

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek your own financial advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in the capital of Mattioli Woods plc (the "Company") (or will have sold or transferred all of your shares prior to the Company's annual general meeting ("AGM") to be held on 28 October 2022 at 10:00 am, please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

MATTIOLI WOODS PLC

(Incorporated and registered in England and Wales with registered number: 3140521)

Circular to Shareholders and Notice of Annual General Meeting

Notice of the AGM of the Company, to be held at 1 New Walk Place, Leicester, LE1 6RU on 28 October 2022 at 10:00 am, is set out on pages 6 to 7 of this document. Shareholders are encouraged to submit their votes in advance of the AGM, as well as any questions on the business to be transacted at the AGM, as set out on pages 6 to 10 of this document. The results of the meeting will be published on the Company's website following the meeting.

We encourage all Shareholders (as defined on page 2 below) to vote in advance of the meeting, in accordance with the notes set out on pages 8 to 10 of this document, as soon as possible and, in any event, by not later than 10:00 am on 26 October 2022, being 48 hours (excluding non-working days) before the time appointed for the holding of the AGM.

Letter from the Chair of Mattioli Woods plc

Mattioli Woods plc

(Incorporated and registered in England and Wales with registered number: 3140521)

Directors

David Kiddie (Non-Executive Chair)
Anne Gunther (Non-Executive Director)
Edward Knapp (Non-Executive Director)
Ian Mattioli (Chief Executive Officer)
Iain McKenzie (Chief Operating Officer)
Martin Reason (Non-Executive Director)
Ravi Tara (Chief Financial Officer)
Michael Wright (Group Managing Director)

Registered Office

Mattioli Woods PLC
1 New Walk Place
Leicester
LE1 6RU

28 September 2022

To holders ("Shareholders") of ordinary shares of £0.01 each in the capital of Mattioli Woods plc ("Ordinary Shares") and, for information purposes only, to the holders of options to subscribe for Ordinary Shares.

Dear Shareholder,

Annual General Meeting of Mattioli Woods plc (the "Company")

1. Introduction

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**"), which we are holding at the Company's offices at 1 New Walk Place, Leicester LE1 6RU on 28 October 2022.

The formal notice of the AGM ("**Notice**") is set out on pages 6 to 7 of this document. The purpose of this letter is to provide Shareholders with details of, the background to and reasons for, the resolutions to be proposed at the AGM, to explain why the directors of the Company ("**Directors**") believe that the passing of the resolutions is in the best interests of the Company and its Shareholders as a whole and to recommend that Shareholders vote in favour of the resolutions.

If you would like to vote on the resolutions to be proposed at the AGM please do so as soon as possible, and in any event by no later than 10:00am on 26 October 2022. Only Shareholders who have requested a hard copy Form of Proxy for the AGM will be sent one in the post. All other Shareholders may submit their votes by electronic means by lodging your proxy appointment electronically using the Shareholder portal 'Signal Shares' at www.signalshares.com. If not already registered for Signal Shares, you will need your Investor Code which can be found on your share certificate or dividend voucher. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual and in accordance with the instructions set out in the notes to this Notice. If you wish to receive a hardcopy Form of Proxy, please contact the Company's registrars, Link Group (please refer to note 11 of the notes to this document).

This is my first year as Chair of Mattioli Woods, having been appointed as a Non-Executive Director at the beginning of 2021. Since joining the Board, I have seen a step change in the scale of the Group driven by both organic and acquired growth, and the number of growth opportunities available to it. I am fortunate to be Chair of a Group with considerable growth potential, which provides the opportunity for substantial shareholder value creation over the medium term.

For the year ended 31 May 2022, I am pleased to report that group revenues grew 72.8% to £108.2m (2021: £62.6m), with strong organic revenue growth of 10%, despite the difficult market backdrop throughout the period. Adjusted EBITDA was up 88.4% to £32.6m (2021: £17.3m), reflecting both continued organic growth and the positive impact of acquisitions made during the last two years and after normalising for acquisition-related costs.

