



KINGSWOOD HOLDINGS LIMITED

(Incorporated and registered in Guernsey with registered number 42316) (the "Company")

FORM OF PROXY

FOR USE AT THE ANNUAL GENERAL MEETING

To be held at the Company's offices at 4th Floor, 10 – 11 Austin Friars, London EC2N 2HG on 2 December 2020 at 12.00 p.m. and at any adjournment thereof (the "AGM").

I/We*

of*

(*Please delete as appropriate and insert full name(s) and address(es) in block letters – see note 9 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 annual general meeting of the Company to be held at the offices of the Company at 4th Floor, 10 – 11 Austin Friars, London EC2N 2HG on 2 December 2020 at 12.00 p.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/it thinks fit.

**Please delete as appropriate

RESOLUTIONS	For	Against	Abstain
1. As an ordinary resolution, to receive and consider the annual accounts of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. As an ordinary resolution, to elect Lindsey McMurray, who retires by rotation, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. As an ordinary resolution, to elect Howard Garland, who retires by rotation, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. As an ordinary resolution, to re-elect Jonathan Freeman, who retires by rotation, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. As an ordinary resolution, to re-appoint BDO LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. As an ordinary resolution, to authorise the directors of the Company to fix the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. As an ordinary resolution, to authorise the directors of the Company to disapply the rights of pre-emption set out in the Company's articles of incorporation in relation to the issue of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s): _____

OR Common Seal: _____

NOTES ON COMPLETION.

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 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.
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, this 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 this form of proxy or submission of a valid electronic proxy appointment will not prevent you 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 ordinary 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 ISSUE OF THIS FORM OF PROXY, AMONGST OTHER MATTERS LIMIT 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 ANNUAL GENERAL MEETING. 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.