

**IMPORTANT COVID-19 INFORMATION**

In light of the Covid-19 pandemic and to ensure adherence to current Government requirements, attendance in person at the General Meeting will not be possible. The General Meeting will be run as a closed meeting. Shareholders are requested to appoint the Chairman of the General Meeting as his or her proxy as any other person so appointed will not be permitted to attend the General Meeting.



**FORM OF PROXY**

**MATTIOLI WOODS PLC – General Meeting of Mattioli Woods plc to be held at 1 New Walk Place, Leicester LE1 6RU at 11 a.m. on 16 June 2021**

I/We,

(BLOCK CAPITALS)

of

(BLOCK CAPITALS)

being (a) member(s) of Mattioli Woods plc (the Company), appoint the chairman of the General Meeting of the Company or (see notes 1, 3, 4 and 5)

No. of shares

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 1 New Walk Place, Leicester LE1 6RU at 11 a.m. on 16 June 2021 and at every adjournment of it.

Please tick this box if you are appointing more than one proxy (see note 4):

I/We request such proxy to vote on the resolutions set out in the Notice of General Meeting as mentioned below (see notes 4 and 5).

**RESOLUTIONS**

Please mark 'X' in the appropriate spaces to indicate how you wish to vote

- 1. To authorise and empower the directors of the Company to allot shares (to the extent stated in the resolution)
- 2. To disapply statutory pre-emption rights (to the extent stated in the resolution) in respect of an allotment of shares for cash

	For	Against	Vote Withheld	Discretionary
1.	X	X	X	X
2.	X	X	X	X

Signature:  Date  2021

Joint holders (if any):

Signature:  Signature:

Signature:  Signature:

## 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. You may appoint any other person to act as your proxy but the Board encourages all Shareholders to exercise their votes by appointing the chairman of the General Meeting (the **Chairman**) as their proxy rather than another person who will not be permitted to attend the General Meeting given the current restrictions in place due to the Covid-19 pandemic. **If a Shareholder appoints a person other than the Chairman as his or her proxy, that person will not be able to attend the General Meeting or vote and the Shareholder's vote will therefore not be counted.**
- 2 To appoint the Chairman as your sole proxy, in respect of all your Shares, simply fill in any voting intentions in the appropriate box and sign and date the Form of Proxy.
- 3 If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of Shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account).
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares (that is, you may not appoint more than one proxy to exercise rights attached to any one Share). To appoint more than one proxy, (an) additional form(s) may be obtained by photocopying this Form of Proxy. Please indicate in the box next to the proxy holder's name the number of Shares in relation to which they are authorised to act as your proxy. Where you are appointing more than one proxy, a failure to specify the number of Shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
- 5 Please indicate with an 'X' in the appropriate spaces how you wish your votes to be cast. If you select 'discretionary' or in the absence of any instructions on a resolution your proxy will vote or abstain as he or she thinks fit. Your proxy will also vote or abstain as he or she thinks fit on any other matter coming before the General Meeting, including on any resolution to amend a resolution or to adjourn the General Meeting. Proxies may vote on a show of hands and on a poll.
- 6 To abstain from voting on a resolution, tick the box "vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution.
- 7 To be a valid appointment of a proxy, the Form of Proxy must be completed and signed and received by the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11 a.m. on 14 June 2021, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the General Meeting or any adjourned meeting. Please note that in light of the Covid-19 pandemic, Link Group is operating with a minimal presence in the office, so it may take longer than usual to process Forms of Proxy which are posted or hand delivered. Please allow enough time for your Form of Proxy to be processed if delivered by post or hand.
- 8 In the case of joint registered holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members of the Company in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies. In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- 9 If this Form of Proxy is executed under a power of attorney or other authority, the power of attorney and other authority (or a notarially certified copy of it) must be lodged with the Company's registrars with the Form of Proxy.
- 10 If you submit more than one valid proxy appointment, the appointment which is last received by us shall be treated as taking precedence over, replacing and revoking, the others as regards that share (provided that such date is on or before the date of delivery and delivery takes place before the time referred to in note 7).
- 11 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (Link Group: RA10) 48 hours before the General Meeting or adjourned meeting.
- 12 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.
- 13 Any alteration to this Form of Proxy must be initialled by the person in whose hand it is signed or executed.

