

Notes on filling in your form of proxy

1. 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 appoint a proxy only using the procedures set out in these notes or the notes to the Notice of AGM.
2. Your proxy does not have to be a shareholder of the Company.
3. If you want to appoint the Chairman as your proxy, insert "Chairman" in the space (or leave it blank). 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 do not, or your proxy does 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 him or her 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.
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, 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.
5. 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 "Vote withheld" 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.
6. 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.
7. If this proxy form is executed under a power of attorney or other authority, that power of attorney or other authority (or a notarially certified copy of it) must be lodged with the Company's Registrars referred to in note 8 below, with the proxy form.
8. For the proxy to act for you, your completed and duly signed form must arrive at the Company's Registrars, Link Asset Services, FREEPOST PXS, 34 Beckenham Road, BR3 9ZA (this is all you need to write on the envelope – no other details are required) by 11:00 am on Tuesday 24 September 2019 or at least 48 hours before any adjourned meeting.
9. 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.
10. Please do not enclose anything else with your form (except for the authority mentioned in note 7 above where appropriate).
11. 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.
12. 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 register of members at close of business on Tuesday 24 September 2019 or, if the meeting is adjourned, at close of business on the date falling two days before the time fixed for such adjourned meeting.
13. 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.
14. 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.
15. If you make any alterations on this form, you must put your initials next to them.
16. 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.
17. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of AGM.
18. 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 11:00 am on Tuesday 24 September 2019.

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

For use at the annual general meeting to be held at the **Downing LLP, St Magnus House, 3 Lower Thames Street, London, EC3R 6HD**, at 11:00 am on Thursday 26 September 2019

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 **Downing LLP, St Magnus House, 3 Lower Thames Street, London, EC3R 6HD**, at 11:00 am on 26 September 2019 hereby appoint *the Chairman of the Meeting (see notes 1 to 3 of this form of proxy) 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.

Please tick here if this proxy appointment is one of multiple appointments being made.

The number of shares are

In the name of

Ordinary Resolutions	For	Against	Vote withheld
(1) To receive and consider the directors' report and accounts of the Company for the 12 month period ended 31 March 2019 and the auditor's report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) To appoint Maribeth Keeling as a director – this is confirmation of the appointment by the board dated 15 July 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) To appoint Anthony Ridgwell as a non-executive director – this is confirmation of the appointment by the board dated 30 May 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) To re-appoint as a non-executive director Judith MacKenzie who retires by rotation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5) To re-appoint as a director Hugh Cawley who retires by rotation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(6) To appoint BDO LLP as auditors and authorise the audit committee to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(7) To authorise the directors to allot shares and grant rights to subscribe for or convert any securities into shares up to a maximum nominal amount of £651,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
(8) To authorise the directors, pursuant to section 570 of the Companies Act 2006, to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) Date 2019

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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