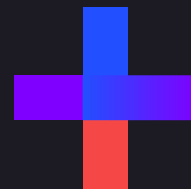


KIN + CARTA



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Kin and Carta plc shares, please send this document, together with any accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

7 November 2023

Letter from the Chairman of Kin and Carta plc

Dear Shareholder

The 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.

The AGM is a valuable opportunity for the Board to respond to shareholder questions on the Company and its subsidiary undertakings (the 'Group'). Given that some shareholders may be unable to attend the AGM in person, the Board is keen to ensure that shareholders are able to put questions to the Directors and receive responses to those questions before the AGM.

If you have any specific questions on the business of the AGM, please submit your questions ahead of the meeting by e-mail to cossec@kinandcarta.com or by post c/o The Company Secretary, The Spitfire Building, 71 Collier Street, London N1 9BE. Please include your Shareholder Reference Number along with your question. Questions received by 5.00pm on Tuesday, 28 November 2023 will be answered by the Company by close of business on Friday, 1 December 2023. Responses will be published on the Company's website: <https://investors.kinandcarta.com/events-and-presentations/agm>, where it is appropriate. Any questions received by the Company after 5.00pm on Tuesday, 28 November 2023 will be answered as soon as practicable following the AGM.

Shareholders are encouraged to continue to monitor the Company's website where any changes to the arrangements described in this document will be set out (<https://investors.kinandcarta.com/events-and-presentations/agm>).

Action required

This letter contains an explanation of the business to be put to the AGM. The Notice is set out on pages 8 and 9 of this document. Whether or not you will be attending, I would encourage you to vote on the resolutions to be considered at the meeting by submitting your instructions electronically at www.kinandcarta-shares.co.uk or via CREST or Proxymity or by completing, signing and returning a hard copy form of proxy to the Company's registrars, Link Group, as soon as possible. To be valid for the meeting, your electronic instructions or completed form must be received by the Company's registrars no later than 2.30pm on Tuesday, 5 December 2023 (being 48 hours before the time of the AGM). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM should you decide to do so. A form of proxy can be obtained from the Company's registrars, Link Group, on request via email at shareholderenquiries@linkgroup.co.uk or via the helpline: calls from the UK 0371 664 0300 and calls from overseas +44 371 664 0300 – for further details see note 2 of the notes to the Notice set out on page 10 of this document.

Explanatory notes to the proposed resolutions

The following resolutions will be proposed as ordinary resolutions:

Resolution 1 – Receipt of the 2023 Annual Report and Accounts

The Directors of the Company will present the Company's audited accounts and related reports for the year ended 31 July 2023 (the 'Annual Report and Accounts'), as required by the Companies Act 2006 (the 'Act'). Accordingly, Resolution 1 asks shareholders to receive the Annual Report and Accounts for the year ended 31 July 2023.

The Annual Report and Accounts are available on the Company's investor website (<https://investors.kinandcarta.com>).

Kin and Carta plc
The Spitfire Building
71 Collier Street
London N1 9BE

020 7928 8844
kinandcarta.com

Registered in
England and Wales
No. 1552113

Registered office:
The Spitfire Building
71 Collier Street
London N1 9BE

Letter from the Chairman of Kin and Carta plc

Resolution 2 – Approval of the 2023 Directors' remuneration report

The Act requires quoted companies to present a remuneration report to their shareholders. This report for the year ended 31 July 2023 is set out in the letter from the Chair of the Remuneration Committee and the annual report on remuneration, on pages 152 to 177 of the Annual Report and Accounts.

Resolution 2 is seeking shareholder approval of the Directors' remuneration report (excluding the part containing the Directors' remuneration policy). This is an advisory vote and, as such, no entitlement of a Director to remuneration is conditional on it.

Under the Act, the Directors' remuneration policy is subject to shareholder approval at least every three years. The policy was last approved by shareholders at the 2022 AGM and remains unchanged. Therefore, it is not required to be put to shareholders and this AGM.

