

Proxy card

Notice of Availability – Notice of Annual General Meeting ("AGM") and Annual Report

IMPORTANT - PLEASE READ CAREFULLY

You can now access the Annual Report for the year ended 31 March 2021 and the Notice of AGM by visiting the website, www.themindgym.com

MindGym plc (the 'Company')

Form of proxy

Under UK Government guidelines, shareholders will be unable to attend the AGM in person. Accordingly, shareholders are strongly advised to appoint the chair of the AGM as their proxy with their voting instructions.

Please refer to the notes on the reverse of this Form of Proxy.

I/We, being a member of the Company, hereby appoint the Chairman of the Annual General Meeting or:

Name of proxy

No. of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 9.00am on 15 July 2021 at the office of the Company at 160 Kensington High Street, London, W8 7RG, and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following Resolutions.

Resolutions

Please mark 'X' to indicate how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1. To receive and adopt the Directors' report and accounts for the period ending 31 March 2021				9. To re-elect Sally Ann Tilleray as a Director			
2. To approve the Directors' Remuneration Report for the year ended 31 March 2021				10. To elect Trevor Phillips as a Director			
3. To elect Ruby McGregor-Smith as a Director				11. To reappoint BDO LLP as auditors of the Company			
4. To re-elect Sebastian Bailey as a Director				12. To authorise the Audit & Risk Committee to agree the auditor's remuneration			
5. To re-elect Joanne Black as a Director				13. To authorise the Directors to allot shares			
6. To re-elect Octavius Black as a Director				14. Authority to disapply statutory pre-emption rights			
7. To re-elect David Nelson as a Director				15. Additional authority to disapply statutory pre-emption rights			
8. To re-elect Richard Steele as a Director				16. To authorise the Company to purchase its own shares			

Name

Signature

Date

Explanatory Notes

To be effective, all proxy appointments must be lodged with the Company's Registrars at:

Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 9.00am on 13 July 2021

Notes

1. Given the restrictions in place during the COVID-19 pandemic, shareholders are encouraged to submit their proxy form to ensure that their votes are registered. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. Under the current circumstances, the Board strongly advises shareholders to appoint the chairman of the meeting as proxy for all votes. Please note that appointing a proxy who cannot attend the AGM will effectively void your vote.
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0371 384 2030* or on +44 (0)121 415 7047 if calling from outside the UK, or you may photocopy this form. Please indicate the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30pm on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. Any alterations made to this form should be initialled.

*Lines are open 08:30am to 5:30pm, Monday to Friday – Excluding public holidays in England and Wales.