

KIN+CARTA

2020 ANNUAL GENERAL MEETING FORM OF PROXY

The 2020 annual general meeting of Kin and Carta plc (the 'Company') will be convened electronically in accordance with the Corporate Insolvency and Governance Act 2020 at 11.00am on Wednesday, 23 December 2020. This form of proxy is for use only by holders of ordinary shares having the right to vote at the 2020 annual general meeting ('AGM'). Before completing the form of proxy, please read the explanatory notes below and overleaf.

PLEASE REFER TO THE LETTER FROM THE CHAIRMAN IN THE NOTICE OF AGM FOR IMPORTANT INFORMATION ON HOW THE AGM WILL BE HELD THIS YEAR. SHAREHOLDERS AND OTHERS WILL NOT BE ABLE TO ATTEND THE AGM THIS YEAR. YOU ARE STRONGLY ADVISED TO APPOINT THE CHAIR OF THE MEETING AS YOUR PROXY TO ENSURE THAT YOUR VOTE IS COUNTED.

I/We (please insert full name in capital letters), being registered holder(s) of ordinary shares in the Company, hereby appoint the Chair of the meeting (notes 2 and 3); or
 NB: Leave 'Name of proxy' box blank to appoint the Chair of the meeting 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 <input type="checkbox"/> 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 speak and vote for me/us on my/our behalf at the AGM of the Company to be held on Wednesday, 23 December 2020 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'.

Ordinary Resolutions	For	Against	Vote Withheld*
1. To receive the 2020 Annual Report and Accounts			
2. To approve the Directors' Remuneration Report			
3. To approve the Directors' Remuneration Policy			
4. To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company			
5. To authorise the Audit Committee to determine the auditors' remuneration			
6. To re-elect J Schwan as a Director			
7. To re-elect Chris Kutsor as a Director			
8. To re-elect David Bell as a Director			
9. To re-elect John Kerr as a Director			
10. To re-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 and Carta Long Term Incentive Plan 2020			
14. To authorise the Directors to allot shares			
Special Resolutions	For	Against	Vote Withheld*
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 be counted in the calculation of the proportion of votes votes 'For' or 'Against' a resolution.

Signature:	Date:
------------	-------

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 Monday, 21 December 2020. You may submit your proxy electronically at 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), so as to be received by the Company no later than 11.00am on Monday, 21 December 2020 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 Chair 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. However, as proxies and shareholders will not be allowed to attend the AGM this year given current circumstances, **YOU ARE STRONGLY ADVISED TO APPOINT THE CHAIR OF THE MEETING AS YOUR PROXY TO ENSURE THAT YOUR VOTE IS COUNTED. SHAREHOLDERS AND OTHERS WILL NOT BE ABLE TO ATTEND THE AGM THIS YEAR.**
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 Chair 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 notes 6, 7 and 9). **However, please refer to the letter from the Chairman in the Notice of AGM for important information on how the AGM will be held this year.**

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 AGM. 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 voting personally at the meeting.
9. This form of proxy may be returned in the envelope provided.