

PROXY FORM FOR GOODWIN PLC

(Form of Proxy for use at the Annual General Meeting to be held on Wednesday, 6th October, 2021 at 10.30 a.m.).

I/We the undersigned being (a) Member(s) of the Company hereby appoint T. J. W. Goodwin or failing him, M. S. Goodwin or failing him, S. R. Goodwin (all of whom are Directors of the Company) or as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 6th October, 2021 and at any adjournment thereof.

DATED , 2021

SIGNED

NAME
(Please use block capitals)

JOINT HOLDERS (if any)

ADDRESS
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RESOLUTION 1

To receive the Directors' Reports and the audited financial statements for the year ended 30th April, 2021.

| FOR | AGAINST | VOTE WITHHELD |
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RESOLUTION 2

To approve the payment of the proposed ordinary dividend on the ordinary shares.

| FOR | AGAINST | VOTE WITHHELD |
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RESOLUTION 3

To re-elect Mr. N. Brown as a Director.

| FOR | AGAINST | VOTE WITHHELD |
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RESOLUTION 4

To re-elect Mrs J. E. Kelly as a Non-Executive Director.

| FOR | AGAINST | VOTE WITHHELD |
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RESOLUTION 5

To approve the Directors' Remuneration Report.

| FOR | AGAINST | VOTE WITHHELD |
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RESOLUTION 6

To approve the re-appointment of RSM UK Audit LLP as auditor and to authorise the Directors to determine their remuneration.

| FOR | AGAINST | VOTE WITHHELD |
|-----|---------|---------------|
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(SEE NOTES OVERLEAF)

If a proxy form is not received and you are unable to attend the meeting your vote will not be counted. All valid proxy forms received represent one vote per share held and the proxy votes are published on our website.

NOTES:

1. The full text of each resolution to be proposed at the Annual General Meeting is set out in the Notice of Annual General Meeting dated 11th August, 2021.
2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote (on a show of hands and on a poll) at a general meeting of the Company.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman or failing him one of the Managing Directors, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the space, the Chairman or failing him either of the Managing Directors will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman or failing him either of the Managing Directors, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
5. 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.
6. 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 properly put before the meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting).
7. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company at: Ivy House Foundry, Hanley, Stoke-on-Trent, ST1 3NR or scanned and sent to proxies@goodwingroup.com; and
 - received by the Company no later than 10.30 am on 4th October, 2021.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or duly certified copy of such power or authority) must be included with the proxy form.
10. 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).
11. 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.