect of the resolution; and
  - (b) any and all variations or abrogations (including any deemed variation or abrogation) of the rights and privileges attached to the said C Shares which will or may result from the passing and the carrying into effect of the resolution or otherwise as may be effected thereby or involved therein.

13 November 2020

Words and expressions defined in the Circular shall, save where the context otherwise requires, have the same meanings in this Notice of C Share Class Meeting.

*By order of the Board*  
BNP Paribas Securities Services  
S.C.A., Guernsey Branch  
*Secretary*

*Registered Office:*  
BNP Paribas House  
St Julian's Avenue  
St Peter Port  
Guernsey GY1 1WA

**Notes:**

- (1) Only those C Shareholders registered in the Company's register of members at the close of business on 2 December 2020 or, if the meeting is adjourned, at the close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint another person (who need not be a member) as his proxy to exercise all or any of his rights to attend and speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares. A pink Form of Proxy is enclosed which, if required, should be completed in accordance with the instructions. As result of the COVID-19 pandemic, C Shareholders are strongly encouraged to complete and return their Form of Proxy as any admittance to the C Share Class Meeting will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or Administrator.
- (3) To be valid the pink Form of Proxy must be deposited by post, at the offices of Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.10 a.m. GMT on 2 December 2020. The Company will also accept Forms of Proxy deposited in accordance with the Articles. It is highly recommended that C Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the C Share Class Meeting.
- (4) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by Link Asset Services by no later than 10.10 a.m. GMT on 2 December 2020. 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. 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. In any case your pink Form of Proxy must be received by the Company's Registrar no later than 10.10 a.m. GMT on 2 December 2020.
- (5) Members who return the pink Form of Proxy or register the appointment of a proxy electronically will still be able to attend the EGM and vote in person if they so wish however any admittance must be authorised in advance and will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or Administrator.
- (6) If, within half an hour of the appointed time for the meeting, a quorum is not present, then the meeting will stand adjourned for seven days at the same time and place and no notice of adjournment need be given.
- (7) As at close of business on 12 November 2020, the Company's issued share capital comprised 357,707,507 Ordinary Shares, and 138,924,222 C Shares, with 1,731,838 Ordinary Shares held in treasury. Each Ordinary Share and each C Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 12 November 2020, not including the shares held in treasury is 494,899,891. The total voting percentage of the C Shares is 28.1 per cent.

**As you will not be permitted to attend the meeting, please complete and return the pink Form of Proxy as soon as possible.**



