



KINDRED GROUP plc

FORM OF PROXY

For use at the Annual General Meeting convened for Thursday 20 April 2023 at 10.00 CEST at Kindred People's office, Regeringsgatan 25, Stockholm, Sweden.

I/We

(Print the name of the **SDR owner**)

(See instructions at the end of this document)

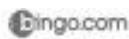
of

(City)

being SDR holder(s) of the Company hereby appoint the Chairman of the Meeting (see Note 1)

as my/our proxy and to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 20 April 2023 and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Annual General Meeting (see Note 2). **Remember to register the SDRs in the register kept by Euroclear Sweden AB by 17.00 CEST [DAY DATE] 2023.**

	RESOLUTION	FOR	AGAINST	ABSTAIN
	ORDINARY BUSINESS			
a.	Declaration of Dividend in cash			
b.	To receive, consider and approve the Report of the Directors and the Consolidated Financial Statements (Annual Report) prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2022, together with the Report of the Auditors ¹ .			
c.	To approve the remuneration report set out on pages 103-109 of the Company's Annual Report and Financial Statements for the year ended 31 December 2022.			
d.	To determine the number of Board members.			
e.	To determine the Board members' fees.			
f.	To re-elect Evert Carlsson as director of the company.			
g.	To re-elect James H. Gemmel as director of the company.			



MARIA CASINO



www.kindredgroup.com

h.	To re-elect Heidi Skogster as a director of the company.			
i.	To elect Cédric Boireau as director of the Company.			
j.	To elect Jonas Jansson as director of the Company.			
k.	To elect Andy McCue as director of the Company.			
l.	To elect Martin Randle as director of the Company.			
m.	To elect Kenneth Shea as director of the Company.			
n.	To appoint the Chairman of the Board			
o.	To reappoint PricewaterhouseCoopers as auditors of the Company and to authorise and empower the directors to determine their remuneration			
p.	To approve the guidelines for how the Nomination Committee shall be appointed			
SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS				
q.	<p>The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolution: it being noted that</p> <p>(i) at a Board of Directors' meeting held on 8 March 2023, the directors resolved to obtain authority to buy back GBP 0.000625 Ordinary Shares/SDRs in the Company (the purpose of the buyback being to achieve added value for the Company's shareholders); and</p> <p>(ii) pursuant to article 106(1) (b) of the Companies Act (Cap.386 of the Laws of Malta) a company may acquire any of its own shares otherwise than by subscription, provided inter alia authorisation is given by an extraordinary resolution, which resolution will need to determine the terms and conditions of such acquisitions and in particular the maximum number of shares/SDRs to be acquired, the duration of the period for which the authorisation is given and the maximum and minimum consideration. It is proposed that the Company, through the Board, be generally authorised and empowered to make purchases of ordinary shares/SDRs of GBP 0.000625 each in its capital, subject to the following:</p> <p>(a) the maximum number of shares/SDRs that may be so acquired is 23,000,000;</p> <p>(b) the minimum price that may be paid for the shares/SDRs is 1 SEK per share/SDR exclusive of tax;</p> <p>(c) the maximum price that may be paid for the</p>			

	<p>shares/SDRs is 300 SEK per share/SDR exclusive of tax;</p> <p>(d) the purchases may take place on multiple occasions and will be based on actual market price and terms, and</p> <p>(e) the authority conferred by this resolution shall expire on the date of the 2024 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date</p>		
r.	<p>The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolutions:</p> <p>(i) that the issued share capital of the Company be reduced by means of a cancellation of such number of shares/SDRs determined by the board of directors and acquired pursuant to the Company's share buy-back program up to a maximum amount of GBP 23,125, representing a maximum of 37,000,000 shares/SDRs;</p> <p>(ii) that the board of directors of the Company be authorised and empowered to carry out all acts necessary for the purposes of giving effect to such cancellation of shares/SDRs, at such intervals and in such amounts as it deems appropriate;</p> <p>(iii) that in accordance with Article 83(1) of the Companies Act (Cap. 386 of the Laws of Malta), the Company shall be authorised to give effect to the reduction of issued share capital and consequent cancellation of shares/SDRs only following the lapse of three months from the date of the publication of the statement referred to in Article 401(1)(e) of the said Act;</p> <p>(iv) that upon the lapse of the period referred to in paragraph</p> <p>(iii) above, the board of directors of the Company and/or the Company Secretary be authorised and empowered to submit one or more revised and updated Memorandum of Association of the Company to the Malta Business Registry so as to inter alia reflect the change in issued share capital following such reduction/s; and</p> <p>(v) that this mandate will supersede and replace previous mandates provided to the board to cancel shares/SDRs.</p>		

s.	<p>The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolution:</p> <p>That the directors be and are hereby duly authorised and empowered in accordance with Article 9 of the Company's Articles of Association, articles 85(1)(b) and 88(7) in the Companies Act, on one or several occasions prior to the date of the next Annual General Meeting of the Company, to issue and allot up to a maximum of 23 million ordinary shares/SDRs in the Company of a nominal value of GBP 0.000625 each (the "Share Issue Limit") for payment in kind or through a set-off in connection with an acquisition without first offering the said shares/SDRs to existing SDR holders/shareholders (corresponding to a dilution of about 10 per cent). The Share Issue Limit shall be reduced by the amount of any shares/SDRs which are bought back and held by the Company. 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.</p>		
t.	<p>Performance share plan for the senior management</p> <p>The Board of Directors has reviewed remuneration for the senior management and concluded that the Company would benefit from a continuation of a performance share plan that complements the stock option plan to further increase the senior management's alignment with long-term shareholder value creation. The Board proposes that the 2023 Annual General Meeting resolves to approve the Board of Directors' proposal regarding a performance share plan to the senior management in Kindred Group which will be used in conjunction with the existing stock option plan (SOP).</p> <p>In the proposed plan, the performance measure is a non-market based condition that provides participants (approximately 109) with a high degree of alignment to Company performance. PSP awards will depend on Kindred achieving financial performance target (i.e. EBITDA) over three financial years establishing a clearer link between how Kindred performs and the value that the PSP can deliver.</p> <p>The suggested performance share plan may in total comprise no more than 0,3% of all issued shares in Kindred annually, and on an accumulated basis the five plans of 2023-2027 will amount to around 1,1% of dilution.</p>		



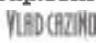
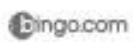
--	--	--	--

DATED

(Date)

Signed or sealed (see Note 3)

(Signature)



www.kindredgroup.com



Notes:

1. Any alteration or deletion must be signed or initialled.
2. 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).
3. 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.
4. **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 notarial certified copy of such power or authority to Kindred Group, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, so as to arrive no later than 17.00 BST on Thursday 13 April 2023.**