

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 consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom, or, if not, another appropriately authorised independent professional adviser.

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 15 October 2015 at 10.00am), please forward this document, together with the accompanying Form of Proxy, 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 No: 3140521)

Notice of Annual General Meeting

Notice of the AGM of the Company, to be held at MW House, 1 Penman Way, Grove Park, Enderby, Leicester, LE19 1SY on 15 October 2015 at 10.00am, is set out on pages 5 and 6 of this document.

A Form of Proxy for use in connection with the AGM is enclosed with this document and should be completed, signed and returned, in accordance with the instructions thereon, to the Company’s Registrars at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible and, in any event, not later than 10.00am on 13 October 2015, being 48 hours before the time appointed for the holding of the AGM. The completion and return of a Form of Proxy will not preclude a shareholder from attending and voting at the AGM in person. If you do not complete and return a valid Form of Proxy or attend the AGM in person to vote, no-one else may vote on your behalf. CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment services may do so. For full details of the procedure for appointing a proxy, please see the notes to the notice of the AGM on pages 7 and 8 of this document.

LETTER FROM THE CHAIRMAN OF MATTIOLI WOODS PLC

MATTIOLI WOODS PLC

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

Directors

Robert Woods (Executive Chairman)
Ian Mattioli (Chief Executive)
Nathan Imlach (Finance Director and Company Secretary)
Murray Smith (Sales and Marketing Director)
Mark Smith (Operations Director)
Alan Fergusson (Employee Benefits Director)
John Redpath (Non-Executive Director)
Joanne Lake (Deputy Chairman)
Carol Duncumb (Non-Executive Director)

Registered Office

MW House
1 Penman Way
Grove Park
Leicester
LE19 1SY

18 September 2015

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 MW House, 1 Penman Way, Grove Park, Enderby, Leicester, LE19 1SY on 15 October 2015 at 10.00am. The formal notice of the AGM (“**Notice**”) is set out on pages 5 and 6 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 are 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 but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it to the **Company’s Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible and, in any event, not later than 10.00am on 13 October 2015**. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so and should follow the instructions set out in the notes to the Notice.

2. Business to be transacted at the AGM

Details of the resolutions 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 One: 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 2015, together with the strategic report and the reports of the Directors and auditors of the Company thereon. Shareholders will have the opportunity to put questions on the annual report and accounts of the Company to the Directors before the resolution is proposed to the AGM.

Ordinary Resolutions Two to Four: Re-election of Directors

The Company’s articles of association (“**Articles**”) 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. In addition, the Articles require that any Director who has held office with the Company as a non-executive Director for a continuous period of nine years or more at the date of the AGM shall retire from office and may offer himself for re-election. As each of Ian Mattioli and Joanne Lake have not retired at the previous two annual general meetings, and John Redpath has held office as a non-executive Director of the Company for a continuous period of more than nine years at the date of the AGM, they will each retire as a Director and stand for re-election.

Brief biographical details of Ian Mattioli, Joanne Lake and John Redpath are included in the annual report of the Company at pages 22 and 23.

Ordinary Resolutions Five and Six: 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 next year's annual general meeting and to grant authority to the Directors to determine the auditors' remuneration.

Ordinary Resolution Seven: Declaration of final dividend

Shareholders will be asked to approve the payment of a final dividend of 7.16 pence per Ordinary Share for the year ended 31 May 2015, as recommended by the Directors. If approved and declared at the AGM, the final dividend will be payable on 26 October 2015 to all holders of Ordinary Shares on the register of members at the close of business on the record date of 18 September 2015.

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

The authority granted to the Directors to allot Ordinary Shares at last year's annual general meeting of the Company will expire following the conclusion of the AGM.

It is, therefore, proposed to authorise the Directors to allot Ordinary Shares up to a maximum nominal value of £83,334.70 (representing 8,333,470 Ordinary Shares), which is approximately equal to one-third of the Company's issued share capital as at 9 September 2015 (being the last practicable date prior to the publication of this document). 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 acquisition 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.

Special Resolution Nine: Disapplication of statutory pre-emption rights on allotment of Ordinary 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 Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. It is, therefore, proposed that the Directors be granted 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 Act.

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 £25,000.41 (representing 2,500,041 Ordinary Shares, which would constitute approximately 10 percent of the issued share capital of the Company as at 9 September 2015 (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 9 September 2015 was 25,000,410. The Company does not currently hold any treasury shares. The proposed resolution also dis-applies 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.

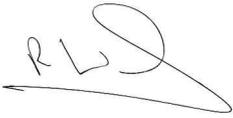
3. Action to be taken

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, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU** as soon as possible and, in any event, so as to be received not later than 10.00am on 13 October 2015. The completion and return of a Form of Proxy will not prevent you from attending the AGM and voting in person should you wish to do so. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so and should follow the instructions set out in the notes to the Notice on pages 7 and 8 of this document.

