

# Real Good Food plc

(Incorporated and registered in England and Wales with registered number 04666282)

## FORM OF PROXY

I/We being a member of the Company, hereby appoint the Chairman of the meeting, or (see notes 2, 3 and 4)

**Name of proxy** .....  
(BLOCK CAPITALS)

Tick this box if the proxy instruction is one of multiple instructions being given (see note 4)

**Number of shares proxy appointed over** .....

as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of J F Renshaw Limited at Crown Street, Liverpool L8 7RF at 10.00 a.m. on 10 May 2021 (the "GM") on the following resolution to be submitted to the GM and at any adjournment of the GM, and any other business which may properly come before the GM and any such adjournment.

I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolution:

RESOLUTION	For	Against	Vote Withheld (see note 6)
<b>THAT:</b> the disposal by N Brown Foods Limited of its entire interest in the issued share capital of Brighter Foods Limited be approved.			

Signature .....

Date .....2021

Print Name .....

### Joint holders (if any)

Signature ..... Signature.....

Date ..... Date .....

Signature ..... Signature.....

Date ..... Date .....

## NOTES:

- 1 You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of the GM.
- 2 Registered Shareholders are entitled to attend, speak, and vote, either in person or by proxy, at general meetings of the Company. **Given the uncertainty, in light of the COVID-19 pandemic, around whether Shareholders will be able to attend the GM it is recommended that all Shareholders appoint the chairman of the GM as their proxy to vote in accordance with their instructions. This will ensure that their vote will be counted even if attendance is restricted or they are unable to attend in person.**
- 3 A proxy need not be a member of the Company but must attend the GM for the member's vote to be counted. The return of a completed proxy form in accordance with these notes will not prevent a Shareholder from attending the GM and voting in person (should this be permitted under applicable COVID-19 restrictions) if a Shareholder wishes to do so.
- 4 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 appoint more than one proxy (an) additional proxy form(s) may be obtained by photocopying this form. Please indicate in the space below the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy, please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together in the envelope provided. Please see notes 2 and 3 above.
- 5 In the absence of any instructions on the resolution referred to above, your proxy will vote as he or she thinks fit or abstain (i.e. can decide not to vote at all). Your proxy must vote in accordance with any instructions given by you. Your proxy will also vote or abstain as he or she thinks fit on any other matter properly coming before the meeting, including on any resolution to amend a resolution or to adjourn the meeting. Proxies may vote on a show of hands and on a poll.
- 6 To abstain from voting on the resolution, put an 'X' in the "vote withheld" column against the resolution. A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution.
- 7 To be valid this proxy form must be completed and signed and reach the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL not later than 10.00 a.m. on 6 May 2021.
- 8 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).
- 9 In the case of a corporation, this proxy form must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation. If this proxy form is executed under a power of attorney or other authority, the power of attorney and other authority (or a duly certified copy of it) must be lodged with Link Group with the proxy form.
- 10 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.
- 11 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and 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 8.00 p.m. on 6 May 2021 (or, in the case of an adjourned meeting, 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it). 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.
- 12 You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this proxy form (or in any related or accompanying document (including any circular)) to communicate with the Company for any purposes other than those expressly stated (if any).