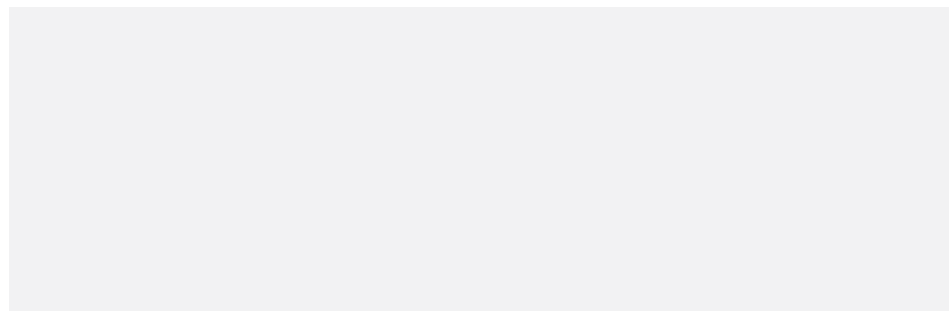


Attendance card

Mattioli Woods plc – Annual General Meeting

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code below.



Notice of Availability

Notice of Annual General Meeting and Circular

IMPORTANT – PLEASE READ CAREFULLY

You can now access the Shareholder Circular and Notice of Annual General Meeting by visiting this website: www.mattioliwoods.com

If you wish to receive a paper copy of the Circular and Notice, please contact Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Telephone 0371 664 0300. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales). Please note the deadline for receiving proxies is 10.00 am on 15 October 2020.

Form of Proxy

Mattioli Woods plc – Annual General Meeting – Company Number: 3140521

For use at the Annual General Meeting of Mattioli Woods plc (the "Company").

Before completing this Form of Proxy, please read the explanatory notes overleaf. You can also cast your vote online, please see note 1 for full details.
(please complete in capitals)

I/We* _____ of _____ being a member/members* of the Company hereby appoint the Chairman of the meeting (see note 3) as my/our* proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held via teleconference at 10.00 am on 19 October 2020, in respect of all/ _____ *shares (see note 2).

I/We* direct my/our* proxy to vote on the following resolutions as I/we* have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our* proxy will vote or abstain from voting at his/her* discretion and I/we* authorise my/our* proxy to vote (or abstain from voting) as he/she* thinks fit in relation to any other matter which is properly put before the meeting (including any resolution to adjourn the meeting or to amend any resolution proposed at the meeting).

(*delete as applicable)

(indicate with an "X" in the boxes below)

Resolutions	for	against	vote withheld
Ordinary Resolutions			
1. Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Director's Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Joanne Carolyn Lake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Ian Thomas Mattioli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Carol Avis Duncumb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Anne Margaret Gunther	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-appointment of Deloitte LLP as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Grant Directors authority to determine the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Declaration of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions	for	against	vote withheld
10. LTIP extended for two years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Grant Directors authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
12. Dis-application of pre-emption rights on allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Dis-application of pre-emption rights in relation to an acquisition or other capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authority for the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

You may submit your proxy electronically at www.signalshares.com

Alternatively, if using a hardcopy Form of Proxy please return the completed form to Link Asset Services at FREEPOST LINK PXS (in block capitals). A postage stamp will not be required when mailing from the UK. Alternatively the completed form can be posted to the following address but a stamp will be required: Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Alternatively, the completed form can be scanned and attached to an email sent to the Company by email to the address: ravi.tara@mattioliwoods.com

Signature

Print name of signatory

Date

Notes:

1. Rather than completing this hardcopy Form of Proxy, you can submit your proxy online at www.signalshares.com. You will require your user name and password in order to log in and vote. If you have forgotten your user name or password, you can request a reminder via the Shareholder Portal. If you have not previously registered to use the Shareholder Portal, you will require your Investor Code (IVC) which can be found overleaf, or by contacting Link Asset Services at PXS, 34 Beckenham Road, Beckenham BR3 4TU. To be valid a proxy lodged online must be lodged no later than 10.00 am on 15 October 2020, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the AGM or any adjourned meeting.
2. As a member of the Company you are entitled to appoint a proxy to exercise your rights to vote at the Annual General Meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy.
3. In light of the restricted attendance requirements that apply to this year's AGM, we strongly recommend that you appoint the Chair of the meeting as your proxy for the purpose of this AGM. If you appoint a person other than the Chair of the AGM as their proxy, that person will not be able to attend the AGM nor vote.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "vote withheld" box. 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 the resolution. If no voting indication is given, 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 (including any resolution to adjourn the meeting or to amend any resolution proposed at the meeting).
5. To appoint a proxy using this form, the form must be:
 - » completed and signed;
 - » scanned and attached to an email sent to the Company at ravi.tara@mattiolivoods.com;
 - » sent or delivered to the Company's Registrars, Link Asset Services at PXS, 34 Beckenham Road, Beckenham BR3 4TU; and
 - » received by Link Asset Services no later than 10.00 am on 15 October 2020 (being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting).
6. In the case of a member which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
8. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST sponsor 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, Link Asset Services (CREST Participant ID: RA10), no later than 10.00 am on 15 October 2020 (being not less than 48 hours (excluding non-business days) before the time appointed for the holding of 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 sponsors or voting service providers 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(s) to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at close of business on 15 October 2020 (or in the event of any adjournment, at close of business on the day which is two days (excluding non-business days) before the date fixed for the adjourned meeting) shall be entitled to vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to vote at the meeting.
10. 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). Only one of the joint holders is required to sign this Form of Proxy.
11. 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.
12. For details on how to change your proxy instruction or revoke your proxy appointment, see the notes to the notice of the meeting.
13. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

Registered office: Mattioli Woods plc, 1 New Walk Place, Leicester, LE1 6RU

www.mattiolivoods.com
Registered in England No. 3140521

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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