**Company No: 1552113**

# RESOLUTIONS
# of
# KIN AND CARTA PLC

## PASSED ON 7 DECEMBER 2023

At the annual general meeting of Kin and Carta plc (the "**Company**") duly convened and held at The Spitfire Building, 71 Collier Street, London, N1 9BE on Thursday 7 December 2023 at 2.30 p.m., the following resolutions were duly passed, in the case of resolution 12 as an ordinary resolution and, in the case of resolutions 13 to 16 as special resolutions:

## ORDINARY RESOLUTION

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.

## SPECIAL RESOLUTIONS

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

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17,793,136 (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as of 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.

DocuSigned by:

Lucy Maxwell

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**LUCY MAXWELL**
**COMPANY SECRETARY**