Resolutions 3 and 4 – Re-appointment of auditor and auditor's remuneration

The Company is required under the Act to appoint an auditor at each general meeting at which the accounts are presented, to hold office until the conclusion of the next such meeting.

Resolution 3 authorises the re-appointment of KPMG as the Company's auditor to hold office until the next general meeting of the Company at which the accounts and reports of the Directors and auditors are laid.

Resolution 4 authorises the Audit Committee to set the remuneration of the auditor. In accordance with its terms of reference, the Company's Audit Committee will approve the auditor's remuneration and terms of engagement and make recommendations to the Board.

Resolutions 5 to 11 – Directors seeking re-election

In accordance with the 2018 UK Corporate Governance Code (the 'Code') each Director is required to retire at the AGM. All the Directors are standing for re-election this year.

Biographies of each of the Directors seeking re-election including why their specific contribution is, and continues to be, important to the Company's long-term sustainable success, can be found on pages 5 to 7 of this document. The Board considers that each of the Directors brings valuable skills and experience to the Board. Performance evaluations of each Director have taken place. Following those evaluations, the Board considers that the performance of each Director who was assessed continues to be effective and they each demonstrate the commitment required to continue in his or her present role. Further details of the performance evaluations may be found on pages 138 and 139 of the Annual Report and Accounts. In addition, the Board has determined (including by considering each Director's length of tenure) that all Non-Executive Directors standing for re-election at the AGM are independent.

Resolution 12 – Allotment of share capital

Resolution 12 seeks to renew the Directors' existing authority to allot shares which is due to expire at the conclusion of the AGM.

Under the Act, the Directors may not allot new shares in the Company without the authority of shareholders in general meeting, except for the issue of shares under the Company's share or share option plans. The authority contained in Resolution 12(a) is a general authority permitting the Directors to allot shares up to an aggregate nominal amount of £5,931,045 and the authority contained in Resolution 12(b) gives the Directors additional authority to allot equity securities up to an aggregate nominal amount of £5,931,045 where the allotment is in connection with a fully pre-emptive offer.

These amounts represent approximately one-third of the issued share capital of the Company (excluding treasury shares) and together approximately two-thirds of the issued share capital of the Company as at 1 November 2023 (being the latest practicable date prior to publication of this letter).

If approved, these authorities will expire at the conclusion of the Company's next AGM (or, if earlier, on 7 March 2025). The Directors have no present intention of exercising these authorities. However, the Directors continue to consider potential investment opportunities and, in the event of one of these potential investment opportunities proceeding, this may require the allotment of shares pursuant to these authorities. These authorities are in accordance with the guidance issued by the Investment Association.

As at 1 November 2023, the Company held 90,637 treasury shares, representing approximately 0.05% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

The remaining resolutions will be proposed as special resolutions:

Resolutions 13 and 14 – Disapplication of statutory pre-emption rights

Resolutions 13 and 14 seek authority for the Directors to allot shares in the capital of the Company pursuant to the authority granted under Resolution 12 above for cash disapplying the pre-emption rights in the Act in certain circumstances. These authorities are in accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights (the 'Pre-Emption Principles'). The Pre-Emption Principles were revised in November 2022 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer, as further explained below.

Resolution 13 will permit the Directors to allot equity securities and sell treasury shares, pursuant to the authority to allot sought in Resolution 12:

- a. in connection with an offer to existing shareholders subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit, subject to the limits set out in Resolution 12 and in the case of sub-paragraph (b) of Resolution 12 in connection with a fully pre-emptive offer only; and
- b. up to a maximum nominal value of £1,779,313, representing approximately 10% of the issued ordinary share capital of the Company as at 1 November 2023 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders; and as a follow-on offer, equity securities for cash and sell treasury shares up to an aggregate maximum nominal amount of 20% of any allotment of equity securities or sale of treasury shares allotted pursuant to sub-paragraph (b) of Resolution 13.

