

This notice of meeting is important. Please read it straight away. If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Haynes Publishing Group P.L.C., please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the transfer was effected so that they can be passed on to the person who now owns the shares.

Haynes Publishing Group P.L.C.

(Registered in England and Wales No.659701)

Notice of Annual General Meeting at 1:00pm on Wednesday 8 November 2017

Notice is hereby given that the fifty-seventh Annual General Meeting (the "AGM") of Haynes Publishing Group P.L.C. (the "Company") will be held at the Haynes International Motor Museum, Sparkford, near Yeovil, Somerset on Wednesday 8 November 2017 at 1:00pm.

The report of the Directors and the Financial Statements for the year ended 31 May 2017 will be laid before the meeting and the following items dealt with:

Ordinary business

1. To receive the Directors' Report and the Financial Statements for the year ended 31 May 2017, together with the report of the auditors
2. To declare a dividend

To consider and if thought fit declare a final dividend of the Company by passing the following resolution:

THAT a final dividend for the year ending 31 May 2017 of 4.0p each "A" ordinary share and each ordinary share be declared payable on 16 November 2017 to the shareholders registered in the register of members on 27 October 2017.

3. To re-elect Mr E Bell as a director
4. To re-elect Mr JH Haynes OBE as a director
5. To re-elect Mr J Nicholson as a director
6. To re-appoint BDO LLP as auditors, and to authorise the Directors to determine their remuneration

To consider, and if thought fit, re-appoint BDO LLP as the Company's auditors by passing the following resolution:

THAT BDO LLP be and are hereby appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Company, and that the Directors are authorised to determine their remuneration.

7. To approve the Directors' Remuneration Report for the year-ended 31 May 2017.
8. To approve and adopt the Directors' Remuneration Policy which takes effect immediately on this resolution being passed.

Special business

9. To renew the Directors' powers to allot shares

To consider, and if thought fit, renew the Directors' powers to allot shares by passing the following as an Ordinary Resolution:

THAT, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ('the Act') to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £1,090,102 provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

10. Directors' power to allot shares for cash

To consider, and if thought fit, renew the Directors' powers to allot shares for cash by passing the following as a Special Resolution:

THAT the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 9 above and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment, provided that:

- (a) the power conferred by this resolution shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to £163,515; and
- (b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

11. To authorise the Company to buy its own shares

To consider and, if thought fit, to renew the Directors' power to repurchase ordinary shares by passing the following resolution as a Special Resolution:

THAT, in accordance with section 701 of the Act, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of that Act) of its own ordinary shares on such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 1,500,000;
- (b) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the closing mid market prices for the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) for the five business days prior to the date of purchase and the minimum price per ordinary share is the nominal value thereof exclusive of any expenses payable by the Company; and
- (c) the authority hereby given shall expire at the conclusion of the Annual General Meeting of the Company in 2018 save that the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

12. To prescribe the notice period required for general meetings

To consider and, if thought fit, to renew the ability of the directors to call general meetings on 14 clear days' notice by passing the following as a Special Resolution:

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board

RS Barker, Group Company Secretary
20 September 2017

Registered Office:
Haynes Publishing Group P.L.C.
Sparkford
Yeovil
Somerset
BA22 7JJ

Explanation of the resolutions set out above (using the same numbering)

