

## 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 should immediately obtain your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, another appropriately authorised professional adviser.

If you have sold or otherwise transferred or, prior to Mattioli Woods plc's (the "Company") annual general meeting, sell or otherwise transfer all of your shares in the Company, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the purchaser or transferee.

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# Mattioli Woods plc

(Incorporated and registered in England and Wales with Registered No: 3140521)

## Notice of Annual General Meeting

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Notice of the Annual General Meeting of the Company, to be held at MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY on 13 October 2011 at 10.00am is set out on pages 5 to 7 of this document.

A form of proxy for use in connection with the Annual General Meeting is enclosed and, to be valid, must be completed, signed and returned, in accordance with the instructions thereon, to the Company's registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible and, in any event, by no later than 10.00am on 11 October 2011. Completion and return of a form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting in person should they so wish. If you do not send in a valid form of proxy or attend the Annual General Meeting in person to vote, no one else may vote on your behalf. For full details of the procedure for appointing a proxy, please see the notes to the Notice of Annual General Meeting and the form of proxy.

## LETTER FROM THE CHAIRMAN OF MATTIOLI WOODS PLC

# Mattioli Woods plc

(Incorporated and registered in England and Wales with Registered No: 3140521)

### Directors

Robert Woods (Executive Chairman)

Ian Mattioli (Chief Executive)

Nathan Imlach (Finance Director)

Murray Smith (Director)

Mark Smith (Director)

John Redpath (Non-Executive Director)

Michael Kershaw (Non-Executive Director)

Helen Keays (Non-Executive Director)

### Registered Office

MW House  
1 Penman Way  
Grove Park  
Leicester LE19 1SY

9 September 2011

To holders of ordinary shares of 1p each in the capital of the Company (“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 offices of Mattioli Woods plc, MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY on 13 October 2011 at 10.00am. The formal notice of the AGM is set out on pages 5 to 7 of this document (“Notice of AGM”).

The purpose of this letter is to provide shareholders of the Company with details of, the background to and reasons for, the resolutions to be proposed at the AGM (the “Resolutions”), to explain why the directors believe that the passing of the Resolutions is in the best interests of the Company and the shareholders of the Company as a whole and to recommend that shareholders of the Company vote in favour of the Resolutions. The Resolutions to be proposed at the AGM include, amongst other things, resolutions to authorise the directors to allot new ordinary shares in the capital of the Company and to disapply statutory pre-emption rights on the allotment of new ordinary shares in the capital of the Company.

If you would like to vote on the Resolutions but cannot attend the AGM, please complete the form of proxy enclosed with this document and return it as soon as possible to the Company’s registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU and in any event by 10.00 am on 11 October 2011.

#### 2 Business to be transacted at the AGM

Details of the Resolutions which are to be proposed at the AGM are set out below. Resolutions one to eight are to be proposed as ordinary resolutions and resolution nine is to be proposed as a special resolution.

#### Ordinary resolution 1: Annual Report and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006, the Company will lay before the AGM the annual report and accounts of the Company in respect of the year ended 31 May 2011. Shareholders will have the opportunity to put questions on the annual report and accounts of the Company to the directors of the Company before the resolution is proposed to the AGM.

#### Ordinary resolutions 2 and 3: Re-election of directors

The Company’s articles of association require that any director who held office at the time of the two preceding annual general meetings and who did not retire at either of them shall retire from office at the next annual general meeting and may offer himself for re-election. Accordingly Nathan Imlach and John Redpath will each retire as a director and stand for re-election.

Brief biographical details of directors standing for re-election are included in the annual report of the Company at pages 18 and 19.

#### Ordinary resolution 4: Election of director

Helen Keays was appointed as a director on 6 July 2011 and in accordance with the Company’s Articles of Association stands for election as a director.

Helen Keays biographical details are included in the annual report of the Company on page 19.

#### Ordinary resolutions 5 and 6: Re-appointment of auditors

Shareholders will be asked to confirm the re-appointment of Baker Tilly UK Audit LLP as the Company’s auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the directors to determine the auditors’ remuneration.

#### Ordinary resolution 7: Declaration of final dividend

Shareholders will be asked to approve the payment of a final dividend of 3.30 pence per ordinary share in the capital of the Company for the year ended 31 May 2011, as recommended by the directors. If approved, the recommended final dividend will be payable on 18 October 2011 to all shareholders on the register at the close of business on the record date 9 September 2011.

#### Ordinary resolution 8: Grant of authority to the directors to allot Ordinary Shares

At last year’s annual general meeting of the Company, shareholders passed a resolution giving the directors authority to allot ordinary shares of £0.01 each in the capital of the Company (“Ordinary Shares”). That power expires following the conclusion of the AGM, therefore the directors propose that the relevant authority is renewed at the AGM and, accordingly, have proposed resolution 8 in the Notice of AGM to do this.

It is proposed to authorise the directors to allot Ordinary Shares up to a maximum nominal value of £60,215.45 (representing 6,021,545 Ordinary Shares) which is approximately equal to one-third of the Company’s issued share capital as at 6 September 2011 (being the last practicable date prior to the publication of this document). As at the date of this document, the directors’ intention is 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 (the “Group”); (b) potentially for use as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; and (c) in order to raise funds through subscriptions for new shares in order to finance any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Group. This authority replaces a similar authority passed at last year’s annual general meeting of the Company and would expire at the conclusion of next year’s annual general meeting.