Resolution 14 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £1,779,313, representing approximately a further 10% of the issued ordinary share capital of the Company as at 1 November 2023 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

In addition, sub-paragraph (b) of Resolution 14 will permit the Directors to allot, by way of a follow-on offer, equity securities for cash and sell treasury shares up to an aggregate maximum nominal amount of 20% of any allotment of equity securities or sale of treasury shares allotted pursuant to sub-paragraph (a) of Resolution 14. The proceeds of any follow-on offer under this authority can only however be used for the purposes of financing or refinancing a transaction, as is the case of the authority under sub-paragraph (a) of Resolution 14.

The Directors consider that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 13 and 14 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise in line with the Company's strategy for growth.

Whilst embracing the flexibility conferred by the authorities sought in Resolutions 13 and 14, the Directors recognise that any existing shareholder may be keen to participate in a non pre-emptive offer carried out under these authorities. The Directors are therefore supportive of the follow-on offer approach set out in the Pre-Emption Principles, which may be used to facilitate the participation of existing retail investors, who were not allocated shares in the non pre-emptive offer. The features of follow-on offers are set out in the Pre-Emption Principles but broadly a follow-on offer should: (i) be made to all existing shareholders (other than those who participated in the non pre-emptive offer); (ii) entitle shareholders to subscribe for shares up to a maximum of £30,000 each, at the same price (or lower than) the non pre-emptive offer; and (iii) be open for a period which allows shareholders to become aware of and make an investment decision in relation to the offer.

The Directors confirm that they intend to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles and that it intends to follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Statement of Principles.

The authorities contained in Resolutions 13 and 14 will expire upon the expiry of the authority to allot shares conferred in Resolution 12 (that is at the conclusion of the next AGM (or, if earlier, 7 March 2025)).

The Directors confirm, in accordance with the Pre-Emption Principles, that they do not intend to issue shares for cash representing more than 7.5% of the issued share capital of the Company (including treasury shares) in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

Letter from the Chairman of Kin and Carta plc

Resolution 15 – Authority for the Company to purchase its own shares

Resolution 15 will be proposed to authorise the Company to purchase its own ordinary shares in the market as permitted by the Act.

The authority limits the number of shares that could be purchased to a maximum of 17,793,136 representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 November 2023 (being the latest practicable date prior to publication of this document) and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM (or, if earlier, 7 March 2025).

The Act allows listed companies, with authorisation from shareholders, to buy and hold their shares instead of cancelling them immediately. Shares purchased under this authority and held in treasury can in the future be cancelled, re-sold or used to provide shares for employee share plans. No dividends are paid on shares held in treasury and no voting rights attach to treasury shares.

If Resolution 15 is passed, the Directors intend to use this authority to make market purchases to be held in treasury in order to satisfy both the vesting of share scheme awards and share-based consideration for existing and future acquisitions. The authority will only be exercised where, in light of market conditions at the time, the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by market purchases on the London Stock Exchange. It is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors would need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 1 November 2023 (being the latest practicable date prior to publication of this document), there were options over 10,338,307 ordinary shares in the capital of the Company representing approximately 5.8% of the Company's issued ordinary share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares being sought in Resolution 15 and the existing authority to purchase ordinary shares taken at last year's AGM (which expires at the end of this year's AGM) were exercised in full, these options would represent approximately 7.4% of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 16 – Notice for calling a general meeting

Under the Act, the notice period required for general meetings of the Company is 21 clear days but shareholders can approve a shorter notice period, as long as this is not less than 14 clear days. AGMs must always be held on at least 21 clear days' notice.

In order to maintain flexibility for the Company, Resolution 16 seeks approval for the Company to call general meetings, other than AGMs, on not less than 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is likely that a similar resolution will be proposed. The flexibility offered by this resolution would not be used as a matter of routine for general meetings, but only where, taking into account the circumstances, the Directors consider it is appropriate to the business of the meeting and in the interests of the Company and the shareholders as a whole, including whether the business of the meeting is time sensitive.