Our medium-term targets to grow revenue to £300m and achieve EBITDA of £100m, underpinned by total client assets of £30bn, reflect the Board's ambitions for the Group. Our strategy remains focused on achieving sustainable levels of growth that both enhances value and broadens or deepens our expertise and services to better serve our clients.

We are confident in the resilience of our business model. The outlook for the new financial year remains positive, with revenues continuing to grow. Cost inflation and progressing our strategic initiatives including investment in people and technology are expected to impact margins in the short term, the latter will position us to secure future growth in revenue and profits, and to deliver sustainable shareholder returns over the long-term.

We are a business that is here for the long-term and we look forward to the future with confidence and enthusiasm.

2. Business to be transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below. Resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 18 will be proposed as special resolutions.

Ordinary Resolution 1: Annual Report and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006 (“Act”), the Company will lay before the AGM the Annual Report and Accounts of the Company in respect of the year ended 31 May 2022, together with the strategic report and the reports of the Directors and auditors of the Company thereon. Shareholders may submit any questions regarding the Annual Report ahead of the AGM, as detailed in note 23 of the notes to this document.

Ordinary Resolution 2: Directors’ Remuneration Report

Shareholders will be asked to approve the Directors’ Remuneration Report as set out on pages 60 to 65 of the Annual Report.

The Directors’ Remuneration Report for the year ended 31 May 2022 is contained on pages 60 to 65 of the Annual Report. Resolution 2 seeks Shareholder approval for the Directors’ Remuneration Report, which gives details of the implementation of the Directors’ remuneration policy during the year ended 31 May 2022. The vote is advisory, and the Directors’ entitlement to remuneration is not conditional upon it.

Ordinary Resolutions 3 to 10: Re-election of Directors

The Company’s articles of association (“Articles”) require that any Director appointed by the Board since the last AGM, or who held office at the time of the two preceding AGMs and who did not retire at either of them, shall retire from office at the next AGM and may offer themselves for re-election. The Board has taken the decision that Shareholders will be asked to approve the re-election of each Director on an annual basis, and not every three years, as a matter of good governance.

The Board recognises the importance of ensuring that Directors are able to dedicate sufficient time to the Company. During the year, the Board considered the time commitments of each of the Directors and is comfortable that they each have sufficient available capacity to carry out their role within the Company. For further details on the current time commitments of each of the Directors, please refer to page 52 of the Annual Report.

The Board has a process for the evaluation of its own performance and that of the individual Directors. During this year the Chair coordinated a discussion with each Director on the continued individual effectiveness of the Directors. Having reviewed the results of the evaluation process, the Board confirmed that each Director continues to be an effective member of the Board and to demonstrate commitment to the role.

The Board also began the process to undertake a self-evaluation during the financial year ending 31 May 2022 which is expected to complete in the year ending 31 May 2023 and annually thereafter. The criteria against which the Board collectively and individually will be assessed includes Board composition, roles and responsibilities, meetings and administration, Board committees, Board discussions, Board relationships and stewardships, monitoring and evaluation, strategy and internal control.

The Board, therefore, recommends that you support the re-election of each of the Directors. Brief biographical details of each of the Directors are set out on pages 50 to 51 of the Annual Report.

Ordinary Resolutions 11 and 12: Appointment of auditors and Auditor Remuneration

Shareholders will be asked to confirm the appointment of Moore Kingston Smith LLP as the Company’s auditor to hold office until the conclusion of the next AGM of the Company and to grant authority to the Directors to determine the auditors’ remuneration.

Ordinary Resolution 13: Declaration of final dividend

Shareholders will be asked to approve the payment of a final dividend of 17.8 pence per Ordinary Share for the year ended 31 May 2022, as recommended by the Directors. If approved and declared at the AGM, the final dividend will be payable on 3 November 2022 to all holders of Ordinary Shares on the register of members at the close of business on the record date of 23 September 2022.

Ordinary Resolution 14: Minor Amendments to the scheme rules of the Company’s Long Term Incentive Plan (“LTIP”)

Shareholders approved the LTIP at the Company’s 2021 AGM. The LTIP was intended to be substantially the same as the previous long-term incentive plan (the “Previous LTIP”). Since adoption, it has been noted that the provision in the Previous LTIP which gave the Committee (as defined in the LTIP) flexibility to adjust (including to disapply) the pro rating of awards held by employees who cease employment due to death or a ‘Good Leaver’ reason was not replicated in the LTIP. Shareholders are therefore asked to approve the amendment of the LTIP rules (and any existing awards granted under it) to correct this drafting error. The LTIP participants include the Directors and other employees of the group and the Committee wishes to ensure that it retains the flexibility that was included in Previous LTIP in case of exceptional circumstances.

The Committee understands that shareholders expect awards held by a leaver who is a Director to be prorated to reflect their period of service as a proportion of the Performance Period.

Ordinary Resolution 15: Grant of authority to the Directors to allot Ordinary Shares

Under section 551 of the Act, the Directors are prevented, subject to certain exceptions, from allotting shares without the authority of the Shareholders in general meeting. This resolution is proposed as an ordinary resolution to authorise the Directors to allot relevant securities up to an aggregate nominal amount of £170,550 (representing approximately one-third of the share capital of the Company in issue as at 26 September 2022, being the latest practicable date prior to the publication of the Notice).

The Directors currently intend only to make use of this authority: (a) in connection with the grant of share-based payments or options to the Directors of the Company and employees of the Company and its subsidiaries ("**Group**"); (b) to issue Ordinary Shares as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; and (c) in connection with the offer for subscription or placing with investors of Ordinary Shares to additionally raise funds for any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Group.

In line with The Investment Association guidelines, the authority will also permit the Directors to allot an additional one-third of the Company's share capital in issue as at 26 September 2022, (being the latest practicable date prior to the publication of the Notice), provided such additional shares are reserved for a fully pre-emptive rights issue.

The Directors' authority will expire on the earlier of the conclusion of the next AGM and 28 January 2024.

At 26 September 2022 (being the latest practicable date prior to the publication of the Notice), the Company did not hold any Ordinary Shares in treasury.

Special Resolutions 16 and 17: Disapplication of statutory pre-emption rights

Under section 561 of the Act, when new shares are allotted, they must first be offered to existing Shareholders pro rata to their holdings. The Directors are seeking the disapplication of pre-emption rights in accordance with the Statement of Principles ("**Statement of Principles**") issued by the Pre-Emption Group.

The Statement of Principles states that in addition to the previous standard annual disapplication of pre-emption rights of up to a maximum equal to 5% of issued ordinary share capital, the Pre-Emption Group is supportive of companies extending the general disapplication authority by an additional 5% for certain purposes. The Company confirms that it intends to use the additional 5% only in connection with an acquisition or specified capital investment.

Resolution 16 renews the authorities previously granted to the Directors to:

- (a) allot shares in the Company in connection with a rights issue or other pre-emptive offer; and
- (b) otherwise allot shares in the Company for cash up to a maximum nominal amount of £25,582 (representing approximately 5% of the share capital of the Company in issue at 26 September 2022 (being the latest practicable date prior to the publication of the Notice)),

in each case as if the pre-emption rights of section 561 of the Act did not apply.

In addition, resolution 16 permits the Directors to deal with fractional entitlements and any legal or regulatory problems arising in any territory on any offer of new shares to be made to Shareholders on a pro rata basis.

Resolution 17 seeks separate and additional authority in accordance with the Statement of Principles as detailed above and the Directors confirm that the Company will only allot shares up to a maximum nominal amount of £25,582 (representing approximately 5% of its issued ordinary share capital in issue at 26 September 2022, being the last practicable date prior to the publication of the Notice) for cash pursuant to the authority referred to in resolution 16 where that allotment is in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment.

The Directors also confirm, in accordance with the Statement of Principles, their intention that (except in relation to an issue pursuant to resolution 18 in respect of the additional 5% referred to above) no more than 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with Shareholders.

Save in respect of issues of shares in connection with employee share schemes, the Directors have no immediate plans to make use of the authority sought in resolutions 16 and 17. The Directors consider the authority sought to be appropriate in order to provide the Company with flexibility to take advantage of business opportunities as they arise. Shareholders should note that resolutions 16 and 17 are subject to resolution 15 being passed.

If both resolutions 16 and 17 are approved, the authorities will expire on 28 January 2024 or, if earlier, the date of the next AGM.

Special Resolution 18: Authority for the Company to purchase its own shares

Resolution 18 seeks authority in accordance with s701 of the Companies Act 2006 for the Directors to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of the Company's Ordinary Shares up to a maximum nominal amount of £51,164 (representing approximately 10% of the Company's ordinary share capital in issue at 26 September 2022, being the last practicable date prior to the publication of the Notice) provided that the maximum price paid is no higher than an amount equal to 5% above the average mid-market price of the Company's shares for the previous five business days before the purchase is made, or the higher of the price of the last independent trade and the highest current independent bid on the Company's shares on the AIM Index of the London Stock Exchange Daily Official List.

Purchases of shares will only be made where the Board believes it would result in an increase in earnings per share, and where the Board believes it would be in the best interests of Shareholders generally.

If resolution 18 is approved, the authority will expire on 28 January 2024 or, if earlier, the date of the next AGM.

3. Action to be taken

You are entitled to appoint one or more proxies to vote at the AGM on your behalf. Please submit your proxy vote as soon as possible and, in any event, so as to be received by not later than 10:00 am on 26 October 2022. For the purpose of the AGM, you are encouraged to submit your proxy vote online using the Shareholder portal 'Signal Shares' at www.signalshares.com. If not already registered for Signal Shares, you will need your Investor Code which can be found on your share certificate or dividend voucher. If you wish to receive a hard copy Form of Proxy, please contact the Company's registrars, Link Group, using the contact details set out in note 11 of the notes to this Notice. CREST members may also appoint a proxy or proxies through the CREST electronic proxy appointment service, please refer to the instructions set out in the notes to this Notice for further information.

4. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

David Kiddie
Non-Executive Chair

Mattioli Woods plc

(Incorporated and registered in England and Wales with registered number 3140521)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Mattioli Woods plc (the "Company") will be held at the Company's offices at 1 New Walk Place, Leicester, LE1 6RU on 28 October 2022 at 10:00 am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 18 will be proposed as special resolutions. .

ORDINARY RESOLUTIONS

1. THAT the Company's annual accounts for the financial year ended 31 May 2022, together with the strategic report and the reports of the Directors and auditors of the Company thereon, be received and adopted.
2. THAT the Directors' remuneration report for the period ended 31 May 2022, which appears on pages 60 to 65 of the Company's report and accounts for the year ended 31 May 2022, be approved.
3. THAT David Graham Kiddie be re-elected as a Director.
4. THAT Anne Margaret Gunther be re-elected as a Director.
5. THAT Edward Stephen Knapp be re-elected as a Director.
6. THAT Ian Thomas Mattioli be re-elected as a Director.
7. THAT Iain Andrew McKenzie be re-elected as a Director.
8. THAT Martin John Reason be re-elected as a Director.
9. THAT Ravi Singh Tara be re-elected as a Director.
10. THAT Michael David Wright be re-elected as a Director.
11. THAT Moore Kingston Smith LLP be appointed as the Company's auditors to hold office until the conclusion of the next annual general meeting of the Company.
12. THAT the Directors be authorised to agree and fix the auditors' remuneration.
13. THAT a final dividend of 17.8 pence per ordinary share of £0.01 each in the capital of the Company be declared for the year ended 31 May 2022.
14. THAT the Mattioli Woods plc Long Term Incentive Plan 2021 (the "LTIP") be amended by replacing in rules 14.2 and 14.3 the words "save that, in all cases" with "provided that, save to the extent the Committee in its absolute discretion decides otherwise" and by adding at the end of rule 14.4 the words "(save to the extent the Committee in its absolute discretion decides otherwise)", and the directors be authorised to do all acts and things necessary to effect such amendments.
15. THAT the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("**Act**") to exercise all the powers of the Company to:
 - (a) allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £170,550; and
 - (b) allot further equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £170,550 in connection with a rights issue in favour of Shareholders where the equity securities respectively attributable to the interest of all Shareholders are as proportionate (as nearly as practicable) to the respective numbers of shares held by them, subject to such exclusions or other arrangements specified in paragraph (a) of resolution 16

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM of the Company, or on 28 January 2024, whichever is the earlier (save that the Company may, at any time before the expiry, revocation or variation of such authority, make any offer or enter into any agreement that would or might require shares to be allotted or rights to be granted after the expiry, revocation or variation of such authority and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, been revoked or varied). This authority is in substitution for all previous general authorities conferred upon the Directors.

SPECIAL RESOLUTIONS

16. THAT subject to the passing of resolution 15 and in accordance with sections 570 and 573 of the Act, the Directors of the Company be generally and unconditionally authorised to allot equity securities of the Company (as defined in section 560 of the Act) for cash under the authority given by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities in connection with a rights issue or other pre-emptive offer in favour of ordinary Shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders, but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable in relation to 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; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £25,582,

such authority to be subject to the continuance of the authority conferred by resolution 15 and to expire unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next AGM of the Company or, if earlier, on 28 January 2024 but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities or grant rights (and sell treasury shares) under any such offer or agreement as if the authority had not expired, been revoked or varied.

17. THAT subject to the passing of resolution 15 and in accordance with sections 570 and 573 of the Act, the Directors of the Company be generally and unconditionally authorised (in addition to any authority granted under resolution 15) to allot equity securities of the Company (as defined in section 560 of the Act) for cash under the authority given by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £25,582; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to be subject to the continuance of the authority conferred by resolution 15 and to expire unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next AGM of the Company or, if earlier, on 28 January 2024 but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities or grant rights (and sell treasury shares) under any such offer or agreement as if the authority had not expired, been revoked or varied.

18. THAT the Company be generally and unconditionally authorised in accordance with s701 of the Act for the Directors to make market purchases (within the meaning of s693(4) of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 5,116,525 ordinary shares;
- (b) the minimum price (exclusive of expenses) which may be paid for any such share is the nominal value thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for any such share is the higher of:
 - (i) an amount equal to 5% above the average mid-market price of the Company's shares for the previous five business days before the purchase is made; or
 - (ii) the price of the last independent trade and the highest current independent bid on the Company's shares on the AIM Index of the London Stock Exchange Daily Official List.
- (d) the authority hereby conferred expires unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next AGM of the Company or, if earlier, on 28 January 2024; and
- (e) the Company may agree, before the authority ends, to purchase ordinary shares even though the purchase is, or may be, completed or executed wholly or partly after the authority ends, and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Dated: 28 September 2022

By order of the Board:

David Kiddie
Non-Executive Chairman

Registered Office:
Mattioli Woods PLC
1 New Walk Place
Leicester
LE1 6RU

Notes

Entitlement to attend and vote

1 Only those Shareholders registered in the Company's register of members at:

(a) close of business on 26 October 2022; or

(b) if the AGM is adjourned, at the 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 attend and vote at the AGM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2 If you are a Shareholder who is entitled to vote, you are entitled to appoint a proxy to exercise your right to vote. You can only appoint a proxy using the procedures set out in these notes.

