

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 Thursday 8 November 2018

Notice is hereby given that the fifty-eighth 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 Thursday 8 November 2018 at 1:00pm.

The report of the Directors and the Financial Statements for the year ended 31 May 2018 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 2018, 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 2018 of 4.0p for each "A" ordinary share and each ordinary share be declared payable on 15 November 2018 to the shareholders registered in the register of members on 26 October 2018.

3. To re-elect Mr JHC Haynes as a director
4. To re-elect Mr J Yates-Round as a director
5. To re-elect Mr A Kwarts as a director
6. To re-elect Mr P van der Galiën as a director
7. To re-elect Mr R Barker as a director
8. To re-appoint PricewaterhouseCoopers LLP as auditors, and to authorise the Directors to determine their remuneration

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

THAT PricewaterhouseCoopers 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.

9. To approve the Directors' Remuneration Report for the year-ended 31 May 2018.

Special business

10. 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 2019, 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.

11. Directors' powers 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 10 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 2019 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.

12. 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 2019 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.

13. 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
19 September 2018

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 2018 has been sent to each shareholder. The document can also be found online at www.haynes.com/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 (including by proxy) are in favour of Resolution 2.
- 3, 4. & 5. 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.

JHC Haynes (age 51) J joined the Board as a Non-Executive Director on 25 March 2000, having completed a two year MBA at the London Business School. J was formerly a Director at Beeson Gregory, a specialist investment bank, before which he worked for 5 years as a Graduate Trainee with Haynes North America, Inc. In January 2002, J was appointed Managing Director of the Group's UK and European operations and in June 2008 became Group Vice Chairman. On 1 June 2010 J was appointed Group Chairman. J is a patron of Prospex, a London charity that supports young people by providing them with access to learning opportunities and social activities that help build life skills and self-confidence. On 21 March 2016 J stepped down as Chairman ahead of being appointed Chief Executive Officer from 1 June 2016.

A Kwarts (age 63) Alex started his automotive career in 1985 with Olyslager, where he became IT director and a member of the board. In 1995, together with two partners, Alex left Olyslager to form Vivid Automotive (rebranded HaynesPro in 2012) where from the outset the vision was to deliver automotive technical information in an entirely digital format. Indeed, Vivid Automotive was the first European company to offer automotive technical data via the Internet. Alex was the Company's IT director from formation in 1995 and was appointed Managing Director in August 2009. Alex joined the Group Board in September 2010 and is resident in the Netherlands. On 21 March 2016 Alex was appointed Chief Technology Officer of the Haynes Publishing Group and retains an interest in HaynesPro as its Founder Director.

J Yates Round (age 57) Jeremy has worked in publishing for over 30 years, gaining a sales background with Hodder & Stoughton in both domestic and international markets. During the 1990's Jeremy moved into sales management with Collins becoming Deputy Managing Director of the Religious division. In 2001 Jeremy joined the Haynes Group as Sales and Marketing Director for the Haynes Book Division and in 2002 was appointed Managing Director of Sutton Publishing prior to its successful sale in 2007. Following this, Jeremy took over as Sales and Marketing Director of the Haynes UK operations and on 1 June 2010 was appointed Managing Director of the Haynes UK and European operations. Jeremy was appointed to the Group Board in June 2010 and was given additional responsibilities for group print publishing, production and the Haynes Australian business. In February 2018 Jeremy became Managing Director Haynes Consumer and took on the additional commercial responsibility for the Group's global consumer digital initiatives.

- 6 & 7. Under the Articles of Association of the Company, any director appointed by the Board must retire at the first AGM after his or her appointment and may then offer him/herself for re-election.

P van der Galiën (age 51) Peter has over 25 years' experience in international business. Following his education as an engineer in micro-electronics, Peter worked for 17 years at Motorola Inc. where he was promoted from Region Manager Benelux to Sales Director for Europe & Middle East's Embedded Communications & Computing (ECC) Division. In 2004, Peter was appointed Managing Director of Motorola Netherlands, retaining his existing European responsibilities and became Director of Sales in Emerson Inc., following the acquisition of Motorola ECC in January 2008. In October 2009 he joined Vivid Automotive (rebranded HaynesPro in 2012) as Director Sales & Marketing. In May 2016, Peter was appointed Managing Director of the HaynesPro Group and was involved in the acquisitions of OATS in 2016 and E3 Technical in 2017. On 1 February 2018, Peter was appointed to the Haynes Group Board as Executive Director for the Haynes Professional business.

Richard Barker (age 36) Rich is a Fellow Certified and Chartered Accountant who joined the Haynes Group in 2010 as UK Financial Controller after reading Business Studies at Bournemouth University and undertaking his accountancy qualifications with Milsted Langdon LLP in the South West of England. At the end of 2014, Rich moved to the Netherlands to take up the position of HaynesPro Finance Director. On the 1 June 2016, Rich moved back to the UK to take a position on the UK Board as UK & European Finance Director retaining his HaynesPro responsibilities. Rich has been involved

in the Group's recent UK & European acquisitions and asset purchases namely, Teon, OATS and E3 Technical. Rich was appointed to the Group Board and became the Group's Finance Director on 1 February 2018. Rich has also been the Group Company Secretary since March 2016.

8. 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 PricewaterhouseCoopers LLP be retained and that the Directors be authorised to determine their remuneration.
9. **Resolution 9 will be proposed as an Ordinary Resolution.** The Directors are required to prepare a report detailing the remuneration made to the Directors during the financial year ended 31 May 2018. The Remuneration report includes a statement from the Chair of the Remuneration Committee. In line with requirements this vote will be advisory and does not affect the future remuneration paid to the Directors.

At least every three years the Company is required to seek shareholder approval for its policy on Directors' remuneration as set out on pages 39 to 48 of the Annual Report 2018. As the Directors Remuneration Policy was approved at the 2017 AGM and as no changes to the policy are proposed at this time, there is no separate resolution for shareholders to approve the Directors Remuneration Policy at this year's AGM.
10. Resolution 10 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 2019. In calculating the total issued ordinary share capital, the Company has included the 1,229,054 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 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 2019. In calculating the total issued ordinary share capital, the Company has included the 1,229,054 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. Resolution 12, 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 1,229,054 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.
13. 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 13, 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 or her. A proxy need not also be a member of the Company but must attend the AGM in order to represent his or her 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, failing 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 2018. 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 2018.
- (6) The appointment of a proxy will not preclude a member from attending the AGM 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 Tuesday 6 November 2018 (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.signalshares.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 or her. 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 or her 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 Tuesday 6 November 2018.
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 10 overleaf are Ordinary Resolutions, each of which will be passed if more than 50% of the votes cast are in favour. Resolutions 11 to 13 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 18 September 2018 (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 1,229,054 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 18 September 2018, the total voting rights in the Company are 15,122,486.
10. The following information is available at <http://www.haynes.com/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.