

ATTENDANCE CARD

Mattioli Woods plc – Annual General Meeting

Attendance card: holders of ordinary shares

Annual General Meeting on Thursday 13 October 2011 at the offices of Mattioli Woods, MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY at 10.00 a.m. GMT.

If you are attending the Meeting please sign this card and return it to Mattioli Woods, MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY prior to the AGM.

If you have appointed a person other than the Chairman of the Meeting to attend on your behalf, both you and your proxy must sign this card.

Name

Address

Signature of Shareholder

Signature of Proxy

N.B. A duly appointed proxy may attend the Meeting and vote on a poll on your behalf but, if he is not himself a member of the Company, he cannot speak nor can he vote on a show of hands.

Notes:

- The full text of each resolution to be proposed at the Meeting is set out in the Notice of the Meeting dated 9 September 2011. Members should read the resolutions set out in the Notice of the Meeting together with the explanation of the resolutions set out in the Chairman's letter to the shareholders of the Company dated 9 September 2011.
- 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 the Meeting.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person.
- A proxy does not need to be a member of the Company but must attend the meeting in person to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box provided. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. 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.
- 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 properly put before the meeting (including any motion to amend any resolution or to adjourn the Meeting).
- To appoint a proxy using this form, the form must be:
 - completed and signed; and
 - deposited with the Company's registrar at Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU no later than 10.00am on 11 October 2011
- In the case of a member which is a company, this proxy form 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 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 Capita Registrars Limited (CREST Participant ID: RA10) by no later than 10.00am on 11 October 2011. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- 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).

FORM OF PROXY

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

Company Number: 3140521

For use at the annual general meeting of the Company to be held MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY on 13 October 2011 at 10.00am.

For use by members only

Before completing this form, please read the explanatory notes below

I/we* of being a member/members* of the Company, hereby appoint or, failing him/her*, the Chairman of the meeting to act as my/our* proxy and to attend, speak and vote on my/our* behalf at the annual general meeting of the Company (the "Meeting") to be held at MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY on 13 October 2011 at 10.00am, and at any adjournment of that meeting.

I/we* direct my/our* proxy to vote on the following resolutions as I/we* have indicated by marking the appropriate box below 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 amend any resolution or to adjourn the annual general meeting).

(*delete as applicable)

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive and adopt the Company's annual accounts and financial statements for the year ended 31 May 2011 together with the directors' report and auditors' report on those accounts.			
2. To re-elect Nathan Imlach as a director.			
3. To re-elect John Redpath as a director.			
4. To elect Helen Keays as a director.			
5. To re-appoint Baker Tilly UK Audit LLP as the auditors to the Company.			
6. To authorise the directors to agree and fix the auditors' remuneration.			

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
7. To declare a final dividend recommended by the directors of 3.30 pence per ordinary share for the year ended 31 May 2011.			
8. To grant to the directors of the Company pursuant to section 551 of the Companies Act 2006 authority to exercise the powers of the Company to allot shares and securities of the Company up to a maximum nominal amount of £60,215.45.			
SPECIAL RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
9. To grant the directors of the Company the power to allot equity securities for cash as if the statutory pre-emption rights contained in section 561 of the Companies Act 2006 did not apply to any such allotment subject to the limitations set out in the resolution.			

PLEASE SIGN WHERE INDICATED AND THEN COMPLETE THE REQUESTED DETAILS BELOW IN BLOCK CAPITALS

Signature of shareholder or common seal/signature of duly authorised officer/attorney of corporate shareholder

Print name of signatory

Address of signatory

Date

Print name of shareholder where signed on behalf of a shareholder

LOCATION OF AGM

Mattioli Woods
MW House,
1 Penman Way,
Grove Park,
Enderby,
Leicester LE19 1SY

On Thursday 13 October 2011
at 10.00 a.m.

DIRECTIONS

Leave the M1 at J21 and head towards Leicester.
Keep to the left hand lane and take the first slip road
towards the A563.

Approaching the next roundabout take the left slip
road onto the A563.

Immediately move into the second lane.

The business park is on your right.

Approaching the traffic lights take the right hand slip
road to take you into the business park but remain in
the left lane of the slip road.

Once on Grove Park take the first left.

The entrance is on your right.

At the entrance of the business park there is a large
sign and monument with Grove Park clearly marked.

The office has a large sign – MW House.

Registered office: Mattioli Woods plc, MW House, 1 Penman Way,
Grove Park, Enderby, Leicester LE19 1SY.

www.mattioli-woods.com
Registered in England No. 3140521

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
Beckenham
BR3 4TU