



FOR	AGAINST	ABSTAIN

o. To reappoint PricewaterhouseCoopers as auditors and to authorise the directors to determine their remuneration.

p. To resolve on guidelines for remuneration and other terms of employment for senior management.

**Extraordinary Resolutions**

q. Approval of proposed changes to the Memorandum and Articles of Association of the Company in accordance with the Notice.

The full Memorandum and Articles of Association with the proposed amendments can be found on the Company's website [www.kindredgroupplc.com/AGM](http://www.kindredgroupplc.com/AGM).

r. To authorised the Company to make purchases of ordinary shares/SDRs of GBP 0.00625 each in its capital, subject to the following:

- (a)
- (b) the maximum number of shares/SDR's that may be so acquired is 23,012,620
- (c) the minimum price that may be paid for the shares/SDR is 1 SEK per share/SDR exclusive of tax;
- (d) the maximum price that may be so paid be 200 SEK per share/SDR and
- (e) the purchases may take place on multiple occasions and will be **based on actual market price and terms**, and
- (f) the authority conferred by this resolution shall expire on the date of the 2020 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date.

s. To authorise and empower the Company in accordance with Articles 85(2) and 88(7) of the Companies Act, on one or several occasions prior to the next AGM, to issue and allot up to a maximum of 23 million ordinary shares in the Company of a nominal value of GBP 0.000625 each (corresponding to a dilution of about 10 per cent) for payment in kind in connection with an acquisition, without first offering the said shares to existing Shareholders. Such acquisition will be only in line with the Group's other strategy, and acquisition cost and the valuation of the acquisition will be clearly reported. This resolution is being taken in terms and for the purposes of the approvals necessary in terms of the Companies Act and the Articles of Association of the Company.

NB: The board has no intention to use the two authorisations in such manner that more than an aggregate of ten percent of the total number of outstanding shares will be bought back or used to make an acquisition from the date of the authorisation until 2020 Annual General Meeting.

DATED \_\_\_\_\_

(Date)

Signed or sealed (see Note 4)

(Signature)

**Notes:**

1. If a shareholder/SDR holder wishes to appoint as a proxy a person other than the Chairman of the Meeting, the name of the other person should be inserted in block capitals in the space provided. A proxy need not be a shareholder/SDR holder of the Company but must attend the Meeting in person.
2. Any alteration or deletion must be signed or initialled.
3. A shareholder/SDR holder should indicate by marking the box headed either FOR, AGAINST or ABSTAIN with an 'X' to show how he wishes his vote to be cast in respect of each of the resolutions set out in the Notice of Annual General Meeting. Unless so instructed, the proxy will vote or abstain as he thinks fit. The proxy will act at his discretion in relation to any other business arising at the Meeting (including any resolution to amend a resolution or to adjourn the Meeting).
4. In the case of a corporation this form of proxy should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders the form of proxy should be signed by the senior holder and the names of all joint holders should be shown.
5. Use of this form of proxy does not preclude a shareholder/SDR holder from attending the Meeting and voting in person.
6. **To be valid, this form of proxy must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarily certified copy of such power or authority to Kindred Group plc, c/o Kindred (London) Ltd, Kindred House, 17 Hartfield Road, London SW19 3SE, United Kingdom, no later than 17.00 BST on Thursday 9 May 2019,** or any adjournment thereof or, in the case of a poll, not less than 48 hours before the time appointed for taking the poll.