1. A copy of the Annual Report and Accounts 2017 has been sent to each shareholder. The document can also be found online at www.haynes.co.uk/investor/.
2. The Directors propose a final dividend of 4.0p per share. The final dividend can only be paid if more than 50% of the votes cast at the meeting are in favour of Resolution 2.
- 3 & 4. In accordance with the Articles of Association the number closest to one third of the Directors are required to submit themselves for re-election each year being those Directors who have been longest in office since their last re-election or appointment.
E Bell (age 68). Eddie has held a number of senior positions spanning over 30 years in book publishing. Latterly he was the Executive Chairman and Publisher for Harper Collins UK and during his tenure was responsible for publishing the memoirs of both Mikhail Gorbachev and Lady Thatcher, and the autobiography of John Major. Eddie has also held a number of non-Executive positions both within and outside the publishing industry and is currently a non-executive director of New Century Media Limited. On 20 May 2009, Eddie was appointed the Company's Senior Independent Director. On 23 September 2015 Eddie was appointed Vice-Chairman and proceeded to undertake a Group operational and cost review. On 21 March 2016 Eddie was appointed Executive Chairman of the Group.
JH Haynes OBE (age 79). John's biography is the history of Haynes Publishing. John founded the Company in 1960 and by expanding operations into Europe and the USA, was responsible for its growth and development into the international business that we see today. The Company was taken public in 1979. John remains its principal and majority shareholder and takes a very active interest in all aspects of the Group's publishing activities. In 1985 he founded and is the principal benefactor of the Haynes International Motor Museum. In 1995 he was awarded the OBE for services to publishing. On 1 June 2010, 50 years after founding the Haynes Group, John stepped down as Group Chairman but remains on the Board as Founder Director.
5. Under the Articles of Association of the Company, any director appointed by the Board must retire at the first AGM after their appointment and may then offer them self for re-election.
J Nicholson (age 55) James (Jim) has a Business Administration and Accounting degree from California State University and an Executive M.B.A. from the Marshall School of Business at the University of Southern California. Jim qualified as a Certified Public Accountant with Deloitte LLP and following finance roles with Photo Acoustic Technology, Inc., and a subsidiary of the Meggitt Group P.L.C. engaged in the design and fabrication of pneumatic sub-assemblies for both military and commercial aircraft, Jim joined Haynes North America as Financial Controller in 1992. Jim was promoted to Vice President of Finance in 1998 and took over as Senior Vice President of the US operations on 1 June 2016. In 2016/17, working closely with the Group's senior executive team, Jim successfully managed the major restructuring of the US business and on 1 June 2017 Jim was appointed to the Group Board. Jim is resident in the USA.
6. At each General Meeting at which accounts are laid before the shareholders, the meeting is required to appoint auditors to serve until the next such meeting. Furthermore, it is the policy of the Board that the services offered by the auditors should be competitively reviewed by the Audit Committee every three years. Following such a review, and with the approval of the Committee, the Board recommends that the services of BDO LLP be retained and that the Directors be authorised to determine their remuneration.

7 & 8. Resolutions 7 and 8 will be proposed as ordinary resolutions. The Directors' Remuneration Report sets out the payments made to the Directors during the financial year ended 31 May 2017 and is detailed on pages 35 to 44 of the Annual Report 2017. In line with the new requirements this vote will be advisory and does not affect the future remuneration paid to the Directors (Resolution 7).

In line with requirements, the members are invited to approve the Directors' Remuneration Policy on pages 37 to 40 of the Annual Report 2017 which provides details of the Remuneration Committee's forward-looking policy on Directors remuneration. Under the requirements, members will have the opportunity to vote on the policy at least once every three years, or sooner if the Remuneration Committee has changes it needs to be approved by the shareholders. Once the remuneration policy has been approved by the shareholders it will be binding on the Company and payments outside of the policy to current, prospective or past directors cannot be made unless the payment is consistent with the policy or has been approved by the shareholders. If for any reason the members do not approve the resolution, the Company may continue to make payments to the Directors in accordance with their existing contractual arrangements and will seek new shareholder approval as soon as is practicable (Resolution 8).

9. Resolution 9 will be proposed as an Ordinary Resolution giving the Directors a general authority to allot further shares of the Company, having an aggregate nominal value of £1,090,102. This represents approximately one-third of the total ordinary share capital of the Company in issue at the date of this letter in accordance with institutional shareholder guidelines. The Directors have no present intention of exercising this authority. This authority will expire at the conclusion of the AGM to be held in 2018. In calculating the total issued ordinary share capital, the Company has included the 1,240,000 ordinary shares that it is holding in treasury. Please note that the Company has no right to vote on the treasury shares or receive any dividends in relation to the treasury shares that it holds.
10. Resolution 10, which will be proposed as a Special Resolution, is to renew the Directors' authority to issue equity securities for cash otherwise than in proportion to existing holdings. This authority is limited to shares having a maximum aggregate nominal value of £163,515 which represents just under 5% of the total ordinary share capital of the Company in issue at the date of this letter. The figure of 5% is the amount recommended by the Pre-Emption Group as being likely to be considered by the shareholders as "routine". This authority will expire at the conclusion of the AGM to be held in 2018. In calculating the total issued ordinary share capital, the Company has included the 1,240,000 ordinary shares that it is holding in treasury. Please note that the Company has no right to vote on the treasury shares or receive any dividends in relation to the treasury shares that it holds.
11. Resolution 11, which will be proposed as a Special Resolution, is to renew the Directors' authority to make market purchases of its ordinary shares. A buy-back of shares can be used to return value to shareholders and is frequently used by companies that have larger cash reserves than they currently need, as an easy means of reducing cash whilst enhancing earnings per share. Such shares would be cancelled and/or held in treasury. The authority being sought relates to 9% of the issued share capital. At present there are no outstanding warrants or options to subscribe for equity shares. In seeking this authority the Board is not indicating any commitment or present intention to purchase ordinary shares. The Directors would use the share purchase authority with discretion bearing in mind any impact on earnings per share, and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time. In calculating the total issued ordinary share capital, the Company has included the 1,240,000 ordinary shares that it is holding in treasury. Please note that the Company has no right to vote on the treasury shares or receive any dividends in relation to the treasury shares that it holds.
12. Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period. Before the coming into force of the Shareholders' Rights Regulations in August 2009, the Company was able to call certain general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 12, which is proposed as a Special Resolution, seeks such approval. AGMs will continue to be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Notes for completion of the Form of Proxy

- (1) A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent his appointer. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" (and delete that reference) and initial the alteration.
- (2) Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
- (3) If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.
- (4) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Group Company Secretary on (01963) 442009 or on +44 (1963) 442009 if calling from outside the UK, or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature, the number of shares in relation to which the person named on this form is 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 must be signed and returned to the Group Company Secretary together in the same envelope to the address specified in note 5 below. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- (5) To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand at the registered office of the Company at Sparkford, Yeovil, Somerset BA22 7JJ by 1:00pm on 6 November 2017. Alternatively, a scanned copy of the executed form of proxy may be deposited electronically at proxies@haynes.co.uk, to be received by 1:00pm on 6 November 2017.
- (6) The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but, if he or she does so, this proxy appointment will terminate automatically.
- (7) An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the Company.
- (8) In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- (9) A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Group Company Secretary on (01963) 442009 or on +44 (1963) 442009 if calling from outside the UK. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
- (10) A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company to the address set out in note 5. The revocation notice must be received by the Company by the time limit set out in note 5. Any revocation notice received after this time will not have effect.

Explanatory notes

1. Only those members registered in the register of members of the Company at close of business on Monday 6 November 2017 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. You may check whether you are on the register and check the details held by the registrars by accessing them on the internet at www.capitashareportal.com.
2. If you wish to attend the AGM in person, please report to the registration desk at the meeting venue where your details will be checked against the share register and signature requested in order that your attendance be recorded.
3. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent his appointer. A proxy must vote in accordance with any instructions given by his appointer. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment). A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the AGM or another person as a proxy. A member can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
4. The proxy, together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged by hand or by post at the registered office of Haynes Publishing Group P.L.C., Sparkford, Yeovil, Somerset BA22 7JJ or by electronic means (as set out in note 5 to the form of proxy) by 1:00pm on Monday 6 November 2017.
5. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it by the appointment of either a proxy (described in notes 3 to 4 above) or a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Act.
6. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Act, notes 3 and 4 above do not apply to you (as the rights described in these notes can only be exercised by members of the Company) but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. Resolutions 1 to 9 overleaf are Ordinary Resolutions, each of which will be passed if more than 50% of the votes cast are in favour. Resolutions 10 to 12 are Special Resolutions, each of which will be passed if 75% or more of the votes cast are in favour. The Directors believe these resolutions are in the best interests of shareholders as a whole and therefore recommend that members should vote in favour of each of them.
8. Copies of the executive directors' service contracts with the Company and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 11.45am on the day of the AGM until its conclusion.
9. As at 19 September 2017 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 9,000,000 "A" ordinary shares and 7,351,540 ordinary shares. Included in the issued ordinary share capital is 1,240,000 ordinary shares which are held by the Company in treasury. The Company is not able to vote on the treasury shares and the treasury shares carry no right to receive any dividend or other distribution of assets other than in relation to an issue of bonus shares. Therefore, as at 19 September 2017, the total voting rights in the Company are 15,111,540.
10. The following information is available at <http://www.haynes.co.uk/investor/>: (1) The matters set out in this Notice of AGM; (2) the total numbers of shares in the Company, and shares in each class, in respect of which members are entitled to exercise voting rights at the AGM; (3) the totals of the voting rights that members are entitled to exercise at the AGM, in respect of the shares of each class; and (4) members' statements, members' resolutions and members' matters of business (if any) received by the Company after the first date on which notice of the AGM was given.
11. Members attending the AGM have the right to ask, and, subject to the provisions of the Act, the Company must cause to be answered, any questions relating to the business being dealt with at the AGM.
12. It is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company cannot require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.