

NOTICE OF ANNUAL GENERAL MEETING



KINGSWOOD HOLDINGS LIMITED

(the "Company", incorporated and registered in Guernsey with company number 42316)

To all the holders of Ordinary Shares (as defined in Resolution 7 below) and, for information only to (i) the holders of convertible preference shares in the issued capital of the Company and (ii) holders of options over Ordinary Shares.

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the Company (the "AGM") will be held at 12.00 p.m. on 2 December 2020 at the Company's offices at 4th Floor, 10 - 11 Austin Friars, London EC2N 2HG for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions as set out below:

ORDINARY RESOLUTIONS

To consider, and if thought fit, pass Resolutions 1 to 7 (inclusive) as ordinary resolutions.

1. To receive and consider the annual accounts of the Company for the year ended 31 December 2019 in accordance with section 252 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law"), together with the reports thereon of the auditors and the directors of the Company.
2. To elect Lindsey McMurray who retires as a director of the Company in accordance with article 23 of the Articles and, being eligible, offers herself for election as a director of the Company.
3. To elect Howard Garland who retires as a director of the Company in accordance with article 23 of the Articles and, being eligible, offers himself for election as a director of the Company.
4. To re-elect Jonathan Freeman who retires as a director of the Company in accordance with article 23 of the Articles and, being eligible, offers himself for re-election as a director of the Company.
5. To re-appoint BDO LLP of 55 Baker Street, London W1U 7EU as auditors of the Company from the end of this AGM until the end of the next financial year of the Company ended 31 December 2021.
6. To authorise the directors to fix the remuneration of the auditors in accordance with section 259(a)(ii) of the Law.

7. That in addition to all existing powers and authorities conferred upon them, the directors of the Company be and they are hereby generally and unconditionally authorised to issue or sell ordinary shares of no par value each in the capital of the Company ("Ordinary Shares") (or Ordinary Shares held as treasury shares) up to, in aggregate, that number of Ordinary Shares as equates to 30 per cent of the issued share capital of the Company as at the date of passing of this resolution for cash as if Article 2.5 of the articles of incorporation of the Company (the "Articles") did not apply to the issue or sale (such number of Ordinary Shares for which authority is granted pursuant to this resolution therefore being up to 65,076,216) and this authority shall expire on the earliest to occur of the date being 15 months from the date of this resolution or the conclusion of the annual general meeting of the Company in 2021, save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted and issued after such expiry and the Directors may allot Ordinary Shares in pursuance of any such offer or agreement as if the power conferred by this resolution has not expired.

By order of the board of directors of the Company.

Registered Office
Oak House,
Hirzel Street,
St Peter Port,
Guernsey
GY1 3RH

Date: 30 October 2020

Please read the notes overleaf

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Notes to the Notice of AGM

Registered Office: Oak House, Hirzel Street, St Peter Port, Guernsey GY1 3RH

1. Any member entitled to attend, speak and vote at the meeting convened by the above 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.
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.
3. To be valid, the enclosed Form of Proxy for the AGM 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 12.00 p.m. on 30 November 2020 at the offices of the Company's registrars, Link Asset Services, at PXS, 34 Beckenham Road, Beckenham BR3 4TU.
4. Completion of the Form of Proxy or submission of a valid electronic proxy appointment will not prevent a member from attending and voting in person.
5. 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 30 November 2020 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. If the AGM 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.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM 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.
7. 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 12.00 p.m. on 30 November 2020. 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.
8. 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.
9. 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.
10. To allow effective constitution of the Annual General Meeting, if it is apparent to the chairman that no Shareholders will be present in person or by proxy, other than by proxy in the chairman's favour, the chairman may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the chairman.

IN LIGHT OF GOVERNMENT GUIDANCE CONCERNING THE ONGOING IMPACT OF THE COVID-19 PANDEMIC ON PUBLIC GATHERINGS WHICH AS AT THE DATE OF THIS NOTICE OF AGM, AMONGST OTHER MATTERS, LIMITS THE SIZE OF PUBLIC GATHERINGS AND NON-ESSENTIAL TRAVEL, THE DIRECTORS ENCOURAGE ALL SHAREHOLDERS TO SUBMIT PROXY VOTES ON THE PROPOSALS TO BE CONSIDERED AT THE AGM. THE DIRECTORS WILL CONTINUE TO CONSIDER THE LATEST INSTRUCTIONS FROM RELEVANT AUTHORITIES AND IN THE EVENT THAT DISRUPTION BECOMES UNAVOIDABLE, ANY UPDATES IN RELATION TO THE ANNUAL GENERAL MEETING WILL BE ANNOUNCED BY A REGULATORY INFORMATION SERVICE ANNOUNCEMENT AND PLACED ON THE COMPANY'S WEBSITE.