

## 2019 ANNUAL GENERAL MEETING FORM OF PROXY

The 2019 annual general meeting of Kin and Carta plc (the 'Company') will be held at One Tudor Street, London EC4Y 0AH at 11.00am on Thursday 5 December 2019. This form of proxy is for use only by holders of ordinary shares having the right to attend and vote at the 2019 annual general meeting. Before completing the form of proxy, please read the explanatory notes below and overleaf.

I/We ..... (please insert full name in capital letters),  
being registered holder(s) of ordinary shares in the Company, hereby appoint the Chairman of the meeting (notes 2 and 3); or

NB: Leave 'Name of proxy' box blank to appoint the Chairman as your proxy. Leave 'Number of shares proxy appointed over' box blank to vote all of your shares.

Name of proxy  Number of shares proxy appointed over  
(please refer to notes 3 and 4)  Please tick here  if this proxy appointment is one  
of multiple appointments being made. If you are  
appointing more than one proxy, please refer to note 3.

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the annual general meeting of the Company to be held on Thursday 5 December 2019 at 11.00am and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an 'X'.

	For	Against	Vote Withheld*
<b>Ordinary Resolutions</b>			
1. To receive the 2019 Annual Report and Accounts			
2. To approve the Directors' Remuneration Report			
3. To declare a final dividend of 1.30p per ordinary share			
4. To re-appoint PricewaterhouseCoopers LLP as the auditor of the Company			
5. To authorise the Audit Committee to determine the auditor's remuneration			
6. To re-elect J Schwan as a Director			
7. To elect Chris Kutsor as a Director			
8. To re-elect David Bell as a Director			
9. To elect John Kerr as a Director			
10. To elect Michele Maher as a Director			
11. To re-elect Nigel Pocklington as a Director			
12. To re-elect Helen Stevenson as a Director			
13. To approve the Kin + Carta US Employee Stock Purchase Plan			
14. To authorise the Directors to allot shares			
<b>Special Resolutions</b>			
15. To disapply statutory pre-emption rights without restrictions as to use			
16. To disapply statutory pre-emption rights for acquisitions or specified capital investments			
17. To authorise the Company to purchase its own shares			
18. To authorise the Company to call a general meeting on not less than 14 clear days' notice			

\* The 'Vote Withheld' option is to allow you to abstain from voting on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not counted in the calculation of the proportion of votes votes 'For' or 'Against' a resolution.

**Notes:**

1. To be valid, this form of proxy must be deposited at or sent to the office of the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive not later than 48 hours, excluding non-working days, before the time appointed for the meeting or any adjournment thereof. This means that this form of proxy must arrive no later than 11.00am on Tuesday 3 December 2019. You may submit your proxy electronically at [www.kinandcarta-shares.co.uk](http://www.kinandcarta-shares.co.uk). Alternatively, if the holder's shares are held through CREST the proxy appointment may be submitted via the CREST electronic proxy appointment service in accordance with the procedures set out in the notice of meeting and the CREST manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)), so as to be received by the Company no later than 11.00am on Tuesday 3 December 2019 or in the case of any adjournment, not less than 48 hours, excluding non-working days, before the time of the adjourned meeting.
2. If you wish to appoint a third party as your proxy, rather than the Chairman of the meeting, please insert the name of the person you wish to appoint in block capitals in the 'Name of proxy' box. A proxy, who need not be a member of the Company, must attend the meeting in person to represent you.
3. To appoint more than one proxy (unless you are appointing your proxies via the CREST electronic proxy appointment service), please photocopy this form of proxy and insert the name (in block capitals) of each of your proxies on a separate copy of the form of proxy. On each form of proxy you must also include the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicate how you wish each proxy to vote or abstain from voting. Please also indicate by ticking the box that the proxy is one of multiple instructions being given.  
  
You may not appoint more than one proxy to exercise the rights attached to any one share. Additional proxy form(s) may also be obtained by contacting the Registrars' helpline: calls from the UK 0871 664 0300 and from overseas +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. If you wish to appoint the Chairman as one of your multiple proxies, leave the 'Name of proxy' box blank on the relevant copy of the form of proxy. Please ensure you sign and date each copy of the form of proxy and, if returned by post, include them in the same envelope (see note 9).
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the 'Number of shares proxy appointed over' box the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. Please indicate with an 'X' in either the 'For', 'Against' or 'Vote Withheld' box how you wish your vote to be cast on the specified resolutions. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to any resolution and any procedural business), which may come before the annual general meeting. Any alterations made on this form of proxy should be initialled.
6. If the appointer is a corporation this form of proxy should be executed either under its common seal or under the hand of its duly authorised officer or attorney. In the case of an individual, this form of proxy must be signed by the appointer or his agent, duly authorised in writing.
7. In the case of joint holders the signature of only one of the joint holders is required but if more than one votes, the vote of the senior holder who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. Return of a completed form of proxy will not prevent a member from attending and voting personally at the meeting.
9. This form of proxy may be returned in the envelope provided.