Recommendation

Your Board considers the resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

John Kerr

Chairman

7 November 2023

Directors' Biographies

Kelly Manthey

Chief Executive Officer

COMMITTEE: Member of the Nomination Committee.

APPOINTED: 1 August 2022.

CAREER: Kelly is a visionary leader who has been at the forefront of digital transformation for more than 25 years. She has a proven track record in driving double-digit growth for digital consulting businesses.

Kelly began her career as a software developer at Accenture's emerging technologies lab, joining Solstice (the digital product engineering and innovation firm at the core of our Americas business) as the first recruit in 2006, and rising to be its Chief Executive Officer in 2018.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: Kelly has been central to Kin + Carta's strategy and growth from the inception of the brand, transitioning Solstice from a product development start-up into an enterprise digital transformation consultancy. She led the business through the cultural, structural, and growth strategy changes needed for the next stage of scale to compete, grow, and win.

Under Kelly's leadership, Kin + Carta Americas has been recognised as Fast Company's Best Workplaces for Innovators, Consulting Magazine's Best Large Firms to Work For, and Fortune Magazine's Best Places to Work.

Kelly has been recognised in The Consulting Report's Top 25 Women Leaders in IT Services, Crain's Chicago Business Tech 50, and is an active advocate for inclusion, diversity, and raising the visibility of women in the technology sector.

OTHER ROLES: Kelly also sits on the Board of Directors for Skills for Chicagoland's Future.

Chris Kutsor

Chief Financial Officer and Chief Operating Officer

COMMITTEE: Member of the Nomination Committee.

APPOINTED: 17 June 2019.

CAREER: Chris was appointed Chief Financial Officer on 17 June 2019 and additionally Chief Operating Officer on 1 August 2022. He has led finance organisations spanning billion-dollar operations, venture capital investing and strategic sales functions. Prior to joining Kin + Carta, Chris most recently served as the Investor Relations Officer of a global Fortune 500 technology firm. He holds a Bachelor of Science in Finance and Investments from the University of Illinois and an MBA in Strategy and Finance from The University of Chicago Booth School of Business.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: Chris is a seasoned executive with proven financial leadership in the technology sector. He brings to the Board broad financial expertise and a strong history of managing effective relationships with the institutional investor community and media.

OTHER ROLES: Chris serves as a Board Director to First Light USA, LLC, a privately held technology development company.

David Bell

Independent Non-Executive Director

COMMITTEES: Member of the Audit and Nomination Committees.

APPOINTED: 4 August 2018.

CAREER: David served as Chief Executive Officer of two of the world's largest advertising marketing services companies, NYSE-listed True North and Interpublic Group. He was also Chief Executive Officer of Bozell Worldwide, which he helped grow to a top-ten global agency. From 2006 to 2009, David was a senior advisor to Google and has held a similar position with AOL/Oath. David was elected by his peers into the Advertising Hall of Fame in the USA in 2007 and, in 2013, the Hall of Fame established the David Bell Award, which is given to one inductee who has best demonstrated this level of service. David was an independent director at Time Inc. between 2014 and 2018 and has previously served on numerous other US-listed company boards, as well as many growth stage companies in the marketing and media technology sectors.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: David's extensive experience in digital media is an asset to the Board, contributing to the development and implementation of its digital transformation growth strategy. He also has deep knowledge of the US market, which is a key geography for the business.

OTHER ROLES: David is currently an Independent Director of Creative Realities Inc.

Directors' Biographies

Maria Gordian

Independent Non-Executive Director

COMMITTEES: Member of the Nomination and Remuneration Committees.

APPOINTED: 1 November 2021.

CAREER: Maria is a highly experienced professional services executive with more than 25 years of management consulting and business leadership experience. She is currently a leader in Bain & Company's ('Bain') Diversity, Equity and Inclusion ('DEI') practice and serves as head of its global DEI sub-committee to the board. Additionally, Maria is a partner in Bain's Healthcare practice. Prior to her time at Bain, Maria worked at another global consulting firm, where she was a partner and leader in its Pharmaceutical and Medical Product practice and helped build the firm's global Research & Development group.

Maria's previous experience also includes the Hospital of the University of Pennsylvania, where she was a Radiology Fellow and Robert Wood Johnson Clinical Scholar, as well as her training at Harvard Medical School affiliated hospitals where she was a Radiology Resident. Maria completed her BA at Harvard University, before achieving her MD at Tufts University School of Medicine, and an MBA from The Wharton School of the University of Pennsylvania.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: Maria has extensive business experience including executive leadership at Bain, which, coupled with her academic and clinical background in medicine, makes her a unique and rare executive with a diverse perspective on how to scale and enhance businesses across the globe. Maria's strong leadership experience in DEI practice enhances her contributions to matters related to Kin + Carta's People and Responsibility Platforms.

OTHER ROLES: Maria is a partner in Bain's Healthcare and DEI practices, and the head of its global DEI sub-committee and is member of the Bain board.

John Kerr

Chairman

COMMITTEE: Chair of the Nomination Committee.

APPOINTED: 22 July 2019.

CAREER: John was appointed Non-Executive Chairman Designate on 22 July 2019 and subsequently Chairman on 5 December 2019. He previously acted as Chief Executive Officer of Deloitte Consulting, leading the creation of Deloitte Digital, the first dedicated digital consulting business. John grew the business organically and by strategic acquisition. He was also Managing Partner of Innovation and Talent, Deloitte, where he drove numerous societal initiatives, including the provision of mentoring to school pupils in disadvantaged areas and the creation of the BrightStart Apprenticeship programme. John has extensive experience of working with client boards throughout his 40-year career in professional services.

John holds a BA from the University of Strathclyde and is a member of the Institute of Chartered Accountants of Scotland.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: John brings to the Board strong leadership skills along with considerable business and senior board-level expertise. He has extensive experience in building and scaling consulting businesses, and in helping with the development of digital capabilities, having led the creation of Deloitte Digital. This enables John to contribute wide-ranging global, strategic and advisory knowledge and insight to the Board, and to support Kin + Carta on its growth journey.

John has gained valuable insight and experience through holding senior roles in Deloitte and through his experience on other boards, strengthening his ability to facilitate Board discussions that consider a wide range of stakeholders and their interests in a balanced manner.

OTHER ROLES: John is Chair of LC Financial Holdings Limited, CMSPI Limited and SLR Consulting Limited. He also serves as a Trustee of Plan International (UK).

Michele Maher

Independent Non-Executive Director

COMMITTEES: Chair of the Audit Committee. Member of the Nomination and Remuneration Committees.

APPOINTED: 15 May 2019.

CAREER: Michele most recently served as Chief Financial Officer of Hogg Robinson Group plc until 2018. She trained with KPMG and held various positions at technology solutions company, Dell.

Michele is a Fellow of the Institute of Chartered Accountants of Ireland and holds an Executive MBA from Cranfield.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: Michele is a chartered accountant and provides the Board and the Audit Committee with relevant financial expertise, gained through an established career in senior finance and management roles across a range of business sectors. This comprehensive experience makes her ideally suited to chair the Audit Committee and to act as its financial expert, a position she took on in October 2019.

OTHER ROLES: Michele has no other appointments to disclose.

Nigel Pocklington

Senior Independent Director

COMMITTEES: Chair of the Remuneration Committee. Member of the Audit and Nomination Committees.

APPOINTED: 1 June 2016.

CAREER: Nigel was appointed Independent Non-Executive Director on 1 June 2016 and subsequently Senior Independent Director on 1 December 2022. He is the Chief Executive Officer of Good Energy Group plc ('Good Energy'), a green energy services and supply company with significant interests in the transition of heating and transport to electrical power. On 1 August 2023, Nigel became an Independent Non-Executive Director of Mobico Group plc, a global transportation provider. Prior to joining Good Energy, Nigel served as Chief Commercial Officer of Moneysupermarket.com Group plc. He spent seven years in global senior roles with Expedia Inc's Hotels.com brand. Early in his career, Nigel spent a decade at Pearson plc, including a period leading the digital operations of the Financial Times.

