



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Kinovo plc, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Kinovo plc

Registered in England and Wales with Company Number 09095860

NOTICE OF ANNUAL GENERAL MEETING

Letter from the Chair

Registered Office: 201 Temple Chambers
3-7 Temple Avenue
London EC4Y 0DT

2 August 2024

Dear Shareholder

Annual General Meeting 2024

The Board is pleased to confirm that the Annual General Meeting (**AGM**) of Kinovo plc (**Company**) will take place at 12:00 p.m. on Wednesday 28 August 2024 at the offices of Hudson Sandler, 25 Charterhouse Square, London, EC1M 6AE. The notice convening the Meeting (**AGM Notice**) is set out at the end of this letter.

Arrangements

I am delighted to be able to welcome shareholders to our AGM again this year. In order to facilitate the smooth operation of the Meeting, and to ensure that visitor numbers are appropriately managed, we ask all shareholders that wish to attend to notify the Company Secretary in advance and by no later than 12:00 p.m. (London time) on 23 August 2024 at KinovoGM@oneadvisory.london.

Similarly, those shareholders that are not able to attend the AGM are encouraged to register any questions in advance of the AGM by submitting these to: KinovoGM@oneadvisory.london no later than 12:00 p.m. (London time) on 23 August 2024. Questions will be responded to individually and any areas of significant shareholder interest will be addressed with answers on the Company's website as soon as practicable following the AGM.

Resolutions

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out at the end of the document.

Voting

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please also refer to the "Notes" section of the AGM Notice and the Form of Proxy for details on how to vote by proxy.

Voting at the AGM will be conducted on a poll in accordance with best practice.

To Vote by Post, hand or courier: A Form of Proxy is enclosed with this document. To be valid, the completed Form of Proxy (and supporting documents if applicable) must be received by the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. The signed Form of Proxy must be received no later than 48 hours (excluding non-business days) before the time of the AGM or any adjournment thereof (to be received by 12:00 p.m. on 23 August 2024).

To Vote Online: As an alternative to completing and returning a hard copy Form of Proxy, you can appoint a proxy or proxies electronically by visiting www.sharegateway.co.uk. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Neville Registrars Limited, no later than 12:00 p.m. on 23 August 2024.

To Vote Using CREST: CREST members may also use the CREST proxy appointment service.

Further details on voting by proxy are set out in the "Notes" section of the AGM Notice at the end of this document.

Board Recommendation

The Board of Kinovo plc considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

We look forward to welcoming shareholders to the AGM.

Yours faithfully

Sangita Shah
Chair

Kinovo plc – Notice of Annual General Meeting 2024

Notice is hereby given that the Annual General Meeting (**AGM**) of Kinovo plc (**Company**) will be held at the offices of Hudson Sandler, 25 Charterhouse Square, London, EC1M 6AE on 28 August 2024 at 12:00 p.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions.

Definitions

| | |
|--------------------------|---|
| CA 2006 | the Companies Act 2006 |
| Company | Kinovo plc |
| Directors | the board of directors of the Company (or a duly constituted committee thereof) |
| Equity Securities | shall have the meaning given in section 560 of CA 2006 |
| Ordinary Shares | ordinary shares in the capital of the Company |

Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 March 2024 together with the Directors' reports and auditor's report on those accounts.

Directors

2. To re-elect Sangita Shah as a director of the Company.

Auditor

3. To re-appoint Moore Kingston Smith LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
4. To authorise the Directors to determine the fees payable to the auditor.

Adoption of the Kinovo plc Equity Incentive Scheme

5. That the rules of the Kinovo plc Equity Incentive Scheme, in the form produced to the meeting and initialled by the Chair of the meeting for the purposes of identification (the LTIP), the principal terms of which are summarised in the Appendix to this Notice, be approved and that the Directors of the Company be hereby authorised to;
 - a) do all acts and things which they may consider necessary or expedient to carry the LTIP into effect; and
 - b) establish schedules to, or further plans based on, the LTIP, but modified to take account of local tax legislation, exchange control or securities laws in overseas territories, provided that any awards made available under any such schedules or further plans are treated as counting against the dilution limit in the LTIP.