A proxy or proxies may be appointed by:

(a) appointing a proxy using the internet (see note 5); or

(b) through CREST electronic proxy appointment service (see notes 6-9).

You are encouraged to exercise your proxy vote online as indicated above. However, if you would like to receive a hardcopy Form of Proxy, please contact the Company's registrars, Link Group (see notes 10-13 below)

3 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 you either select the "Discretion" option or 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, without limitation, any resolution to adjourn the meeting or any resolution to amend a resolution proposed at the meeting).

Appointment of proxies to vote electronically through the internet

4 You can direct your proxy to vote online at www.signalshares.com. You will require your username and password in order to log in and vote. If you have not previously registered to use the Shareholder Portal, you will require your Investor Code (IVC) which can be found on your share certificate or dividend voucher, or by contacting Link Group at shareholderenquiries@linkgroup.co.uk or by calling on 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. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To be valid a proxy lodged online must be lodged no later than 10:00 am on 26 October 2022, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the AGM or any adjourned meeting.

Appointment of proxies electronically through CREST

5 CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website at www.euroclear.com. 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.

6 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (CREST ID No. RA10) by no later than 10:00 am on 26 October 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his or her 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.

8 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 Should you require one, hardcopy Forms of Proxy are available on request from Link Group at: shareholderenquiries@linkgroup.co.uk or by calling on 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. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.
- 10 To appoint a proxy using a hardcopy Form of Proxy (available on request), the form must be:
- Completed and signed;
 - Either:
 - Sent or delivered by post or by hand to Link Group at Central Square, 29 Wellington Street, Leeds LS1 4DL; or
 - Scanned and attached to an email sent to the Company by email to the address: ravi.tara@mattioliwoods.com; and
 - Received by either the Company or Link Group no later than 10:00 am on 26 October 2022.
- 11 In the case of a Shareholder which is a company, the 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.
- 12 Any power of attorney, letter of representation or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power of attorney, letter of representation or authority) must be included with the Form of Proxy in order for the proxy appointment to be valid.

Appointment of proxy by joint members

- 13 In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

- 14 Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the cut-off time will be disregarded.
- 15 Where you have appointed a proxy using a hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Link Group (for details of which, see note 9).
- 16 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.

Termination of proxy appointments

- 17 A Shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:
- Sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group; or
 - Signing a hard copy notice clearly stating your intention to revoke your proxy appointment and sending a scanned copy to the Company by email to the address: ravi.tara@mattioliwoods.com.
- 18 In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 19 In either case, the revocation notice must be received by the Company no later than 10:00 am on 26 October 2022.
- 20 If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

Corporate representatives

- 21 A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

- 22 As at 26 September 2022 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital comprised 51,165,259 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total number of voting rights in the Company as at 26 September 2022 (being the latest practicable date prior to publication of this Notice) is 51,165,259.

Questions on the resolutions to be proposed at the meeting

23 Any member attending the AGM has the right to ask questions. Questions may not be answered at the AGM if answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Voting

24 Voting on all resolutions will be conducted by way of a show of hands. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares registered in their names.

25 As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and placed on the Company's website.

Communication

26 Except as provided above, Shareholders who have general queries about the meeting should contact the Company on ravi.tara@mattioliwoods.com (no other methods of communication will be accepted).

27 You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Chairman's letter) to communicate with the Company for any purposes other than those expressly stated.

Inspection of Documents

28 The documents typically available for inspection at the Company's registered office, including the service contracts between the Company and each of the executive Directors of the Company and the letters of appointment between the Company and each of the non-executive Directors of the Company, are available on request from the Company at ravi.tara@mattioliwoods.com. The Notice, the Annual Report of the Company for the year ended 31 May 2022 and the Company's Articles of Association can also be found at the Company's website: mattioliwoods.com.

