

Proxy card

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

Mind Gym plc (the ‘Company’)

IMPORTANT - PLEASE READ CAREFULLY

You can now access the Annual Report for the year ended 31 March 2022 and the Notice of AGM by visiting the website, www.themindgym.com

Form of proxy

We encourage all shareholders to vote by proxy, further details of which are contained in this document.

Please refer to the notes on the reverse of the attendance card before completing the form.

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 14 July 2022 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 the Company’s financial statements for the year ended 31 March 2022 together with the reports of the Directors and auditor thereon.				9. To re-elect Trevor Phillips as a Director of the Company.			
2. To approve the Directors’ Remuneration Report for the year ended 31 March 2022.				10. To elect Dominic Neary as a Director of the Company.			
3. To re-elect Ruby McGregor-Smith as a Director of the Company.				11. To reappoint BDO LLP as auditors of the Company.			
4. To re-elect Sebastian Bailey as a Director of the Company.				12. To authorise the Audit & Risk Committee to agree the remuneration of the auditor of the Company.			
5. To re-elect Joanne Black as a Director of the Company.				13. To authorise the Directors to allot shares.			
6. To re-elect Octavius Black as a Director of the Company.				14. Authority to disapply statutory pre-emption rights.			
7. To re-elect David Nelson as a Director of the Company.				15. Additional authority to disapply statutory pre-emption rights.			
8. To re-elect Sally-ann Tilleray as a Director of the Company.				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 12 July 2022.

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the section next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
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. The above is how your address appears on the Register of Members. If this information is incorrect, please ring the Registrar's helpline on 0371 384 2030* or on +44 (0)121 415 7047 if calling from outside the UK.
6. 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.