Share Authorities

6. THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot Equity Securities:
 - 6.1. up to an aggregate nominal amount of £4,201,214.20 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant the authority in paragraph 6.2 below) in connection with a fully pre-emptive offer:
 - A. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - B. to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - 6.2. in any other case, up to an aggregate nominal amount of £2,100,607.10 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 6.1 above in excess of £2,100,607.10),provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company (or if earlier, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of CA 2006, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Kinovo plc – Notice of Annual General Meeting 2024 continued

7. THAT, subject to the passing of resolution 6, the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- 7.1. the allotment of Equity Securities in connection with an offer of Equity Securities (but, in the case of the authority granted under paragraph 6.1 by way of a rights issue or other fully pre-emptive offer):
- A. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 7.2. the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to clause 7.1 or 7.2 above) up to an aggregate nominal amount of £630,182.10 ; and
- 7.3. the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 7.1 or paragraph 7.2 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 7.2 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- such authority to expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.
8. THAT, subject to the passing of resolution 6, the Directors be authorised in addition to any authority granted under resolution 7 to allot Equity Securities for cash under the authority conferred by resolution 6 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:
- 8.1. limited to the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £630,182.10, such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- 8.2. limited to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 8.1 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 8.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- such authority to expire at the conclusion of the Company's next annual general meeting or, if earlier, at the close of business on the date which is fifteen months from the date of passing the resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

ONE Advisory Limited
Company Secretary
2 August 2024

201 Temple Chambers
3-7 Temple Avenue
London EC4Y 0DT

Explanatory notes to Notice of Annual General Meeting

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on 23 August 2024 or if this Annual General Meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting.

Proxy Voting – General

2. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

7. To be valid proxy votes must be received by 12:00 p.m. on 23 August 2024, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (Proxy Vote Closing Time).
8. The Company's Registrar is Neville Registrars Limited. Their contact details are:
 - Tel: +44 (0)121 585 1131. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
 - Address: Neville House, Steelpark Road, Halesowen, B62 8HD.
 - Email: info@nevilleregistrars.co.uk
9. You may lodge your proxy vote in one of the following ways:
 - To vote by post, please follow the instructions in Notes 10 and 11.
 - To vote electronically, please follow the instructions in Note 12.
 - CREST members may vote using the CREST system. Please follow the instructions in Notes 13 to 16.
10. Hard copy proxies must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
11. If you need a replacement hard proxy copy form, you may request this directly from the Company's Registrars. Please see the Registrar's contact details in Note 8.
12. As an alternative to submitting a hard copy proxy form, you may submit your proxy electronically by logging on to www.sharegateway.co.uk. Shareholders should use their Personal Proxy Registration Code (Activity Code) as shown on their Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received no later than the Proxy Vote Closing Time.
13. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
15. In order for a proxy appointment or instruction 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 Limited'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 the issuer's agent Neville Registrars (whose CREST ID is 7RA11) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

Explanatory notes to Notice of Annual General Meeting

Proxy Voting – Procedures continued

16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 system 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 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxy Voting – Changes and Revocations

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Neville Registrars using the contact details in Note 8 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
18. In order to revoke a proxy instruction you will need to inform the Company. You must telephone the Registrar using the contact details in Note 8 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Registrar no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5 above, your proxy appointment will remain valid.

Corporate Representatives

19. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
20. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

21. As at the close of business on the day immediately before the date of this notice of annual general meeting, the Company's issued share capital comprised 63,018,214 ordinary shares of nominal value 10 pence each. No shares are held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business, on 26 July 2024 (being the latest practicable date prior to publication of this document is 63,018,214.

Explanatory notes

Resolutions 1 to 6 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 7 and 8 are special resolutions and require a majority of at least 75% of votes cast to be in favour in order to be passed.

Resolution 1 – Report and Accounts (Ordinary Resolution)

Section 437 of CA 2006 requires the Directors to lay copies of the Company's Annual Report and Accounts for the financial year ended 31 March 2024 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

Resolution 2 – Directors (Ordinary Resolution)

In accordance with the Company's Articles of Association certain Directors are required to retire at each Annual General Meeting and, if willing, put themselves forward for re-election by shareholders. The Director retiring and seeking re-election at the AGM is Sangita Shah to facilitate an orderly leadership transition.

As detailed in the Corporate Governance Statement of the 2024 Annual Report, Sangita Shah, having served more than nine years on the Board, will retire and offer herself for re-election on an annual basis. The Board has reviewed Sangita's independence and considers her to remain independent at this point.

Biographical details of all Directors can be found in the Annual Report and on the Company's website at www.kinovopl.com/board-of-directors/

Resolutions 3 and 4 – Auditor (Ordinary Resolutions)

On the recommendation of the Audit Committee, the Board proposes as resolution 3 that Moore Kingston Smith LLP be reappointed as auditor of the Company.

Resolution 4 proposes that the Board be authorised to determine the level of the auditor's remuneration. Please refer to the Audit Committee Report in the 2024 Annual Report for further information.

Resolution 5 – Long Term Incentive Plan (Ordinary Resolution)

The Remuneration Committee believes that a long term incentive plan (LTIP), which can deliver shares at minimal cost to the participants but under which options may be subject to challenging performance criteria, should be adopted. Resolution 5 therefore proposes a new LTIP targeted at the executive directors and certain senior members of the management team.

The LTIP enables the Board to grant options over ordinary shares to selected executives and other employees. It is currently intended to grant nil/nominal cost options which vest only if performance conditions are met over a specified performance period (which in respect of options granted to executive directors shall not ordinarily be less than three years). The Remuneration Committee has developed the LTIP to ensure that it complies with best practice for an AIM company, complying materially with the Investment Association guidelines. The Remuneration Committee believes that the new LTIP ensures that there continues to be a strong alignment between executives and shareholders within the Company.

The principal terms of the LTIP are summarised in the Appendix to this Notice. If passed, Resolution 5 will also enable the Company to add schedules to the LTIP or establish further plans based on the LTIP to enable the grant of awards to employees in overseas territories, taking account of local tax, exchange control and securities law issues in the relevant jurisdiction. Any awards made under such schedules or separate plans will count towards the dilution limit in the LTIP.

Resolution 5 is an advisory resolution, but in the event that a substantial minority of shareholders vote against the adoption of the LTIP, the Company will respond and explain how it will address shareholder concerns.

The rules of the new LTIP will be available for inspection at the Company's Registered Office at 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT, and at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

Resolution 6 – Authority to Allot (Ordinary Resolution)

This resolution deals with the Directors' authority to allot securities in accordance with section 551 of the Companies Act 2006 and complies with the Investment Association Share Capital Management Guidelines issued in February 2023.

If passed, the resolution will authorise the Directors to allot:

- (i) Equity Securities up to a maximum nominal amount of £4,201,214.20 which represents approximately two thirds of the Company's issued share capital ("ISC") (excluding treasury shares) as at 26 July 2024 (being the latest practicable date prior to publication of this document) in relation to a pre-emptive offer, with authority for the Directors to deal pragmatically with legal, regulatory and logistical issues arising from a fully pre-emptive offer (e.g. fractions of shares and overseas securities laws). This maximum is reduced by the nominal amount of any Equity Securities allotted under the authority set out in paragraph 6.2 of the resolution; and
- (ii) Equity Securities up to a maximum nominal amount of £2,100,607.10 otherwise which represents approximately one third of the Company's ISC. This amount will be reduced to the extent that Equity Securities allotted pursuant to paragraph 6.1 exceed £2,100,607.10 in nominal value.

The maximum nominal amount of securities which may be allotted under this resolution is therefore £4,201,214.20.

The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and the date which is 15 months after the resolution is passed.

The Directors have no present intention to exercise the authority conferred by this resolution.

Explanatory notes continued

Resolutions 7 and 8 – Disapplication of Statutory Pre-Emption Rights (Special Resolutions)

Under CA 2006, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. Resolutions 7 and 8 will, if passed, give the Directors this authority within the specified limitations. Resolution 7 provides a general authority and resolution 8 is in respect of allotments to finance acquisitions and capital investments.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (Investor Guidelines). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of shareholders should a need or opportunity arise.

Put simply, the Directors will, if the resolutions are passed, have authority to freely allot up to 10% of the ISC for cash, with additional allotments for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to 66.7% ISC in total);
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10% ISC); and
- specified follow-on offers in line with the Investor Guidelines (up to 20% of the nominal value of shares allotted under the original offer process (maximum 2% of the ISC)).

The Directors have no present intention to exercise the authority conferred by these resolutions.

The authorities set out in these resolutions will expire on the conclusion of next year's AGM or, if earlier, on the date which is 15 months after the date the resolution is passed.

Appendix – Summary of the Kinovo plc Equity Incentive Scheme (LTIP)

1. Eligibility

Any employee (including an executive director) of the Company or any of its subsidiaries (the “Group”) will be eligible to participate in the LTIP at the discretion of the Board (or in the case of options granted to executive directors, the remuneration committee of the Board).

2. Form of awards

Awards under the LTIP are in the form of an option to acquire Ordinary Shares with an exercise price (if any) set by the Board at the date of grant (an “Option”). Options may be tax-advantaged Enterprise Management Incentive (EMI) Options or non-tax-advantaged Options.

Options may be granted over newly issued Ordinary Shares, treasury Ordinary Shares or Ordinary Shares purchased in the market. Options are not transferable (other than automatically on death). No payment will be required for the grant of an Option. Options will not form part of pensionable earnings.

3. Performance conditions

Options may be subject to the satisfaction of one or more performance conditions which will determine the proportion (if any) of the Option which will vest following the end of a performance period. A performance period will not ordinarily be less than three years long. The application of performance conditions to Options granted to executive directors of the Company will be consistent with the Company’s policy on directors’ remuneration.

Performance conditions may provide that they may be amended if an event occurs which causes the Board to consider that the existing performance condition(s) should be amended to ensure that (i) the criteria against which performance is to be measured will be a fairer measure of performance and (ii) the new condition(s) will afford a more effective incentive to the Option Holder.

4. Plan limits

In any 10-year period, the number of Ordinary Shares which may be issued (or committed to be issued) under the LTIP and under any other employee share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time.

Any Option which the Remuneration Committee has determined will only be satisfied with existing Ordinary Shares (or which is granted on such terms) will not be subject to or counted in calculating the above limit. Treasury shares will be treated as newly issued for the purpose of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise. Ordinary Shares issued before, and Ordinary Shares issued pursuant to commitments made before, the Ordinary Shares were first admitted to trading on AIM will not count towards this limit.

This limit does not include rights to Ordinary Shares which have been surrendered, lapsed or otherwise become incapable of exercise.

The total market value (as at the grant date(s)) of shares under all unexercised EMI options granted by the Company cannot exceed £3,000,000 (or such other limit as is specified in the EMI legislation from time to time).

5. Individual limits

No Option Holder can hold unexercised EMI options over shares with a market value of £249,999 (or £1 less than such other limit as is specified in the EMI legislation from time to time).

6. Grant of awards

Options may only be granted within the 42-day period beginning with the dealing day after the date on which the Company announces its results for any period. If the Company is restricted from granting Options during any such period, Options may be granted in the period of 42 days following the relevant restriction being lifted. Options may also be granted at any other time the Board determines that exceptional circumstances have arisen which justify the grant of an Option.

7. Vesting and exercise

Options that are subject to one or more performance conditions will normally vest, to the extent that the performance condition(s) has/have been satisfied, on the later of the end of the vesting period and the date the Board determines the extent to which the performance conditions have been met. Where Options are granted to executive directors, the vesting period will normally end on the third anniversary of the grant date.

Where Options are granted without performance conditions, they will vest on a date determined by the Board at the time of grant (normally the third anniversary of the grant date).

Options will then normally be exercisable until the tenth anniversary of the grant date.

8. Cessation of employment

If an Option Holder ceases to be employed by any member of the Group:

- a) due to their resignation;
- b) if “Cause” is defined in the relevant Option Holder’s employment contract or service agreement, due to “Cause”;
- c) due to dismissal by reason of misconduct or gross misconduct, or
- d) due to summary dismissal for any other reason,

unless in the case of (a) or (b) the Board determines that such Option Holder shall be treated as a “Good Leaver”, any Option he or she holds shall lapse on the date on which the Option Holder ceases employment (or, if earlier, the date they give or receive notice).

Appendix – Summary of the Kinovo plc Equity Incentive Scheme (LTIP) continued

8. Cessation of employment continued

If an Option Holder dies, their personal representatives may exercise their Option(s) until the first anniversary of death.

If an Option Holder ceases employment with the Group in any other circumstances, any unvested Option he or she holds will usually continue until the normal vesting date unless the Board determines that the Option will vest earlier.

Options will vest to the extent to which any performance condition(s) has/have been achieved over the relevant period (or to such greater extent as the Board may determine) and, unless the Board determines otherwise, the number of Ordinary Shares which vest will be reduced to reflect the proportion of the Performance Period (or, in relation to an Option which is not subject to performance condition(s), the period beginning on the grant date and ending on the normal vesting date) (the "Pro-Rating Period") that has elapsed at the date the Option Holder ceases employment (or, if earlier, gives or receives notice).

9. Corporate events

In the event of a change of control of the Company, unvested Options will vest to the extent any performance condition(s) have been met over the period ending on the date of the change of control (or to such greater extent as the Board may in its discretion determine) and, unless the Board determines otherwise, the number of Ordinary Shares which vest will be reduced to reflect the proportion of the Pro-Rating Period that has elapsed as at the date of the change of control. Options will then be exercisable for a period of 90 days, unless the Board requires holders of Options who wish to exercise their Option(s) to give, in advance of the change of control, a notice exercising their Option(s) with effect from immediately before the change of control.

Alternatively, option holders may exchange their options for options which relate to shares in the acquiring company.

10. Adjustments

If there is a variation of the Company's share capital (or certain other events such as a rights issue), the Board may adjust the number of Ordinary Shares subject to, and/or the per Share exercise price of, an Option.

11. Amendment and termination

The Board may amend the LTIP at any time, provided that no amendment may be made to the material disadvantage of an Option Holder without that Option Holder's consent.

The LTIP will terminate on 29 May 2034 (the tenth anniversary of the date of its adoption by the Board). The rights of existing Option Holders will not be affected by any termination.



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