

Attendance card

Mattioli Woods plc - Annual General Meeting

Attendance card: holders of ordinary shares

Annual General Meeting on Thursday 22 October 2009 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 Annual General Meeting is set out in the Notice of General Meeting contained in the Circular to shareholders of the Company dated 18 September 2009. Shareholders should read the resolutions set out in the Notice of General Meeting together with the explanation of the resolutions set out in the Circular to shareholders of the Company dated 18 September 2009.
- 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.
- 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 to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. 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.
- 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 General Meeting).
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's registrars at Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham BR3 4TU; and
 - received by the Company no later than 10.00am on Tuesday, 20 October 2009.
- 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.
- 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).
- 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.

Form of proxy

Mattioli Woods plc - Annual General Meeting

For use at the Annual General Meeting of the Company to be held at MW House, 1 Penman Way, Grove Park, Enderby, Leicester LE19 1SY at 10.00 am on Thursday 22 October 2009.

Before completing this form, please read the explanatory notes below

I/We being a member of the Company appoint the Chairman of the meeting or (see note 4)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 22 October 2009 at 10.00 am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to 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 Annual General Meeting).

Ordinary resolutions

	For	Against	Vote withheld
1. To receive, consider and adopt the Company's annual accounts and financial statements for the year ended 31 May 2009 together with the Directors' report and auditors' report on those accounts			
2. To re-elect John Redpath as a Director			
3. To re-elect Ian Mattioli as a Director			
4. To re-elect Nathan Imlach as a Director			
5. To re-appoint Baker Tilly UK Audit LLP as auditors to the Company and to authorise the Directors to determine their remuneration			
6. To authorise the Directors to determine the auditors remuneration			
7. To declare a final dividend recommended by the directors of 2.75 pence per ordinary share for the year ended 31 May 2009			
8. To grant to the Directors of the Company for the purposes of section 80 of the Companies Act 1985 authority to exercise the powers of the Company to allot shares and securities of the Company up to a maximum nominal amount of £17,300			

Special resolutions

	For	Against	Vote withheld
9. To disapply statutory pre-emption rights on allotments of equity securities for cash under section 89 of the Companies Act 1985 including in relation the allotment of equity securities up to an aggregate nominal value not exceeding £8,650			
10. To: (a) delete all the provisions of the Company's Memorandum of Association which are to be treated as provisions of the Company's Articles of Association; and (b) adopt the proposed Articles of Association provided for inspection on the Company's website as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association			

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

Date

Print name of signatory

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 22 October 2009
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 SERVICE
Licence No. MB122



Capita Registrars
Proxies
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU