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If you have sold or transferred all your Ordinary Shares you should hand this Document, together with the accompanying CVA Proposal and the white and blue forms of proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares in the Company, you should retain these documents.

The London Stock Exchange has not itself examined or approved the contents of this Document. AIM is a market designed primarily for emerging or smaller companies to which a higher degree of investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules for Companies are less demanding than those of the Official List. A prospective investor should be aware of the risks of investing in AIM companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriate financial adviser.

KIN GROUP PLC

(Incorporated in England and Wales with Registered number 04466195)

Company Voluntary Arrangement

Subdivision of share capital

Placing of new Ordinary Shares (with a 1 for 4 Placing Warrant) to raise £1million

Board changes

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of Kin Group plc set out in Part I of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the Shareholders' CVA Meeting and at the General Meeting referred to below.

Two meetings of the Company are being convened to consider the Proposals described in this Document:

- a Shareholders' CVA Meeting to consider the CVA, to be held at 10.00 a.m. on 24 October 2017, notice of which is set out in the accompanying CVA Proposal; and
- a General Meeting to consider the other Proposals, to be held at 10.05 a.m. on 24 October 2017, notice of which is set out at the end of this Circular.

Both meetings are convened to be held at the offices of Peterhouse Corporate Finance Limited at New Liverpool House, 15 Eldon Street, London EC2M 7LD. The enclosed white and blue forms of proxy should, to be valid, be completed and returned in accordance with the instructions printed on them so as to be received no later than two business days before the time fixed for the relevant meeting or any adjourned meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the relevant meeting should they so wish.

SPARK Advisory Partners Limited is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as nominated adviser to the Company. SPARK Advisory Partners Limited has not authorised the contents of, or any part of, this Circular and no representation or warranty, express or implied, is made by SPARK Advisory Partners Limited as to any of the contents of this Circular (without limiting the statutory rights of any person to whom this Circular is issued). SPARK Advisory Partners Limited will not be offering advice and will not otherwise be responsible to anyone other than the Company for providing the protections afforded to customers of SPARK Advisory Partners Limited or for providing advice in relation to the contents of this Circular or any other matter.

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Peterhouse Corporate Finance Limited is authorised and regulated in the United Kingdom by the Financial Conduct Authority, and, subject to the completion of the Proposals, will act as a joint broker to the Company. Peterhouse Corporate Finance Limited does not accept any liability whatsoever for the accuracy of opinions contained in this Circular (or for the omission of any material information) and is not responsible for the contents of this Circular.

Copies of this Document and of the CVA Proposal will be available free of charge from the Company's registered office and from the offices of Peterhouse Corporate Finance Limited, 15 Eldon Street, London EC2M 7LD during normal business hours for a period of one month, and on the website of the Company.

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Note:

This Circular contains certain forward-looking statements which relate to future events. Such forward-looking statements reflect the Directors' current expectations and beliefs, are based on information currently available to the Directors and are based on reasonable assumptions at this date. While the Directors make these forward-looking statements in good faith, neither the Company nor its Directors can guarantee that any anticipated future results will be achieved.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS**2017**

Publication of this Document	5 October
Latest time and date for receipt of form of proxy for the Shareholders' CVA Meeting	10.00 a.m. on 20 October
Latest time and date for receipt of form of proxy for the General Meeting	10.05 a.m. on 20 October
Decision date for Creditors for the purposes of the CVA (unless a physical meeting is requested by the requisite majority of Creditors)	11.59 p.m. on 23 October
Shareholders' CVA Meeting	10.00 a.m. on 24 October
General Meeting	10.05 a.m. on 24 October
Record date for the Subdivision	6.00 p.m. on 24 October
Latest date for Creditors to prove claims for the purposes of the CVA	1.00 p.m. on 25 October
Admission effective, suspension lifted and dealings in the Placing Shares and CVA Capitalisation Shares expected to commence	on or around 26 October
CREST stock accounts credited with the Placing Shares and CVA Capitalisation Shares in uncertificated form	on or around 26 October
Despatch of share certificates for Placing Shares and CVA Capitalisation Shares in certificated form by no later than	2 November

Notes:

- 1 References to times in this document are to London time unless otherwise stated.
- 2 If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on an RNS (and posted on the Company's website).
- 3 All events in the above timetable following the General Meeting are conditional upon approval by the Shareholders of the Resolutions.

PLACING STATISTICS

Existing Ordinary Shares in issue as at the date of this Document	2,031,366,968 of 0.01p
New Ordinary Shares in issue following the Subdivision	2,031,366,968 of 0.0001p
Number of Placing Shares	100,000,000,000
Number of CVA Capitalisation Shares	22,732,387,142
Enlarged Share Capital following the Placing and CVA Capitalisation	124,763,754,110
Percentage of the Enlarged Share Capital represented by the Placing Shares	80.15%
Placing Price	0.001p
Gross proceeds of the Placing	£1,000,000
Estimated net proceeds of the Placing	£880,000
Number of Placing Warrants	25,000,000,000

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Admission”	the lifting of the current suspension from trading on AIM and the Admission to trading on AIM of the Placing Shares and CVA Capitalisation Shares becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for companies whose securities are traded on AIM, as published by the London Stock Exchange from time to time
“Belastock”	Belastock Capital L.P.
“Board” or “Directors”	the directors of the Company at the date of this Document, whose names are set out on page 6 of this Document
“Circular” or “Document”	this document dated 5 October 2017
“Company”	Kin Group plc, a company registered in England and Wales with registered number 04466195
“Creditors”	existing creditors of the Company, including those creditors or other members of the Group that are to be treated as creditors of the Company under the terms of the CVA
“CVA”	a Company Voluntary Arrangement, pursuant to Part 1 of the Insolvency Act 1986 which has been proposed on the terms set out in the CVA Proposal, details of which are set out in this Document
“CVA Capitalisation Shares”	22,732,387,142 New Ordinary Shares to be allotted and issued credited as fully paid up at 0.01p per share to Creditors pursuant to the CVA
“CVA Proposal”	the Directors’ proposals for a CVA contained in the document dated 5 October 2017, a copy of which accompanies this Circular, and which has been made available to Creditors
“Enlarged Share Capital”	the Ordinary Shares and the Placing Shares in issue immediately following the issue of Ordinary Shares as approved in the General Meeting
“Existing Ordinary Shares”	ordinary shares of 0.01p each in the capital of the Company
“Existing Shareholders”	holders of Ordinary Shares at the date of this document
“FCA”	the Financial Conduct Authority
“form of proxy”	the white and blue forms of proxy accompanying this Document, for use respectively at the Shareholders’ CVA Meeting and at the General Meeting
“General Meeting”	the General Meeting of Shareholders to be held at 10.05 a.m. on 24 October 2017 at the offices of Peterhouse Corporate Finance Limited, 15 Eldon Street, London, EC2M 7LD, following the Shareholders’ CVA Meeting
“Group”	the Company and the Subsidiaries as at the date of this Document
“Kin Wellness”	Kin Wellness Limited, a subsidiary of the Company (in administration)
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Share(s)”	ordinary shares of 0.0001p each in the capital of the Company following the Subdivision

