

WINMARK CORPORATION
ANNUAL MEETING OF SHAREHOLDERS

Wednesday, April 24, 2019
3:00 p.m.

Winmark Corporation
Corporate Headquarters
605 Highway 169 N, Suite 100
Minneapolis, MN 55441

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PROXY

This proxy is solicited by the Board of Directors for use at the Annual Meeting on April 24, 2019.

Your shares of stock will be voted as you specify below.

If no choice is specified, the proxy will be voted "FOR" Items 1, 2, 3 and 5, and voted "3 YEARS" on Item 4.

By signing the proxy, you revoke all prior proxies and appoint John L. Morgan and Brett D. Heffes, and each of them, with full power of substitution, to vote your shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

See reverse for voting instructions.

Winmark Corporation

Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

⇩ Please detach here ⇩

The Board of Directors Recommends a Vote FOR Items 1, 2, 3 and 5, and 3 YEARS on Item 4.

1. Set the number of directors at eight (8).

For Against Abstain

2. Election of Directors:

01 John L. Morgan	05 Kirk A. MacKenzie
02 Lawrence A. Barbetta	06 Paul C. Reyelts
03 Jenele C. Grassle	07 Mark L. Wilson
04 Brett D. Heffes	08 Steven C. Zola

Vote FOR all nominees (except as marked) Vote WITHHELD from all nominees

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

3. Advisory vote to approve executive compensation.

For Against Abstain

4. Approve holding an advisory vote to approve executive compensation every one, two or three years, as indicated.

1 Year 2 Years 3 Years Abstain

5. Ratify the appointment of GRANT THORNTON LLP as independent registered public accounting firm for the 2019 fiscal year.

For Against Abstain

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR ITEMS 1, 2, 3 AND 5, AND 3 YEARS ON ITEM 4.

Address Change? Mark box, sign, and indicate changes below:

Date _____, 2019

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons must sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy.