

ATTENDANCE CARD
Mattioli Woods plc (the “Company”)
GENERAL MEETING



Please read the notice of the General Meeting in the Scheme Document and the explanatory notes to this form of proxy before completing this form.

To be effective all proxy appointments must be received by the Company’s registrars, Link Group, not later than 10.15 a.m. on 23 April 2024.

Signature of person attending

Bar Code:

FORM OF PROXY – Mattioli Woods plc (the “Company”)

General Meeting of Mattioli Woods plc to be convened at 1 New Walk Place, Leicester LE1 6RU on 25 April 2024 at 10.15 a.m. (London time) (or as soon after that time as the separate meeting of certain of the holders of ordinary shares in the Company convened by the Court shall have been concluded or adjourned).

Bar Code:

Event Code:

Before completing this form, please read the explanatory notes overleaf.

I/We of

(full name(s) in block capitals)

(address in block capitals)

being (a) member/member(s) of the above-named Company, appoint the Chair of the General Meeting or

(see the notes at the start of this form and note 2 overleaf) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote (see note 2 overleaf) in my/our name(s) and on my/our behalf at the General Meeting of the Company, to be held at 10.15 a.m. (London time) on 25 April 2024 or at any adjournment of that meeting.

I/We have indicated how I/we wish my/our proxy to vote on the following resolutions by marking an ‘X’ in the appropriate box. I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the General Meeting as my/our proxy thinks fit. If no indication is given, the proxy will vote or abstain at their discretion.

Please mark an ‘X’ here if this proxy appointment is one of multiple appointments being made:

Number of shares proxy appointed over:

(see notes 3 and 4 overleaf).

Please mark an ‘X’ in the appropriate box to indicate how you wish your vote to be cast.

SPECIAL RESOLUTIONS

- (A) To authorise the directors to take all necessary and appropriate action to give effect to the Scheme, as set out in the Notice of General Meeting
- (B) To amend the articles of association of the Company as set out in the Notice of General Meeting
- (C) To: (i) re-register the Company as a private limited company; and (ii) to change the name of the Company to Mattioli Woods Limited.

	For	Against	Vote Withheld
(A)	X	X	X
(B)	X	X	X
(C)	X	X	X

Signature:

Date:

 2024

This form of proxy must be signed and dated before it is posted to Link Group (see note 5 overleaf).

Explanatory notes:

1. Terms defined in the circular relating to the Scheme sent to shareholders on 28 March 2024 (the "**Scheme Document**") shall apply in this form of proxy unless the context otherwise requires. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in the Scheme Document. Before completing this form of proxy, please also read the sections headed "Action to be Taken" set out on pages 11 to 14 and at paragraph 18 of Part II of the Scheme Document.
2. A shareholder may appoint a proxy or proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be a shareholder of the Company to exercise all or any of their rights to attend, speak and vote at the General Meeting. If you wish to appoint a proxy other than the Chair of the General Meeting, delete the words "Chair of the General Meeting or" and insert the name of your proxy in the space provided. If no other name is inserted, the Chair of the General Meeting will act as your proxy (whether or not such deletion is made). This form of proxy gives your proxy(ies) full rights to attend, speak and vote at the General Meeting. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words "speak" or "vote" as you feel appropriate. Shareholders are strongly encouraged to appoint the "Chair of the General Meeting" as their proxy.
3. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
4. A shareholder can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. To appoint more than one proxy you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which that proxy is appointed. Please also indicate by putting an 'X' in 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 to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL in the same envelope. If a form of proxy is signed by someone else on your behalf, their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form of proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
5. Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible using any of the methods set out in this form of proxy. To be valid, completed forms of proxy (together with any power of attorney or other authority under which they are signed, or a certified copy of such authority) for the General Meeting should be returned in accordance with these instructions so as to arrive at the offices of the Company's registrar, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL not later than 10.15 a.m. on 23 April 2024 or, if the General Meeting is adjourned, at least 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the start of the adjourned meeting. Where the form of proxy is to be returned by post, the pre-paid envelope enclosed does not require a stamp if posted in Great Britain, the Channel Islands or Northern Ireland.
6. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been delivered or received last (regardless of when it was signed or by what means it was delivered or received) shall be treated as replacing and revoking the other forms which have been delivered or received. If it cannot be determined which form of proxy was delivered or received last, none of the forms shall be treated as valid.
7. The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
8. Shareholders entitled to attend and vote at the General Meeting may appoint a proxy electronically. To use this facility, please visit www.signalshares.com and follow the instructions. For an electronic proxy to be valid, the appointment must be received not later than 10.15 a.m. on 23 April 2024 or, if the General Meeting is adjourned, at least 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the start of the adjourned meeting.
9. Institutional shareholders will be able to appoint a proxy electronically via the Proximity platform (www.proximity.io). This process has been agreed by the Company and approved by its registrar, Link Group. For further information regarding Proximity, please go to www.proximity.io. For an electronic proxy to be valid, the appointment must be received not later than 10.15 a.m. on 23 April 2024 or, if the General Meeting is adjourned, at least 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the start of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
10. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) of it 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 any 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.
11. 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 the specifications of Euroclear UK & International Limited ("**Euroclear**") and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's registrar, Link Group (CREST ID: RA10), not later than 10.15 a.m. on 23 April 2024 or, if the General Meeting is adjourned, at least 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the start of the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrar, Link Group, is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through the other means specified in this form of proxy.
12. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST 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 any voting service provider(s), to procure that their 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. 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 ("**CREST Regulations**"). The CREST Manual is available by logging on to www.euroclear.com.
14. If any electronic communication is found to contain a computer virus or other malware it will not be accepted.
15. Completion and return of a form of proxy, or the appointment of proxies electronically (including through the Proximity platform) or through CREST, will not preclude a shareholder from attending the General Meeting and voting in person.
16. Pursuant to Regulation 41 of the CREST Regulations, entitlement to attend and vote at the General Meeting and the number of votes that may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6.00 p.m. (London time) on the day which is two non-working days prior to the date of the General Meeting (or, if the General Meeting is adjourned, 6.00 p.m. (London time) on the day which is two days before the date of such adjourned meeting (excluding any part of such 48 hour period falling on a non-working day)). Only those shareholders registered in the register of shareholders of the Company as at 6.00 p.m. (London time) on 23 April 2024 or, if the General Meeting is adjourned, as at 6.00 p.m. (London time) on the day that is two non-working days prior to the General Meeting, will be entitled to attend and vote at the General Meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
17. In the case of joint holders of ordinary shares, any one holder may vote. If more than one holder is present at the meeting or purports to appoint a proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
18. A shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that it does not do so in relation to the same shares.
19. You may not use any electronic address provided either in this form of proxy or in any related documents to communicate with the Company for any purposes other than those expressly stated.
20. Any alterations to this form of proxy should be initialled by the person who signs it.
21. If you have any questions relating to this form of proxy please either email shareholderenquiries@linkgroup.co.uk, or call Link Group between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales) on 0371 664 0321 if calling from the UK, or +44 (0) 371 664 0321 if calling from outside the UK. Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
22. This form of proxy should not be used for comments, change of address or queries. Please contact Link Group using the details set out in note 21 above.

Please return using the PXS 1 reply paid envelope enclosed