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

A handwritten signature in black ink, appearing to read 'RWJ', with a long horizontal flourish extending to the left.

Robert Woods
Chairman

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 of Mattioli Woods plc (the "**Company**") will be held at MW House, 1 Penman Way, Grove Park, Enderby, Leicester, LE19 1SY on 15 October 2015 at 10.00am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions of which resolutions one to eight will be proposed as ordinary resolutions and resolution nine will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. THAT the Company's annual accounts for the financial year ended 31 May 2015, together with the strategic report and the reports of the directors and auditors of the Company thereon, be received and adopted.
2. THAT Ian Mattioli be re-elected as a director.
3. THAT Joanne Lake be re-elected as a director.
4. THAT John Redpath be re-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 annual general meeting of the Company.
6. THAT the directors be authorised to agree and fix the auditors' remuneration.
7. THAT a final dividend of 7.16 pence per ordinary share of £0.01 each in the capital of the Company be declared for the year ended 31 May 2015.
8. THAT, in accordance with the provisions of section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company be and are hereby generally and unconditionally authorised (in substitution for all previous authorities conferred upon the directors of the Company pursuant to section 551 of the Act but without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot or grant rights to subscribe for relevant securities (within the meaning of section 560(1) of the Act) of up to an aggregate nominal value equal to £83,334.70 (equivalent to 8,333,470 ordinary shares of £0.01 each in the capital of the Company), to such persons at such times and generally on such terms and conditions as the directors of the Company may determine (subject always to the articles of association of the Company) provided that this authority, unless it is (prior to its expiry) duly revoked or varied or renewed, shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the passing of this resolution, save that the directors of the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

9. THAT, subject to and conditional upon the passing of resolution 8 in the notice convening the meeting at which this resolution is proposed (the "**Notice**") and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 8 in the Notice as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:
 - (a) the allotment of equity securities (other than pursuant to paragraph (b) below) up to an aggregate nominal amount equal to £25,000.41 (equivalent to 2,500,041 ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**")); and

SPECIAL RESOLUTION continued

(b) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of Ordinary Shares on the register of members at such record date as the directors of the Company may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares in the Company held or deemed to be held by them on any such record dates (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever,

provided that this authority and power shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement 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 such offer or agreement as if the power conferred by this resolution had not expired.

Dated: 18 September 2015

By order of the Board:



Nathan Imlach
Company Secretary

Registered Office:
MW House
1 Penman Way
Grove Park
Enderby
Leicester
LE19 1SY

Notes

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:
 - 10:00am on 13 October 2015; or
 - if this annual general meeting ("AGM") is adjourned, at 6:00pm on the day which is two 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 AGM.

Appointment of 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 proxy need not be a shareholder of the Company but must attend the AGM to represent you.
3. 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. To appoint more than one proxy, contact the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU. 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.
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 joint holdings (the first-named being the most senior).
5. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. To be valid, the Form of Proxy must be received by the Company's Registrars, Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, BR3 4TU by 10.00am on 13 October 2015, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the AGM.
6. 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.
7. 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 select either the "Discretionary" 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 AGM (including, without limitation, any resolution to adjourn the meeting or any resolution to amend a resolution proposed at the AGM).

Changing or revoking proxy instructions

8. Where you have appointed a proxy and would like to change your instructions, please contact the Company's Registrars' helpline on 0871 664 0300 or if telephoning from outside the UK, on +44 (0) 203 728 5000 from Monday to Friday between 9.00am and 5.30pm. Calls to this number are typically charged up to 10 pence per minute. Calls from landlines and mobiles are included in free call packages but providers costs may vary. Calls to Capita Asset Services from outside the UK are charged at applicable international rates. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
9. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice, clearly stating your intention to revoke your proxy appointment, to Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, BR3 4TU. In the case of a shareholder that 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 within the revocation notice. The revocation notice must be received by 10.00am on 13 October 2015, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the AGM.

Corporate representatives

10. Any corporation that is a member can appoint one or more corporate representatives to exercise on its behalf the same powers as if it were an individual member of the Company provided that they do so in relation to different shares held.

Notes continued

Appointment of proxies electronically through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. 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 Asset Services (CREST Participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
13. 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 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 of the CREST Manual concerning practical limitations of the CREST system and timings.
14. 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.
15. 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 13 October 2015 (or in the event of any adjournment, at 6.00pm on the day which is two business days before the date fixed for the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. 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.

Questions at the AGM

16. 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.

Issued shares and total voting rights

17. As at 9 September 2015 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 25,000,410 ordinary shares of £0.01 each and which each carry one vote. Therefore, the number of total voting rights in the Company as at 9 September 2015 was 25,000,410. The Company does not hold any ordinary shares in treasury.

Documents available for inspection

18. 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 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 between the Company and 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.

Communication

19. Except as provided above, shareholders who wish to communicate with the Company in relation to the AGM should do so by writing to Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, BR3 4TU. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of AGM or in any related documents (including in the Chairman's letter and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.