

KINGSWOOD HOLDINGS LIMITED (“COMPANY”)

(Incorporated and registered in Guernsey with registered number 42316)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

To be held at the offices of finnCap, 60 New Broad Street, London EC2M 1JJ on 30 September 2019 at 10:00 a.m. and at any adjournment thereof (the “EGM”).

I/We (BLOCK LETTERS PLEASE)

of
(Please insert full name(s) and address(es) in block letters - see note 11 below)

being the holder of ordinary shares in the capital of the above named Company, hereby appoint the Chairman of the meeting or

.....

of
(Please see Notes 1 and 2 below)

as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at the offices of finnCap, 60 New Broad Street, London EC2M 1JJ on 30 September 2019 at 10:00 a.m. and at any adjournment thereof and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting “X” in the box below. Where no “X” is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. As an ordinary resolution, to authorise the directors to issue up to and including £80,000,000 Convertible Preference Shares at a subscription price of £1 per Convertible Preference Share and to issue the applicable number of New Ordinary Shares and the Deferred Contingent Value Share each arising upon Conversion of the Convertible Preference Shares.			
2. As an ordinary resolution, to disapply pre-emption rights in respect of the issue of the Convertible Preference Shares and in respect of the issue of the applicable number of New Ordinary Shares and the Deferred Contingent Value Share each arising upon Conversion of the Convertible Preference Shares.			
3. As a special resolution, to amend the Articles of Incorporation of the Company, so as to include the rights attaching to the Convertible Preference Shares and the Deferred Contingent Value Share.			
4. As a special resolution, to consent to any modification or variation or abrogation of any of the rights and/or privileges attaching to the Ordinary Shares as a class which may result from the issuance of the Convertible Preference Shares.			

Signature(s):

Notes on completion

1. Any member entitled to attend, speak and vote at the meeting convened by the enclosed notice is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at a meeting of the Company. A proxy need not be a member of the Company, but must attend the EGM to represent you.
2. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise rights attached to a different share or shares held by him. To appoint more than one proxy, a separate proxy form should be completed for each proxy holder and each appointor should clearly identify the shares to which the proxy relates. If the proxy is to be appointed in relation to less than your full voting entitlement, please enter, after the name of the proxy holder, the number of shares in relation to which they are authorised as proxy. If left blank, your proxy will be deemed to be authorized in respect of your full voting entitlement.
3. If you wish to appoint more than one proxy in respect of your shareholding, please either photocopy the form of proxy or contact the Company's Registrar, Link Asset Services, by telephone on +44 (0)371 664 0321 for further forms of proxy.
4. To be valid, this form of proxy for the EGM together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof must be deposited by 10:00 a.m. on 26 September 2019 at the offices of the Company's registrars, Link Asset Services, at the Registry, 34 Beckenham Road, Beckenham BR3 4TU.
5. Completion of this form of proxy or submission of a valid electronic proxy appointment will not prevent you from attending and voting in person. If you have appointed a proxy and attend the EGM in person and vote, your proxy appointment will automatically be terminated.
6. Pursuant to regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, only shareholders registered in the register of members of the Company as at close of business on 26 September 2019 shall be entitled to attend and vote at the EGM in respect of the number of shares registered in their name at such time. If the EGM is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is close of business on the day two days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. A shareholder which is a corporation may authorize a person or such persons to act as its representative(s) at the EGM. 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 member of the Company, provided that it does not do so in relation to the same shares.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the EGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members 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.
9. 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 & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Link Asset Services (ID RA10), by 10:00 a.m. on 26 September 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (Guernsey) Regulations 2009.
11. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.