"NW1"	NW1 Investments Limited
"Peterhouse"	Peterhouse Corporate Finance Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761)
"Placing"	the conditional placing of the Placing Shares at the Placing Price, further details of which are set out in paragraph 7 of the Letter from the Chairman
"Placing Price"	0.001p per New Ordinary Share
"Placing Shares"	the New Ordinary Shares to be issued by the Company pursuant to the Placing
"Placing Warrants"	the warrants for New Ordinary Shares to be issued on a 1 for 4 basis to placees under the Placing, further details of which are set out in paragraph 6 of the Letter from the Chairman
"Proposals"	the proposals set out in this Document and the CVA Proposal, which Shareholders are being asked to consider and, if thought fit, approve, comprising (i) the Company Voluntary Arrangement, (ii) the authority to allot new Ordinary Shares, (iii) the disapplication of pre-emption rights and (iv) the Subdivision
"Proposed Directors"	those persons whose names are set out in paragraph 10 of the Letter from the Chairman, whose appointment as directors of the Company is conditional upon Admission
"Record Date"	5.00 p.m. on 24 October 2017 (or such later date as the Directors may determine and communicate to Shareholders by an appropriate announcement to a Regulatory Information Service) being the date by reference to which the Subdivision calculated
"Resolutions"	the resolutions set out in the notices of the Shareholders' CVA Meeting and General Meeting
"SPARK"	SPARK Advisory Partners Limited, the Company's Nominated Adviser
"Shareholders"	holders of Ordinary Shares in the Company from time to time
"Shareholders' CVA Meeting"	a meeting of the Shareholders, called pursuant to section 3 of the Insolvency Act 1986 (as amended) to consider the CVA to be held at 10.00 a.m. on 24 October 2017
"Sterling" or "£"	the lawful currency of the UK
"Subdivision"	the proposed subdivision of each Existing Ordinary Share of 0.01p into 1 ordinary share of 0.0001p and 1 C Deferred Share of 0.0099p
"Subsidiaries"	Kin Wellness Limited, a company incorporated in England and Wales with company number 05029624 and Fitbug Inc, a company incorporated in Delaware, US.
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"US" or "United States"	the United States of America, its territories and possessions, any states of the United States of America and the District of Columbia and all other areas subject to its jurisdiction

DIRECTORS, SECRETARY AND ADVISERS

Directors	Donald John Stewart, Chairman Anna Gudmundson, Chief Executive Officer Richard Goodlad, Chief Financial Officer Mark Ollila, non-executive Heidi Lou Steiger, non-executive
Proposed Directors	John Edward Taylor, non-executive Lindsay Keith Anderson Mair, non-executive
Company Secretary	Filex Services Limited
Registered Office	6th Floor, Kildare House 3 Dorset Rise London EC4Y 8EN
Nominated Adviser	SPARK Advisory Partners Limited 5 St. John's Lane London EC1M 4BH
Joint Broker	Hybridan LLP 20 Ironmonger Lane London EC2V 8EP
Joint Broker	Peterhouse Corporate Finance Limited 15 Eldon Street London EC2M 7LD
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen B63 3DA
Company website	www.kingroupplc.com

PART I
LETTER FROM THE CHAIRMAN
Kin Group plc

(Incorporated and registered in England and Wales with No. 04466195)

Directors:

Donald Stewart, *Chairman*
 Anna Gudmundson, *Chief Executive Officer*
 Richard Goodlad, *Chief Financial Officer*
 Dr Mark Ollila, *non-executive Director*
 Heidi Steiger, *non-executive Director*

Registered Office:

6th Floor
 Kildare House
 3 Dorset Rise
 London
 EC4Y 8EN

To Shareholders and, for information purposes, to participants in the Company's share option schemes and to warrant holders

5 October 2017

Dear Shareholder

Company Voluntary Arrangement
Subdivision of share capital
Placing of new Ordinary Shares (with a 1 for 4 Placing Warrant) to raise £1 million
Board changes
and
Notice of General Meeting

1. Introduction

This Circular sets out the background to and the reasons for the proposed Company Voluntary Arrangement, the Subdivision, Placing, and other matters to be proposed at the General Meeting. This Circular is accompanied by a CVA Proposal which sets out details of the CVA and convenes the Shareholders' CVA Meeting. This Circular also explains why the Directors consider these proposals to be in the best interests of the Company and Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions to be proposed at the Shareholders' CVA Meeting and General Meeting.

On 15 May 2017, the Company announced that it had agreed to issue convertible unsecured loan notes with a term of three years, to raise up to £1.125 million (before expenses) ("**Notes**"), to Belastock Capital L.P., an overseas based institutional investor. The Notes were to have an aggregate nominal value of up to £1.25 million and would be issued at a 10% discount to nominal value in up to four tranches. On conversion of the Notes into new Ordinary Shares in the Company, the Company was also to issue Belastock with one warrant for each Ordinary Share arising on conversion. The first tranche of £350,000 in nominal value of Notes to raise £315,000 (before expenses) was issued on 15 May 2017, the net proceeds of which were £297,500.

The issue of each of the subsequent tranches of Notes was conditional upon, among other things, the closing bid price of the Company's ordinary shares (as reported by Bloomberg) not being below £0.001 (0.1 pence) for any five (5) consecutive trading days on or prior to the relevant issue date.

This condition was not met at the close of business on 12 June 2017. Following discussions with Belastock, the Company announced on 13 June 2017 that Belastock had confirmed its ongoing support for the Company and that it was the then current intention of Belastock to subscribe for the remaining tranches of the Notes as outlined on 15 May. The second tranche of the Notes, which would have raised approximately £255,000 (net of expenses), was due to be issued in mid-July.

On 18 July 2017, the Company announced that Belastock had informed Kin that, due to the continued recent falls in the Company's share price, particularly since 13 June 2017, Belastock was not going to proceed with the three further tranches of the convertible loan note announced on 15 May 2017 which would have raised £765,000 (net) for the Company over the following four months.

The Notes were a key part of the Company's plans for short term development capital and the withdrawal of this support meant the Company suffered a significant and unexpected shortfall in its available working capital.

As a result, the Company also announced that it had suspended trading in its shares on AIM with effect from 7.30 am on 18 July 2017, pending clarification of its financial position.

Since then, the Directors have explored various avenues to secure replacement funding (including equity funding) to continue the business. As announced on 18 July, the Company has been in dialogue with NW1, its largest shareholder and senior secured creditor, and other parties. Despite there being interest from a number of parties, there has been no proposed solution which would have enabled the Group to continue with the business. Although the Company had announced a number of new contracts with a variety of corporate customers including a global financial services company, a consumer goods company and a successful case study with MTR Crossrail and was experiencing healthy interest in the Group's products with a continuous flow of enquiries and conversations with direct and indirect customers, the Directors concluded that the length of time required to convert potential customers into sales had proved too long for the working capital resources available to the Group.

The unexpected shortfall in the Group's working capital meant that Kin Wellness Limited, the Company's principal trading subsidiary, sought purchasers for its business and assets. In order to facilitate a sale of the business, the director of Kin Wellness appointed Simon Harris and Ben Woodthorpe of ReSolve Partners Limited as administrators to Kin Wellness. The appointment took effect from 30 August 2017, resulting in the Company becoming a "Rule 15 Cash Shell" under Rule 15 of the AIM Rules from that date.

Within six months of becoming a Rule 15 Cash Shell, the Company must make an acquisition or acquisitions which constitute(s) a reverse takeover under AIM Rule 14. If it does not do so, the London Stock Exchange will suspend trading in the Company's AIM securities pursuant to AIM Rule 40. The London Stock Exchange will cancel the admission of the Company's AIM securities pursuant to AIM Rule 41 where they have been suspended from trading for six months.

As announced on 11 September 2017, on 8 September 2017 the Administrators completed the sale of the business and certain assets of Kin Wellness Limited to SMG Investment Holdings Pty Ltd, an Australian company based in Brisbane, for an aggregate cash consideration of £50,000.

To preserve some prospect of future value for creditors and shareholders, the Directors have appointed Peterhouse Corporate Finance Limited to raise £1 million of new funds for the Company by way of a placing of New Ordinary Shares. The Placing is conditional on Admission and, inter alia, upon the debts of the Company being capitalised, allowing a future corporate strategy to be pursued without an ongoing debt burden. In order to capitalise the Company's debts, the Directors have proposed a Company Voluntary Arrangement under Part 1 of the Insolvency Act 1986, for a composition in satisfaction of the Company's debts, which will provide an opportunity for creditors to participate in the future potential value of the Company.

Following implementation of the CVA and in the event that Peterhouse raises £1 million pursuant to the Placing, the Placing Shares will represent approximately 80.15% of the enlarged issued share capital of the Company at Admission.

Trading in the Company's Ordinary Shares on AIM is currently suspended, pending clarification of its financial position. Following the approval of the CVA and of the Proposals, the conditional raising of additional funding pursuant to the Placing, and subject to the Company being compliant with the AIM Rules, the Directors believe that the Company will have clarified its financial position and an application will be made to AIM for the suspension to be lifted and trading in the Ordinary Shares of the Company to be resumed. The Proposals, including the Placing, are, inter alia, conditional on Admission.

Conditional on the passing of the Resolutions and Admission, Anna Gudmundson, Richard Goodlad, Heidi Steiger, and Mark Ollila will resign as Directors upon completion of the Proposals with no compensation for loss of office, and John Taylor and Lindsay Mair will be appointed as Directors of the Company. Donald Stewart will remain on the Board.

Notices convening two general meetings of the Company are set out:

- in the accompanying CVA Proposal, to consider the CVA, to be held at 10.00 a.m. on 24 October 2017; and
- at the end of this Circular, to consider the other Proposals, to be held at 10.05 a.m. on 24 October 2017.

Both meetings are convened to be held at the offices of Peterhouse at New Liverpool House, 15 Eldon Street, London EC2M 7LD.

The interim results of the Group for the six months ended 30 June 2017, which were announced on 28 September 2017, are set out in Part II of this Circular.

2. Information on the Company

The Company was incorporated in June 2002, and its Ordinary Shares have been traded on AIM since October 2004. The Company is the holding company of Kin Wellness (in Administration), a private limited company incorporated in England and Wales, which was the principal trading company in the Group and Fitbug Inc., a Delaware corporation which provides customer support to customers in the United States of America.

The Group's principal activity lay in developing and marketing innovative products and services in the global health and wellness sector.

3. Background to and reasons for the Proposals

The Group delivered a poor financial performance during 2015. In late 2015 and early 2016 the Group's strategy and management were re-appraised, and a turnaround strategy was implemented.

The Group experienced an encouraging start to trading in 2016 with Q1 sales in the Corporate Wellness sector significantly increased over like for like sales in Q1 of 2015. In addition, the Group's legal dispute with Fitbit was settled in February 2016. However, revenues in the second half of 2016 were significantly lower than in the first half, which the Directors largely attributed to unanticipated delays in the implementation of their plans by a small number of major customers. During 2016, as part of the Group's significant cost savings measures, the number of permanent staff was reduced by two-thirds and much of the Group's support functions, including finance, payroll, IT support and HR, were outsourced.

The Group raised £2.61 million before expenses in July 2016 by way of a placing and open offer, and capitalised £8.4 million of debt. In January 2017 the Company raised a further £1 million through a placing, and in May 2017 the Company entered into an agreement for up to £1.125 million of unsecured loan notes to be subscribed for by Belastock in tranches. As described in paragraph 1 above, the loss of the remaining tranches of this funding has meant that the Company has now suffered a significant shortfall in its available working capital.

As described in paragraph 1 above, the Directors have appointed Peterhouse to raise up to £1 million of new funds for the Company by way of a placing of New Ordinary Shares, conditional, inter alia, upon the CVA and the other Proposals described in this Document being approved and implemented.

The Directors consider that, if the Proposals are not approved by Shareholders at the Shareholders' CVA Meeting and the General Meeting, it is likely that the only alternative will be the liquidation of the Company. It is apparent from the statement of affairs of the Company prepared in connection with the CVA that in a liquidation neither preferential nor unsecured creditors would receive any dividend, and Shareholders would receive no value.

4. Subdivision of share capital

The Companies Act 2006 prohibits the Company from issuing shares at a price below their nominal value. As the price at which the Placing Shares are proposed to be issued is below the current nominal value of 0.01p per ordinary share, it is proposed that each of the Existing Ordinary Shares of 0.01p be sub-divided into one Ordinary Share of 0.0001p and one C Deferred Share of 0.0099p, such C Deferred Shares having the rights and being subject to the restrictions attached to them as set out in Resolution 3 in the Notice of General Meeting.

The C Deferred Shares will not entitle their holders to receive notice of or to attend or vote at any general meeting of the Company, or to receive any dividend or other distribution. On a return of capital on a winding up or dissolution of the Company, the holders of the C Deferred Shares shall be entitled to receive an amount equal to the nominal amount paid up thereon, but only after the holders

of Ordinary Shares have received £100,000 per Ordinary Share. The holders of C Deferred Shares are not entitled to any further right of participation in the assets of the Company. The Company shall have the right to purchase the Deferred Shares in issue at any time for no consideration. As such, the C Deferred Shares effectively have no value. Share certificates will not be issued in respect of the C Deferred Shares, and they will not be admitted to trading on AIM.

The ISIN for the Existing Ordinary Shares is GB00B57JBH88 and will not change as a result of the Subdivision.

5. Terms of the CVA

Under the terms of the CVA, as described in the CVA Proposal accompanying this Circular, it is proposed that the amounts due to each of the unsecured creditors be capitalised by way of the Company issuing and allotting to each of the unsecured creditors such number of New Ordinary Shares, credited as fully paid up at 0.01p per share as has a value equal to the amount of the debt for which they prove.

CVA Capitalisation Shares will be issued to the Creditors who make a valid claim. Claims should be made as soon as possible and in any event by 1.00 p.m. on 25 October 2017. The amount owed to Creditors who will rank for dividend in the CVA currently stands at approximately £2,273,238, although debt amounts may change once claims are reviewed. As a result, the Directors expect to allot approximately 22,732,387,142 New Ordinary Shares to Creditors, credited as fully paid up at 0.01p per share, of which 19,475,534,529 are expected to be allotted to NW1 in respect of its claims. To enable it to participate in the CVA, NW1 has released its security over all its loans. Its loans accordingly rank as unsecured, *pari passu* with the other unsecured creditors.

It is expected that the CVA will be approved at the Decision Date at 11.59 p.m. on 23 October 2017 unless the requisite majority of creditors request a physical meeting.

For the avoidance of doubt, Existing Shareholders will retain their Ordinary Shares in the Company and the CVA will not result in any distribution being made to the Existing Shareholders of the Company in their capacity as Shareholders.

The Directors have requested that Simon Harris and Ben Woodthorpe of ReSolve Partners Limited act as Joint Nominees in respect of the proposal of the Directors for the CVA. Both Simon Harris and Ben Woodthorpe of ReSolve Partners Limited have provided their consent to act and their Nominee's Report (a copy of which accompanies this Circular) will be filed at Court as required.

In accordance with Section 246B of the Insolvency Act 1986, as amended, notice is given that a copy of the Directors' proposal containing information on the proposed CVA and accompanying statutory information on the Company including a statement of affairs of the Company as at 5 October 2017 and incorporating the Nominee's Report will be available for download from the following website:

www.resolvegroupuk.com/creditors-login/

By clicking on the appropriate link, you will be redirected to a website called "Myinsolvencyreport" where you will need to enter:

Firm code: RP

Access Code: fbfeacaa

The report is titled "Proposal by the Board of Directors for a CVA and Nominee's Report". This document will be available at the above address for not less than three months from the date of this letter.

Should any Shareholder wish to receive a paper copy of the proposal please contact Bethany Osmond of ReSolve Partners Limited, 22 York Buildings, John Adam Street, London WC2N 6JU on 020 7702 9775, or email Bethany.osmond@resolvegroupuk.com or write to the above noted address.

The Resolution set out in the notice of the Shareholders' CVA Meeting at Appendix VI of the CVA Proposal seeks Shareholder approval to the CVA.

6. The Placing

Conditional upon the approval of the Proposals at the Shareholders' CVA Meeting and the General Meeting, Peterhouse has placed 100,000,000,000 New Ordinary Shares at a price of 0.001p per share to raise £1 million before expenses.

In addition to the Placing Shares, the Company will issue one Placing Warrant for every four Placing Shares issued, exercisable at a price of 0.004p per warrant at any time in the period of three years from Admission. No application has been or will be made for the Placing Warrants to be admitted to trading on AIM.

The Company has agreed to pay Peterhouse commissions of 5% on all amounts introduced by them. In addition, the Company has agreed to issue to Peterhouse warrants to subscribe for up to such number of New Ordinary Shares as is equal to 6% of the enlarged issued ordinary share capital upon Admission, exercisable at the Placing Price at any time in the period of 12 months following Admission.

The Placing is conditional on, inter alia, the implementation of the CVA and on Admission which is expected to occur on or around 26 October 2017 or on such later date as Peterhouse and the Company may decide, but in any event no later than 15 November 2017.

The proceeds of the Placing will be used to settle certain professional fees incurred in connection with the preparation of this document and the CVA proposal, implementation of the CVA and completion of the Placing, as set out above, and will provide the Company with working capital to pursue a new corporate strategy as an AIM Rule 15 Cash Shell.

Following the settlement of liabilities to creditors under the proposed CVA, the Company should be free of debt with effect from Admission.

7. Summary of the Proposals

The table below summarises the effect of the Proposals on the issued ordinary share capital:

	New Ordinary Shares following the Reorganisation	%age of Enlarged Share Capital
Existing Shareholders	2,031,366,968	1.63
CVA Capitalisation	22,732,387,142	18.22
Placing	100,000,000,000	80.15
Total	<u>124,763,754,110</u>	<u>100.00</u>

8. Sale of Ordinary Shares to Peterhouse

Should Existing Shareholders wish to sell their Ordinary Shares in the Company, such Shareholders may do so by notifying Peterhouse within 14 calendar days of the date of this Circular. Peterhouse has agreed to use its reasonable endeavours to arrange the execution of a sale to its clients of any Ordinary Shares held by Shareholders wishing to sell the same for 0.001p per share.

Alternatively, Shareholders are free to retain their Ordinary Shares or sell them in the market (assuming the Proposals are approved and Admission becomes effective) as they see fit.

Shareholders wishing to take advantage of the above sale facility should contact Peterhouse directly on 020 7469 0932.

Existing Shareholders who take advantage of the above sale facility should note that if their sale is completed and the purchaser is registered in the register of members by 6.00 p.m. on 20 October 2017, such Shareholders will not be able to vote those shares on the Proposals at the Shareholders' CVA Meeting or General Meeting.

9. Dis-application of pre-emption rights and authority to allot shares

In order to facilitate the proposed CVA Capitalisation and the Placing, as described above, and to enable the Company to raise further funds to implement its future strategy with minimal limitations, it is necessary for the Directors to seek authority from Shareholders at the General Meeting pursuant to the Companies Act 2006, inter alia, to issue the Placing Shares and CVA Capitalisation Shares, to cover the issue of shares arising from the exercise of warrants, and to issue further shares for cash. The Company may look to raise additional funds following the General Meeting, subject to any necessary resolutions being approved by Shareholders.

Full details of the authorities the Directors are seeking at the General Meeting are set out in the attached notice of General Meeting.

10. Proposed Directors

Subject to the Resolutions being passed and Admission, it is proposed that, with effect from Admission, John Taylor and Lindsay Mair will join the Board as non-executive Directors, and that Anna Gudmundson, Richard Goodlad, Heidi Steiger and Mark Ollila will resign from office with no compensation for loss of office, and will waive all claims against the Company under their appointment letters. Donald Stewart will remain on the Board as Chairman.

John Taylor (aged 45) – non-executive Director

John is an adaptable business turnaround consultant with a flair for execution and motivating teams to make positive and impactful change. Since July 2015, John has worked on the turnaround of Northern Aerospace, a leading supplier of precision machined parts to the aerospace industry. Prior to that he spent over 20 years in the military, commanding attack helicopter formations and advising senior government ministers at the strategic level. Between 2013 and 2015 he was senior strategic communications officer for the Ministry of Defence responsible for Army matters. Between 2009 and 2013 he was regimental second in command and acting commanding officer of 3 Regiment Army Air Corps following 3 years as an attack helicopter squadron commander with 4 Regiment Army Air Corps.

John obtained an MBA in 2011, having previously graduated with an honours degree in Economics and International Relations and having undertaken post graduate officer training at the Royal Military Academy, Sandhurst. For the last 7 months he has been working with an experienced team of investment professionals, specialising in reverse takeover (RTO) transactions, mergers and acquisitions and early stage capital fundraisings.

John is currently a partner in Ugly Panda LLP. Other than this, he does not hold, nor has held any other directorships and/or partnerships in the last 5 years. There is no further information on John Taylor required to be disclosed under Schedule Two, paragraph (g) (i)-(viii) of the AIM Rules for Companies.

John has subscribed for 300,000,000 Placing Shares (with 75,000,000 Placing Warrants attached).

Lindsay Mair (aged 59) – non-executive Director

Lindsay is an experienced investment banker with extensive capital markets experience in a broad range of sectors acquired over a thirty year career in the City. He is a director of corporate finance at SP Angel Corporate Finance LLP and previously worked in the corporate finance departments of a number of City firms including Sanlam, Astaire Securities (as managing director) and Daniel Stewart and Corporate Synergy (both as head of corporate finance).

Lindsay is a chartered accountant having qualified with Touche Ross (now Deloitte).

He is a director of two private companies, PMPE Limited and DPEM Limited. Other than these, he does not hold, nor has held any other directorships and/or partnerships in the last 5 years. There is no further information on Lindsay Mair required to be disclosed under Schedule Two, paragraph (g) (i)-(viii) of the AIM Rules for Companies.

Lindsay has subscribed for 1,250,000,000 Placing Shares (with 312,500,000 Placing Warrants attached).

Donald Stewart has subscribed for 500,000,000 Placing Shares (with 125,000,000 Placing Warrants attached).

11. Related Party Transactions

NW1 currently hold 24.9 per cent of the Company's issued share capital. Therefore, for the purposes of the AIM Rules, the arrangements with NW1 for the release of its security to enable it to participate in the CVA *pari passu* with the other unsecured creditors, and its participation in the CVA, are considered to be related party transactions. The Directors consider, having consulted with SPARK, that the terms of these transactions are fair and reasonable insofar as the Shareholders are concerned. In reaching its opinion, SPARK has taken into account the commercial views of the Directors.

Donald Stewart, Heidi Steiger and Mark Ollila, Directors of the Company, are expected to participate in the CVA as unsecured creditors in respect of unpaid directors' fees and consultancy fees. For the purposes of the AIM Rules, these participations are considered to be related party transactions. The Directors (Donald Stewart, Heidi Steiger and Mark Ollila abstaining in respect of their own participation) consider, having consulted with SPARK, that the terms of this transaction are fair and reasonable insofar as the Shareholders are concerned. In reaching its opinion, SPARK has taken into account the commercial views of the Directors.

For the purposes of the AIM Rules, the participations of the Proposed Directors and Donald Stewart in the Placing are considered to be related party transactions. The Directors (Donald Stewart abstaining) consider, having consulted with SPARK, that the terms of these transactions are fair and reasonable insofar as the Shareholders are concerned. In reaching its opinion, SPARK has taken into account the commercial views of the Directors.

12. Future Strategy

The Proposed Directors intend to pursue a corporate strategy for the acquisition of a business or businesses which will be considered to be a reverse takeover under the AIM Rules.

13. Share certificates

No new share certificates are being issued in respect of existing Ordinary Shares held in certificated form. Shareholders should retain their existing share certificates which will continue to be valid.

14. Shareholders' CVA Meeting and General Meeting

The CVA Proposal which accompanies this Circular includes a notice convening a Shareholders' CVA Meeting to be held at the offices of Peterhouse at New Liverpool House, 15 Eldon Street, London, EC2M 7LD at 10.00 a.m. on 24 October 2017 at which a resolution will be proposed to approve the CVA.

At the end of this Circular is a notice convening a General Meeting of the Company to be held at the offices of Peterhouse at New Liverpool House, 15 Eldon Street, London EC2M 7LD at 10.05 a.m. on 24 October 2017, or as soon thereafter as the Shareholders' CVA Meeting shall have concluded or been adjourned, at which the resolutions summarised below will be proposed.

Please note that unless all of the Resolutions (at both the Shareholders' CVA Meeting and the General Meeting) are passed, the Proposals outlined in this Document will not proceed.

At the General Meeting, the following resolutions will be proposed, of which resolutions 1, 3, 5 and 6 will be proposed as ordinary resolutions and resolutions 2 and 4 will be proposed as special resolutions:

Resolution 1 – to authorise the Directors to issue shares pursuant to section 551 of the Companies Act 2006

Resolution 2 – to dis-apply the statutory pre-emption rights under section 561 of the Companies Act 2006

Resolution 3 – to approve the Subdivision

Resolution 4 – to approve the amendment of the Articles of Association to include the rights attaching to the C Deferred Shares

Resolution 5 – to approve the appointment of John Taylor to the board of the Company

Resolution 6 – to approve the appointment of Lindsay Mair to the board of the Company

15. Action to be taken

Shareholders will find a white form of proxy at Appendix VII of the CVA Proposal for use at the Shareholders' CVA Meeting, and a blue form of proxy enclosed for use at the General Meeting. Whether or not you intend to be present at either meeting, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon as soon as possible. To be valid:

- completed **white** forms of proxy must be received by Simon Harris and Ben Woodthorpe of ReSolve Partners Limited, 22 York Buildings, John Adam Street, London WC2N 6JU, not

later than two business days before the time appointed for holding the Shareholders' CVA Meeting.

- completed **blue** forms of proxy must be received by the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not later than two business days before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the meetings instead of you. Completion of the forms of proxy will not preclude you from attending and voting at the meetings in person if you so wish. Your attention is drawn to the notes to the forms of proxy.

16. Recommendation

The Directors (save for Donald Stewart, Heidi Steiger and Mark Ollila who have abstained in view of their interests in the Proposals) consider the Proposals to be in the best interests of the Company and the Shareholders as a whole. The Directors therefore unanimously (save for Donald Stewart, Heidi Steiger and Mark Ollila who have abstained as described above) recommend that you vote in favour of the Resolutions at the Shareholders' CVA Meeting and at the General Meeting. Undertakings to vote in favour of the resolutions at those meetings have been received from shareholders holding 584,400,000 Ordinary Shares representing approximately 28.76% of the current issued ordinary share capital.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Donald Stewart', with a stylized flourish at the end.

Donald Stewart

Chairman

PART II

Interim results of the Group for the six months ended 30 June 2017

Set out below are the unaudited interim results of the Group for the six months ended 30 June 2017, as announced on 28 September 2017:

CHAIRMAN'S STATEMENT:

First half trading

The Group was encouraged by the growing number of meetings, presentations and exhibitions it made in the "wellness" market during early 2017. While the Directors were disappointed that the first half of the year produced sales in the B2B sector of only £104,000, although the majority of this revenue was service revenue (with only £12,000 of device sales), this reflected the stage the Group had reached in its change of strategy, concentrating on building sustainable service revenues from corporate clients rather than remaining primarily reliant on one-off device sales. The Directors believed that the Group's strategy would start to bear significant fruit in the second half of the year with revenues for the year to 31 December 2017 expected to be in line or ahead of the Group's performance in 2016.

As the Group's strategic partners had not generally delivered the results expected by the Directors, the Group refocused on a direct to client market entry strategy, which was rolled out during first half of 2017 creating a significant increase in key pipeline metrics. However, given the long sales lead times, the Group's first half results do not reflect this greatly increased activity and the Group's growing pipeline of prospective clients, both small and large. In spite of implementing further cost reductions over the period, the pace of the decision making process within larger prospects resulted in the time necessary to bring projects to fruition being longer than the working capital resources available to the Group could support.

Working Capital

On 15 May 2017 the Company announced that it had agreed to issue convertible unsecured loan notes with a term of three years, to raise up to £1.125 million (before expenses) ("Notes"), to Belastock Capital L.P., an overseas based institutional investor. The Notes were to have an aggregate nominal value of up to £1.25 million and would be issued at a 10% discount to nominal value in up to four tranches. On conversion of the Notes into new ordinary shares in the Company, the Company was also to issue Belastock with one warrant for each Ordinary Share arising on conversion. The first tranche of £350,000 in nominal value of Notes to raise £315,000 (before expenses) was issued on 15 May 2016, the net proceeds of which were £297,500.

The issue of each of the subsequent tranches of Notes was conditional upon, among other things, the closing bid price of the Company's ordinary shares (as reported by Bloomberg) not being below £0.001 (0.1 pence) for any five (5) consecutive trading days on or prior to the relevant issue date.

This condition was not met at the close of business on 12 June 2017. Following discussions with Belastock, the Company announced on 13 June 2017 that Belastock had confirmed its ongoing support for the Company and that it was the then current intention of Belastock to subscribe for the remaining tranches of the Notes as outlined on 15 May. The second tranche of the Notes, which would have raised approximately £255,000 (net of expenses), was due to be issued in mid-July.

Post Balance Sheet Events

On 18 July 2017 the Company announced that Belastock had informed it that, due to the continued recent falls in the Company's share price, particularly since 13 June 2017, Belastock was not going to proceed with the three further tranches of the convertible loan note announced on 15 May 2017 which would have raised £765,000 (net) for the Company over the following four months.

The Notes were a key part of the Company's plans for short term development capital and the withdrawal of this support meant the Company suffered a significant and unexpected shortfall in its available working capital.

As a result, the Company also announced that it had suspended trading in its shares on AIM with effect from 7.30 am on 18 July 2017, pending clarification of its financial position.

Since then, the Directors have explored various avenues to secure replacement funding to continue the business. As announced on 18 July, the Company has been in dialogue with NW1, its largest shareholder and senior secured creditor, and other parties. Despite there being interest from a number of parties, there has been no proposed solution which would have enabled the Group to continue with its business. Although the Company has announced a number of new contracts with a variety of corporate customers including a global financial services company, a consumer goods company and a successful case study with MTR Crossrail, and was experiencing healthy interest in the Group's products with a continuous flow of enquiries and conversations with direct and indirect customers, the Directors concluded that the length of time required to convert potential customers into sales has proved too long for the working capital resources available to the Group.

Administration and sale of Kin Wellness Limited

The unexpected shortfall in the Group's working capital has meant that Kin Wellness Limited, the Company's principal trading subsidiary, has also been actively seeking purchasers for its business and assets. In order to facilitate a sale of the business as a going concern, the directors of Kin Wellness appointed Simon Harris and Ben Woodthorpe of ReSolve Partners Limited as administrators to Kin Wellness. The appointment took effect from 30 August 2017, resulting in the Company becoming a "Rule 15 Cash Shell" under Rule 15 of the AIM Rules from that date.

Within six months of becoming an Rule 15 Cash Shell, the Company must make an acquisition or acquisitions which constitute(s) a reverse takeover under AIM Rule 14. In the event that the Company does not complete a reverse takeover under AIM Rule 14 within six months of becoming a Rule 15 Cash Shell, the London Stock Exchange will suspend trading in the Company's AIM securities pursuant to AIM Rule 40. Trading in the Company's Ordinary Shares on AIM is currently suspended.

As announced on 11 September 2017, on 8 September 2017 the administrators completed the sale of the business and certain assets of Kin Wellness Limited to SMG Investment Holdings Pty Limited, an Australian company based in Brisbane, ("SMG") for an aggregate cash consideration of £50,000.

Outlook and future prospects

With the sale of Kin Wellness, the Company is now a Rule 15 Cash Shell. Trading in the Company's ordinary shares on AIM remains suspended pending clarification of its financial position.

In order to try to preserve some prospect of future value for creditors and shareholders, the Directors are currently seeking to raise new funds for the Company by way of a placing of New Ordinary Shares. Any such placing is expected to be conditional, inter alia, upon the current debts of the Company, which total approximately £2.27 million, being capitalised, allowing a future corporate strategy to be pursued without an ongoing debt burden. In order to facilitate such a placing the Directors, with the advice and guidance of ReSolve, are exploring the possibility of seeking a creditors' voluntary arrangement ("CVA").

In the event a CVA can be proposed and approved by not less than 75% of the Company's unsecured creditors, additional funds may be able to be raised by way of a placing which may allow the Board to clarify the Company's financial position and, subject to the Company being compliant with the AIM Rules, an application would then be made to AIM for the suspension to be lifted and trading in the Ordinary Shares of the Company to be resumed.

There is no guarantee that either a CVA can be arranged and, even if it is, that any placing can be completed. If this is not possible, then the Company may have to seek liquidation. We shall keep all stakeholders apprised of progress and make further announcements as appropriate.

Kin Group Plc
Consolidated statement of comprehensive income
for the period ended 30 June 2017

	Unaudited 6 months ended 30 June 2017 £'000	Unaudited 6 months ended 30 June 2016 £'000	Audited Year ended 31 December 2016 £'000
	Note		
Continuing operations			
Revenue	104	729	1,077
Cost of sales – normal	(19)	(299)	(497)
	-----	-----	-----
Gross profit	85	430	580
Operating and administrative expenses – normal	(1,603)	(1,939)	(4,085)
Exceptional costs – asset fair value adjustment	3, 4 (140)		
Finance costs	(36)	(137)	(203)
	-----	-----	-----
Loss for the period before tax	(1,694)	(1,646)	(3,708)
Income tax	-	-	172
	-----	-----	-----
Loss for the period and total comprehensive income for the period attributable to equity holders of the parent	(1,694)	(1,646)	(3,536)
	-----	-----	-----
Loss per share	2 (0.09)	(0.6)	(0.01)
	-----	-----	-----

Kin Group Plc
Consolidated statement of changes in equity
for the six months ended 30 June 2017

	Share capital £'000	Share Premium £'000	Retained deficit £'000	Total Equity £'000
Balance at 31 December 2015 (audited)	2,815	4,715	(15,683)	(8,153)
Loss and total comprehensive income for the year	-	-	(3,536)	(3,536)
Issue of shares for cash	49	8,985	-	9,934
Costs of raising funds	-	(157)	-	(157)
Share based payment	-	-	(125)	(125)
	-----	-----	-----	-----
Balance at 31 December 2016 (audited)	3,764	13,543	(19,344)	(2,037)
Loss and total comprehensive income for the period	-	-	(1,694)	(1,694)
Issued shares	510	518	-	1,028
	-----	-----	-----	-----
Balance at 30 June 2017 (unaudited)	4,274	14,061	(21,038)	(2,703)
	-----	-----	-----	-----

Kin Group Plc
Consolidated Balance Sheet
at 30 June 2017

	Unaudited 6 months Ended 30 June 2017 £'000	Unaudited 6 months Ended 30 June 2016 £'000	Audited Year Ended 31 December 2016 £'000
Assets			
Non-current assets			
Intangible assets	-	-	-
Property, plant and equipment	48	30	18
Total non-current assets	48	30	18
Current assets			
Inventories	2	481	167
Trade and other receivables	157	242	420
Cash and cash equivalents	5	65	23
Total current assets	164	788	610
Total assets	212	818	628
Liabilities			
Non-current liabilities			
Borrowings	2,130	9,140	1,915
Total non-current liabilities	2,130	9,140	1,915
Current liabilities			
Trade and other payables	710	900	675
Borrowings	75	575	75
Total current liabilities	785	1,475	750
Total liabilities	2,915	10,615	2,665
Net liabilities	(2,703)	(9,797)	(2,037)
Capital and reserves			
Share capital	4,274	2,815	3,764
Share premium	14,061	4,715	13,543
Retained deficit	(21,038)	(17,327)	(19,344)
Total equity	(2,703)	(9,797)	(2,037)

Kin Group Plc
Consolidated cash flow statement
for the six months ended 30 June 2017

	Unaudited Six months Ended 30 June 2017 £'000	Unaudited Six months Ended 30 June 2016 £'000	Unaudited 12 Months Ended 31 December 2016 £'000
Cash flows from operating activities			
Loss before taxation	(1,694)	(1,646)	(3,536)
Adjustments for:			
- Depreciation and amortisation	6	7	11
- Share-based payments	-	475	(125)
- FX gain loss	-	(625)	-
- Adjustment on consolidation	-	162	-
- Finance income	-	-	-
- Finance expense	-	137	203
- Returns provision	-	(110)	(106)
- Fair value adjustment to development costs	(48)	-	-
- Impairment of stock	160	22	(146)
- Impairment of fixed assets	26	-	-
	-----	-----	-----
Cash flows from operating activities before changes in working capital and provisions	(1,550)	(1,578)	(3,699)
- Decrease in inventories	6	164	556
- Decrease in trade and other receivables	262	520	437
- Increase/(decrease) in trade and other payables	35	4	(329)
	-----	-----	-----
Net cash used in operations	(1,247)	(883)	(3,035)
	-----	-----	-----
Cash flow from investing activities			
Purchase of property, plant and equipment	(15)	(7)	-
Development costs capitalised	-	-	-
Finance income	-	-	-
	-----	-----	-----
Net cash used in investing activities	(15)	(7)	-
	-----	-----	-----
Cash flow from financing activities			
Issue of ordinary shares for cash	1,046	-	1,535
Costs directly related to issue of shares	(17)	-	(159)
Loan advances	215	401	1,078
Loan repayments	-	-	-
Finance expense	-	(144)	(94)
	-----	-----	-----
Net cash generated from financing activities	1,244	257	2,360
	-----	-----	-----
Net decrease in cash and cash equivalents	(18)	(633)	(675)
Cash and cash equivalents at beginning of period	23	698	698
	-----	-----	-----
Cash and cash equivalents at end of period	5	65	23
	-----	-----	-----

Kin Group Plc**Notes forming part of the unaudited consolidated interim financial statements****for the six months ended 30 June 2017****1 BASIS OF PREPARATION**

Kin Group plc is a public company incorporated in England under the Companies Act 2006. Its registered office address is 6th Floor, Kildare House, 3 Dorset Rise, London EC4Y 8EN.

These condensed consolidated interim financial statements of the Company for the six months ended 30 June 2016 comprise the Company and its subsidiaries (together referred to as “the Group”). These interim statements do not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. The interim financial information has been prepared using the same accounting policies, presentation, method of computation and estimation techniques as are expected to be adopted in the Group financial statements for the year ending 31 December 2016 and which were adopted in the audited Group financial statements for the year ended 31 December 2015.

The financial information for the year ended 31 December 2016 has been extracted from the statutory accounts for that period. The auditors have reported on the statutory accounts for the year ended 31 December 2016 and their report was unqualified. The auditors’ report drew attention by emphasis of matter to issues surrounding the ability of the Company to continue as going concern. A copy of those financial statements has been filed with the Registrar of Companies.

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (IFRSs) as adopted in the EU. While the financial figures included in this half yearly report have been computed in accordance with IFRSs as adopted in the EU applicable to interim periods, this half yearly report does not contain sufficient information to constitute an interim financial report as that term is defined in IAS 34.

2 LOSS PER SHARE

The loss per share is based on a loss for the period attributable to equity holders of the Company of £1,694,000 (30 June 2016: loss of £1,646,000) and the weighted average number of ordinary shares being in issue for the period of 1,931,366,968 (30 June 2016: 281,450,530).

3 GOING CONCERN

These condensed interim financial statements for the six months ended 30 June 2017 have been prepared on the assumption that the Group will be able to continue trading as a going concern for the foreseeable future through the raising of further funds.

As outlined in note 4, on 8 September 2017, the Group disposed of the business and assets of Kin Wellness Limited for a consideration of £50,000. As a result, the assets and liabilities of Kin Wellness Limited are presented on a realisation basis. This has resulted in an adjustment to fair value less costs of sale of the relevant saleable assets of the Kin Wellness Limited, with a corresponding reduction in the net asset value of the Group by £140,000. An equivalent exceptional cost has been recognised in the Statement of Comprehensive Income for the period.

4 SUBSEQUENT EVENTS

On 15 May 2017, the Group announced that it had agreed to issue convertible unsecured loan notes with a term of three years (“Notes”), to raise up to £1.125 million (before expenses) in four tranches, to Belastock Capital L.P., an overseas based institutional investor (“Belastock”) to fund its general working capital requirements.

The issue of the Notes was subject to the terms and conditions summarised in the announcement dated 15 May. The first tranche of Notes with a nominal amount of £350,000 and a subscription price of £315,000 were issued on 15 May 2017 with the remaining three tranches being issued at 60 day intervals thereafter.

The Group announced on 30 May 2017 that it had received notice of conversion in respect of £100,000 in nominal value of the Notes, on 3 July that it received a notice of conversion in respect of £75,000 in nominal value of the Notes and on 20 July that it had received a notice of conversion in respect of £50,000 in nominal value of the Notes.

On 18 July 2017 the Group requested that trading on AIM in its Ordinary Shares be suspended, pending clarification of its financial position, following the decision by Belastock Capital L.P. ("Belastock"), not to proceed with the three further tranches of the Convertible Loan Note. The Notes were a key part of the Company's plans for short-term working capital and the withdrawal of this support meant the Group had a significant, unexpected shortfall in its available working capital. Since that time, the Board has been exploring various avenues to secure replacement funding to continue the business. The unexpected shortfall in the Group's working capital has also meant that Kin Wellness Limited, the Company's principal trading subsidiary, has also been actively seeking purchasers for its business and assets. In order to facilitate a sale of the business as a going concern, the directors of Kin Wellness Limited have, executed a notice of intention to appoint Simon Harris and Ben Woodthorpe of ReSolve Partners Limited as administrators to Kin Wellness Limited. On 8 September 2017 the administrators completed the sale of the business and certain assets of Kin Wellness Limited to SMG Investment Holdings Pty Limited, an Australian company based in Brisbane, ("SMG") for an aggregate cash consideration of £50,000.

The Board understands that the appointment of administrators by Kin Wellness Limited on 30 August 2017 resulted in Kin Group Plc becoming a "Rule 15 Cash Shell" under Rule 15 of the AIM Rules for Companies. Within six months of becoming an AIM Rule 15 cash shell, the Company must make an acquisition or acquisitions which constitute(s) a reverse takeover under Rule 14 of the AIM Rules for Companies. In the event that the Company does not complete a reverse takeover under AIM Rule 14 within six months, the Exchange will suspend trading in the Company's pursuant to AIM Rule 40.

Kin Group plc

(Registered in England No. 04466195)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Peterhouse Corporate Finance Limited at 15 Eldon Street, London, EC2M 7LD at 10.05 a.m. on 24 October 2017, or as soon thereafter as the Shareholders' CVA Meeting convened for the same date shall have concluded or been adjourned, to consider and, if thought fit, to pass resolutions 1, 3, 5 and 6 as ordinary resolutions and resolutions 2 and 4 as special resolutions:

RESOLUTIONS

- 1 THAT, subject to the passing of the resolution at the Shareholders' CVA Meeting described in the circular to shareholders of which this notice forms part ("CVA resolution"), the directors be authorised generally and unconditionally pursuant to Section 551 of the Companies Act 2006 as amended to exercise all the powers of the Company to allot shares and/or rights to subscribe for or to convert any security into shares, provided that the authority conferred by this resolution shall be limited to the allotment of shares and/or rights to subscribe or convert any security into shares of the Company up to an aggregate nominal amount of £350,000 such authority (unless previously revoked, varied or renewed) to expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require shares and/or rights to subscribe for or to convert any security into shares to be allotted after such expiry and the directors may allot such shares and/or rights to subscribe for or to convert any security into shares in pursuance of such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

- 2 THAT, subject to the passing of the CVA resolution and resolution 1, the directors be and are hereby generally empowered to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) pursuant to the general authority conferred by resolution 1 above for cash or by way of sale of treasury shares as if Section 561 of the Companies Act 2006 or any pre-emption provisions contained in the Company's articles of association did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to
 - (i) any allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of equity securities in proportion (as nearly as may be practicable) to their then holdings of such securities, but subject to the directors having the right to make such exclusions or other arrangements in connection with such offer as they deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever;
 - (ii) the allotment of equity securities up to an aggregate nominal value of £100,000 in connection with the Placing (as defined in the circular to shareholders of which this notice forms part);
 - (iii) the allotment of equity securities up to an aggregate nominal value of £40,000 in connection with the grant of Placing Warrants and other warrants (as defined or described in the circular to shareholders of which this notice forms part);

- (iv) the allotment of equity securities up to an aggregate nominal value of £23,500 in connection with the CVA Capitalisation (as defined in the circular to shareholders of which this notice forms part);
- (v) the allotment (otherwise than pursuant to sub-paragraphs (i) to (iv) above) of equity securities up to an aggregate nominal value of £186,500,

such authority and power (unless previously revoked, varied or renewed) to expire on the earlier to occur of 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2018, provided that the Company may prior to such expiry make any offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power hereby conferred had not expired.

- 3 THAT, subject to the passing of the CVA resolution and resolutions 1 and 2, each of the ordinary shares of 0.01p in the capital of the Company in issue at 6.00 p.m. on 24 October 2017 (or such later time and/or date as the directors of the Company may determine) be sub-divided into one ordinary share of 0.0001p in the capital of the Company, having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares and one C Deferred Share of 0.0099p each in the capital of the Company having the rights and being subject to the restrictions set out in resolution 4 below.

- 4 THAT, subject to the passing of the CVA resolution and resolutions 1 to 3, the Articles of Association of the Company be hereby amended by the insertion of the following new Article 2.C:

“2.C The C Deferred Shares of 0.099p in the Company shall have the following rights and be subject to the following restrictions:

- (i) no right to participate in or receive any dividends declared, made or paid by the Company;
- (ii) no right to receive notice of or attend or speak or vote at any general or class meeting (other than a class meeting of the C Deferred Shares) of the Company;
- (iii) the approval of the Directors shall be required for any transfer of C Deferred Shares;
- (iv) the right on a return of assets in a winding-up to a repayment of the capital paid up on such shares after the rights of all holders of Ordinary Shares have been discharged in full and a sum of £100,000 has been paid in respect of each issued Ordinary Share in the capital of the Company, but no other right to participate in the assets of the Company; and
- (v) the Directors shall have irrevocable authority at any time to appoint any person to execute on behalf of the holders of the C Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such person as the Directors may determine as custodian thereof and to cancel and/or purchase the same (in accordance with the provisions of statute) without making any payment to or obtaining the sanction of the holders thereof and pending the transfer and/or cancellation and/or purchase to retain the certificate for such shares,

but so that none of the rights or restrictions attached to such C Deferred Shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a resolution to reduce the capital paid up on, and to cancel, such C Deferred Shares).”

- 5 THAT John Edward Taylor be appointed to the Board of the Company with effect from Admission (as defined in the circular to shareholders of which this notice forms part).

- 6 THAT Lindsay Keith Anderson Mair be appointed to the Board of the Company with effect from Admission (as defined in the circular to shareholders of which this notice forms part).

Dated: 5 October 2017

Registered Office:

6th Floor
Kildare House
3 Dorset Rise
London
EC4Y 8EN

By order of the Board
Filex Services Limited
Secretary

Notes:

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the blue form of proxy.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
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. To appoint more than one proxy, you may photocopy the enclosed proxy form.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; and
- (b) received by no later than 10.05 a.m. on 20 October 2017.

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.

6. To change your proxy appointment, 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 apply 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, you may photocopy the enclosed proxy form.

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.

7. In order to revoke a proxy appointment you will need to inform the Company by sending a signed hard copy notice clearly stating that you revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. 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 no later than 10.05 a.m. on 20 October 2017.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person.

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company as at 6.00 p.m. on 20 October 2017 or, if this meeting is adjourned, at 6.00 p.m. on the date two business days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time.

Changes to entries on the relevant register of securities after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting by using 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. 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 & Ireland 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 Company's agent, Neville Registrars Limited (CREST Participant ID: 7RA11), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.