

Notes on filling in your form of Proxy

- As a shareholder of the Company, you have the right to go to, speak at and vote at the AGM. If you cannot or do not want to go to the meeting, but still want to vote, you can appoint someone to go to the meeting and vote instead of you. That person is known as a "proxy". You can use this form to appoint the Chairman or someone else as your proxy. You can only appoint a proxy using the procedures set out in these notes.
- Your proxy does not have to be a shareholder of the Company.
- If you want to appoint the Chairman as your proxy, insert "Chairman" in the space. If you want to nominate someone other than the Chairman as your proxy, give that person's name in the space. Your proxy must then go to the meeting to vote on your behalf. However, if you do this and you, or your proxy, do not go to the meeting, your vote cannot be counted. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. If you sign and return this form of proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
- 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, please photocopy this form. Please mark the "Multiple Proxy" box with an "X" if the proxy instruction is one of multiple instructions being given and indicate in the "Shares" box, the number of shares to which the instruction relates.
- 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 "Abstain" 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 put before the AGM.
- If someone signs this form for you, when you or that person sends the form to us, you or that person must enclose the authority under which the form is signed. If you are appointing the proxy for a company, the form must show the company's seal or be signed on its behalf by an officer; attorney or other person authorised to sign for the company. Where an officer signs this form, the signatory should state his or her office on the form.
- For the proxy named in this form to act for you, your completed and duly signed form must arrive at the Company's Registrars, Capita Asset Services, FREEPOST CAPITA PXS; this is all you need to write on the envelope no other details are required, by 6.00 pm on 24 October 2017 or at least 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before any adjourned meeting.
- In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names appear in the register of members in respect of the joint holding.
- Please do not enclose anything else with your form (except for the authority mentioned in note 6 above where appropriate).
- If your form arrives late, it will not be valid and will not replace any earlier form of proxy we have received. We cannot accept forms of proxy returned by fax.
- Entitlement to attend and vote at the meeting or at any adjourned meeting and the number of votes you can cast, will be determined by reference to the shareholder register at close of business on 23 October 2017 or, if the meeting is adjourned, 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time fixed for such adjourned meeting.
- If you send a form of proxy, you can still go to the meeting and vote. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be dealt with as set out in the notes to the Notice of AGM.
- If we receive more than one form of proxy from the same shareholder, the appointments will be dealt with as set out in the notes to the Notice of AGM.
- If you make any alterations on this form, you must put your initials next to them.
- You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.
- For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of AGM.
- CREST members who wish to appoint a proxy or proxies using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST), subject to the provisions of the Company's articles of association. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID: RA10) by 6.00 pm on 23 October 2017.

Real Good Food plc (the "Company") FORM OF PROXY

For use at the Annual General Meeting to be held at the **Real Good Food Development Centre, 61 Stephenson Way, Wavertree Tech Park, Liverpool L13 1HN**, at 11.00 a.m. on Thursday 26 October 2017
I/We

of

being a member(s) of the Company entitled to attend and vote at the Annual General Meeting of the Company convened to take place at **Real Good Food Development Centre, 61 Stephenson Way, Wavertree Tech Park, Liverpool L13 1HN**, at 11.00 a.m. on Thursday 26 October 2017 hereby appoint "the Chairman of the Meeting (see note 1) or person named below:

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company and at any adjournment thereof.

The number of shares are

In the name of

Ordinary Resolutions

	For	Against	Abstain
(1) To receive and consider the Directors Report and accounts of the Company for the 12 month period ended 31 March 2017 and the auditor's report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) To elect Harveen Rai as the Finance Director, this is confirmation of the appointment by the board dated August 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) To elect Hugh Cawley as a Non-Executive Director, this is confirmation of the appointment of the board dated August 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) To re-elect as a Director, Patrick Ridgwell, who retires by rotation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5) To re-appoint Crowe Clark Whitehill LLP as auditor and authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(6) That the Directors of the Company be authorised to allot shares and grant rights to subscribe for and convert securities into shares up to a nominal amount of £517,765.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

(7) To authorise the Directors of the Company, pursuant to section 570 of the Act, to allot equity securities as if Section 561(1) of the Act did not apply.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--	--------------------------	--------------------------	--------------------------

Signature(s) Date /2017

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

