

# KIN+CARTA

## 2023 ANNUAL GENERAL MEETING FORM OF PROXY

The 2023 annual general meeting ('AGM') of Kin and Carta plc (the 'Company') will be convened at 2.30pm on Thursday, 7 December 2023 at The Spitfire Building, 71 Collier Street, London, N1 9BE.

This form of proxy is for use only by holders of ordinary shares having the right to attend and vote at the AGM. Before completing the form of proxy, please read the explanatory notes overleaf.

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  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 Thursday, 7 December 2023 at 2.30pm and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an 'X'.

<b>Ordinary Resolutions</b>	For	Against	Vote Withheld*
1. To receive the audited financial statements for the year ended 31 July 2023 together with the reports of the Directors and the auditor.			
2. To approve the Directors' remuneration report (excluding the part containing the Directors' remuneration policy), for the year ended 31 July 2023 set out on pages 152 to 177 of the 2023 Annual Report and Accounts.			
3. To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next AGM of the Company at which the accounts and reports of the Directors and auditor are laid.			
4. To authorise the Audit Committee to fix the remuneration of the auditor.			
5. To re-elect Kelly Manthey as a Director of the Company.			
6. To re-elect Chris Kutsor as a Director of the Company.			
7. To re-elect David Bell as a Director of the Company.			
8. To re-elect Maria Gordian as a Director of the Company.			
9. To re-elect John Kerr as a Director of the Company.			
10. To re-elect Michele Maher as a Director of the Company.			
11. To re-elect Nigel Pocklington as a Director of the Company.			
12. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company.			
<b>Special Resolutions</b>	For	Against	Vote Withheld*
13. To disapply statutory pre-emption rights.			
14. To disapply statutory pre-emption rights in relation to the financing (or refinancing) of an acquisition or specified capital investment.			
15. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases of ordinary shares of 10 pence each of the Company.			
16. That a general meeting other than an annual general meeting, may be called 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 '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 Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, 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 2.30pm on Tuesday, 5 December 2023. 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 2.30pm on Tuesday, 5 December 2023 or in the case of an adjournment, not less than 48 hours, excluding non-working days, before the time of the meeting. Alternatively, if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io) and refer to the notice of 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.
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 via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on the helpline: calls from the UK 0371 664 0300 and from overseas +44 371 664 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 and 7).

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.