



# KINGSWOOD HOLDINGS LIMITED

(Incorporated and registered in Guernsey with registered number 42316)

## FORM OF PROXY

### FOR VOTING AT THE ANNUAL GENERAL MEETING

to be held at the offices of Kingswood Holdings Limited at 10-11 Austin Friars, London EC2N 2HG on 22 November 2022 at 1.00 p.m. and at any adjournment thereof (the "AGM").

I/We \_\_\_\_\_ (BLOCK LETTERS PLEASE)

of \_\_\_\_\_  
(Please 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 AGM 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.

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 David Lawrence, 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 Gemma Godfrey, 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 elect Jane Millar, 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-elect Lindsay McMurray, who retires by rotation, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. As an ordinary resolution, to re-elect Howard Garland, who retires by rotation, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 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"/>
8. As an ordinary resolution, to appoint PKF Littlejohn LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. 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"/>
10. 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: Mont Crevelt House, Bulwer Avenue, St. Sampson, Guernsey GY2 4LH

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 1 p.m. on 18 November 2022 at the offices of the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
4. Completion of this form of proxy or submission of a valid electronic proxy appointment will not prevent a member from attending and voting in person.
5. 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 or withhold from voting.
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 18 November 2022 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.
7. 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.
8. 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 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 Group (ID RA10), by 1 p.m. on 18 November 2022. 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 Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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.
10. 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.
11. To allow effective constitution of the AGM, 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.

**FOR HEALTH AND SAFETY REASONS, THE DIRECTORS OF THE COMPANY ENCOURAGE SHAREHOLDERS TO SUBMIT PROXY VOTES ON THE PROPOSALS TO BE CONSIDERED AT THE AGM RATHER THAN ATTENDING THE AGM IN PERSON. FOR THAT REASON, REGRETTABLY, NO REFRESHMENTS WILL BE OFFERED BEFORE, DURING OR AFTER THE MEETING THIS YEAR BUT ANY SHAREHOLDERS NOT ATTENDING THE MEETING ARE WELCOME TO CONTACT THE COMPANY BY EMAIL IN THE USUAL COURSE.**