#### Special resolution 9: Disapplication of statutory pre-emption rights on allotment of shares

If the directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. At the annual general meeting of the Company held last year, shareholders passed a special resolution granting the directors authority to allot equity securities for cash, without first being required to offer such securities to existing shareholders by the limited disapplication of section 561 of the Companies Act 2006. That power expires following the conclusion of the AGM therefore the directors propose that the relevant authority is renewed at the AGM and, accordingly, have proposed resolution 9 in the Notice of AGM to do this.

The authority is sought to grant the directors authority to allot equity securities or sell treasury shares for cash up to a maximum aggregate nominal value of £18,064.64 (representing 1,806,464 Ordinary Shares and which would constitute approximately 10 per cent of the issued share capital of the Company as at 6 September 2011 (being the last practicable date prior to the publication of this document)) without first offering the securities to existing shareholders. The total number of Ordinary Shares in issue as at 6 September 2011 was 18,064,636. The Company does not currently hold any treasury shares. The proposed resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The directors have no immediate plans to make use of this authority other than in those circumstances which I referred to in the explanation relating to resolution 8 above. This authority replaces a similar authority passed at last year's annual general meeting of the Company and would expire at the conclusion of next year's annual general meeting.

### 3 Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a form of proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the form of proxy to the Company's registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible and, in any event, so as to be received no later than 10.00am on 11 October 2011. Completion and return of a form of proxy will not stop you from attending the AGM and voting in person should you so wish.

### 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

**Bob Woods**  
Chairman

# Mattioli Woods plc

(Incorporated and registered in England and Wales with Registered No: 3140521)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "AGM") of Mattioli Woods plc (the "Company") will be held at MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY on 13 October 2011 at 10.00am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 8 of which will be proposed as ordinary resolutions and number 9 as a special resolution:

### Ordinary Resolutions

- 1 That the Company's annual accounts for the financial year ended 31 May 2011, together with the directors' report and the auditors' report on those accounts, be received and adopted.
- 2 That Nathan Imlach be re-elected as a director.
- 3 That John Redpath be re-elected as a director.
- 4 That Helen Keays be elected as a director.
- 5 That Baker Tilly UK Audit LLP be re-appointed as auditors to the Company until the conclusion of the next general meeting at which the accounts are laid before the Company.
- 6 That the directors be authorised to agree and fix the auditors' remuneration.
- 7 That a final dividend of 3.30 pence per ordinary share in the capital of the Company be declared for the year ended 31 May 2011.
- 8 That, in accordance with section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall, unless the context requires otherwise, bear the same meanings as in the said section 551), the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an maximum aggregate nominal amount of £60,215.45 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed, save that the Company be and is hereby authorised, before such expiry, to make any offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding the expiry of the authority conferred by this resolution 8. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares in the Company or the granting of Rights already made or agreed to be made pursuant to such authorities.

### Special Resolution

- 9 That, subject to the passing of the resolution 8 and in accordance with section 570 of the Companies Act 2006, the directors of the Company be and are given the general power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 8 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
  - (b) the allotment (otherwise than pursuant to paragraph (a) of this resolution 9) of equity securities up to an aggregate nominal amount of £18,064.64.

The power granted by this resolution 9 will expire at the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company in general meeting prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 9 has expired. This resolution 9 revokes and replaces all unexercised powers previously granted to the directors of the Company to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Dated: 9 September 2011

By order of the Board:

**Nathan Imlach**  
**Company Secretary**

**Registered Office:**

MW House  
1 Penman Way  
Grove Park  
Enderby  
Leicester  
LE19 1SY

**Notes**

- 1 Copies of the following documents will be available for inspection at the Company's registered office at MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the conclusion of the AGM and at the place of the AGM itself from 15 minutes before the AGM until the conclusion of the AGM:
  - (a) the service contracts of each of the executive directors of the Company; and
  - (b) the letters of appointment between the Company and each of the non-executive directors of the Company.

**Proxies**

- 2 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. Members can appoint a proxy through hard copy or through CREST.
- 3 The return of a completed form of proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
- 4 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).

**Hard Copy Proxy Form**

- 5 A hard copy form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
- 6 To be valid, the form of proxy must be completed and signed and received by the Company's registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU by no later than 10.00am on 11 October 2011.

**CREST Appointment of a Proxy**

- 7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.
- 8 In order for a proxy appointment 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 ("EUI") 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, Capita Registrars Limited (CREST Participant ID: RA10), by no later than 10.00am on 11 October 2011. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 9 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.
- 10 The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's registrars not later than two business days before the time of the meeting or any adjournment thereof.

**General**

- 11 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00pm on 11 October 2011 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. If the AGM is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00pm on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 12 Persons who are not shareholders (or duly appointed proxies or corporate representatives of shareholders) in the Company will not be admitted to the AGM unless prior arrangements are made with the Company.
- 13 As at 6 September 2011 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 18,064,636 ordinary shares of £0.01 each and which each carry one vote. Therefore, the total voting rights in the Company as at 6 September 2011 are 18,064,636.
- 14 A corporation which is a member 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.