CONTRIBUTIONS AND REASONS FOR RE-ELECTION: Nigel has strong, relevant and current commercial experience at a senior management level in a variety of global digital businesses, ranging from global e-commerce to financial technology. He previously acted as executive sponsor of Moneysupermarket's Employee Resource Group focused on diversity and inclusion. He currently serves as Chair of the Remuneration Committee. Nigel's experience gained from his membership of that committee for over two years prior to being its chair, combined with his understanding of employee and investor viewpoints, make him well suited to chairing the Remuneration Committee.

OTHER ROLES: Nigel is Chief Executive Officer of Good Energy and an independent Non-Executive Director of Mobico Group plc.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting ('AGM') of Kin and Carta plc (the 'Company') is to be convened at 2.30pm on Thursday, 7 December 2023 at The Spitfire Building, 71 Collier Street, London N1 9BE to consider and, if thought fit, to pass the following resolutions of which Resolutions 1 to 12 inclusive will be proposed as ordinary resolutions and Resolutions 13 to 16 inclusive will be proposed as special resolutions:

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 be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

- a. up to an aggregate nominal amount of £5,931,045; and
- b. up to a further aggregate nominal amount of £5,931,045 provided that:
 - i. they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and
 - ii. they are offered by way of a fully pre-emptive offer to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

and (unless previously renewed, varied or revoked by the Company in general meeting) these authorities shall expire at the conclusion of the next AGM of the Company (or, if earlier, on 7 March 2025), save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

13. THAT, if Resolution 12 is passed, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
 - a. the allotment of equity securities, or sale of treasury shares, in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 12 by way of fully pre-emptive offer only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter;
 - b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above of this Resolution 13) to any person or persons up to an aggregate nominal amount of £1,779,313; and

- c. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) and sub-paragraph (b) of this Resolution 13) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph (b) of this Resolution 13, provided that the authority under this sub-paragraph shall be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and (unless previously renewed, varied or revoked by the Company in general meeting) these authorities shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

14. THAT, if Resolution 12 is passed and in addition to the power conferred by Resolution 13, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, and shall be limited to:

- a. the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £1,779,313; and
- b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph (a) of this Resolution 14, provided that the authority under this sub-paragraph shall be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and (unless previously renewed, varied or revoked by the Company in general meeting) these authorities shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

15. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- a. the maximum number of ordinary shares hereby authorised to be acquired is 17,793,136 (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 1 November 2023 (being the latest practicable date prior to publication of this Notice));
 - b. the minimum price which may be paid for any such ordinary share is 10 pence;
 - c. the maximum price which may be paid for any such ordinary share is the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venue where the market purchases by the Company pursuant to the authority conferred by this Resolution 15 will be carried out);
 - d. the authority hereby conferred shall expire at the conclusion of the next AGM (or, if earlier, on 7 March 2025) unless previously renewed, varied or revoked by the Company in general meeting; and
 - e. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

16. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Lucy Maxwell

Company Secretary

7 November 2023

Registered number:
1552113 Registered office:
The Spitfire Building
71 Collier Street London
N1 9BE

Notes

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the AGM provided that, where multiple proxies are appointed, each proxy is appointed to exercise the rights attaching to different shares held by the shareholder. Your proxy could be the Chair of the meeting or another person who has agreed to represent you. Your proxy must vote as you instruct and must attend the AGM for your vote to be counted. Your proxy need not be a shareholder of the Company. Where you appoint someone other than the Chair of the AGM as your proxy, you are responsible for ensuring they attend the AGM and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
2. Shareholders who prefer to register the appointment of their proxy electronically can do so by visiting www.kinandcarta-shares.co.uk and following the instructions provided. For an electronic proxy appointment to be valid, it must be submitted via the Kin + Carta share portal at www.kinandcarta-shares.co.uk and received no later than 2.30pm on Tuesday, 5 December 2023 (being 48 hours before the time of the meeting). A form of proxy for use by shareholders to register the appointment of their proxy can be obtained from the Company's registrars, Link Group, on request, via email at shareholderenquiries@linkgroup.co.uk or the helpline: calls from the UK 0371 664 0300 and calls 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. Forms of proxy must be returned to the Company's registrar at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL so that they are received no later than 2.30pm on Tuesday, 5 December 2023 (being 48 hours before the time of the meeting).
3. To appoint more than one proxy (unless you are appointing your proxies via the CREST electronic proxy appointment service, in which case see note 6), please photocopy the form of proxy. Please insert the name (in block capitals) of each of your proxies on a separate copy of the form of proxy. On each copy of the 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. You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the box that the proxy is one of multiple instructions being given. Additional proxy form(s) may be obtained by contacting the Registrars' helpline: see note 2 above. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply leave the wording of 'the Chair of the meeting' 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.
4. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Registrars (see note 2 above). The deadline for receipt of proxy appointments (see note 5 below) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. In order to be valid, the form of proxy must be received by the Company not less than 48 hours (excluding non-working days) before the time of the AGM or, if the meeting is adjourned, not less than 48 hours prior (excluding non-working days) to the time of the adjourned meeting, and be returned by one of the following methods: either (i) in hard copy form by post, by courier or by hand to Kin and Carta plc's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL; or (ii) in the case of CREST shareholders, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6.
6. CREST shareholders who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST personal shareholders or other CREST sponsored shareholders, and those CREST shareholders who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's

specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Kin and Carta plc's Registrars (ID RAIO) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Proxymity Voting – If you are an institutional investor, you may 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. Your proxy must be lodged by 2.30pm on Tuesday, 5 December 2023 in order to be considered valid or, if the AGM is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
8. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
9. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that he does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
10. A copy of this notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person, they can only be exercised by the shareholder. A Nominated Person may, however, have a right under an agreement between him and the shareholder by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by no later than 6:30pm two days (excluding non-working days) before the time appointed for the meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
12. Shareholders satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the shareholders propose to raise at the AGM. The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website.
13. In relation to both questions submitted in advance of the AGM using the method set out in the Chairman's letter and any questions which may be asked by shareholders attending the AGM in person, the Company will not answer any question from a shareholder (i) if to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
14. As at 1 November 2023 (being the latest practicable date prior to the publication of this Notice of AGM), the Company's issued share capital consisted of 178, 021,997 ordinary shares, carrying one vote each, of which 90,637 ordinary shares are held in treasury by the Company and the Company is not permitted to exercise the voting rights in respect of those shares. Therefore, the total voting rights in the Company as at 1 November 2023 were 177,931,360.

15. The contents of this notice of meeting, details of the total voting rights that shareholders are entitled to exercise at the AGM and, if applicable, any shareholders' statements, shareholders' resolutions or shareholders' matters of business received by the Company after the date of this Notice will be available on the Company's website (<https://investors.kinandcarta.com/events-and-presentations/agm>).
16. Copies of the Directors' service contracts and letters of appointment with the Company are available for inspection at the Company's registered office, which is at The Spitfire Building, 71 Collier Street, London N1 9BE, during normal business hours on any weekday (Saturdays, Sundays and England and Wales public holidays excepted) from the date of posting of this document, up to, and including, the date of the AGM and will be available for inspection during the AGM.
17. You may not use any electronic address provided in this Notice of meeting to communicate with the Company for any purposes other than those expressly stated.
18. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the Company may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/ or video and audio recordings. Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy. The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders. The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations. All of this data will be processed in accordance with the Company's privacy notice which can be accessed at <https://www.kinandcarta.com/en/privacy-notices/kin-and-carta-plc/>.