

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	Haynes Publishing Group P.L.C.
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Haynes Publishing Group P.L.C.
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	27 November 2019
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	No

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Ordinary shares of 20 pence each / A Ordinary shares of 20 pence each			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	-	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-
TOTAL:	Nil	-	Nil	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

(a) Interests in Haynes Publishing Group P.L.C. held by Directors and close family relatives:

Name	Number of A Ordinary Shares	Number of Ordinary Shares	% of total issued share capital (both Ordinary & A Ordinary, excluding all treasury shares)
Directors			
J HC Haynes	-	39,933	0.26
Alex Kwarts	-	25,792	0.17
Eddie Bell	-	10,946	0.07
Close relatives			
Annette Haynes	-	326,375	2.16
Christopher Haynes	-	9,513	0.06

(b) Interests in Haynes Publishing Group P.L.C. held by personal representatives and family and related trusts

Name	Number of A Ordinary Shares	Number of Ordinary Shares	Total Number of A Ordinary Shares and Ordinary Shares	% of total issued share capital (both Ordinary & A Ordinary, excluding all treasury shares)
Personal representatives of the estate of John Harold Haynes deceased	8,250,000 ^[i]	197,500 ^[ii]	8,447,500	55.86
Family Trust - HSCMDH ^[iii]	450,000	163,500	613,500	4.06
Family Trust - HSJHCH ^[iv]	300,000	109,000	409,000	2.70
Family Trust – JHHST72 ^[v]	-	679,720	679,720	4.49
Haynes International Motor Museum ^[vi]	-	630,000	630,000	4.17

[i] Notes in connection with 8,250,000 A Ordinary Shares

- Annette C Haynes, John HC Haynes, Christopher MD Haynes and Richard G Bugler on behalf of Albert Goodman Trust Corporation Limited (company number 10619350) as personal representatives of the estate of John Harold Haynes deceased.
- The discretionary beneficiaries are John Haynes deceased's immediate family and various charities.

[ii] Notes in connection with 197,500 Ordinary Shares

- Legal ownership as for [i] above.
- Shares held beneficially by Annette C Haynes.

[iii] Haynes Settlement for the children of Christopher MD Haynes

- The settlors are John Haynes (deceased) and Annette C Haynes.
- The trustees are John HC Haynes and Christopher MD Haynes.
- The life tenants are CVA Haynes, ERJ Haynes and NHW Haynes.
- The discretionary beneficiaries are the life tenants, their children, parents or such persons added by the trustees.

[iv] Haynes Settlement for the children of John HC Haynes

- The settlors are John Haynes (deceased) and Annette C Haynes.
- The trustees are John HC Haynes and Christopher MD Haynes.
- The life tenants are ARD Haynes and FLC Haynes.
- The discretionary beneficiaries are the life tenants, their children, parents or such persons added by the trustees.

[v] John Harold Haynes Settlement Trust of 1972

- The settlor is John Haynes (deceased).
- The trustees are John HC Haynes and Christopher MD Haynes.
- The beneficiaries are John HC Haynes and Christopher MD Haynes.

[vi] Shares are held legally by Annette C Haynes, NB Sanders, TM Marsh, M Penn and HEB Mayes as trustees of The Haynes International Motor Museum.

(c) Long Term Incentive Plan (“LTIP”) awards held by Haynes Publishing Group P.L.C. Directors

LTIP awards have been granted to Haynes Executive Directors and senior managers on an annual basis and vest over a period of three years subject to continued service and the achievement of two key performance measures. Performance is measured based on an equally weighted combination of adjusted Earnings Per Share growth and adjusted Return on Average Capital Employed. Please see the Director’s Remuneration Report on pages 37 – 46 of the 2019 Haynes Annual Reports & Accounts for further detail.

	Nil cost LTIP awards granted with a vesting date (subject to performance and Employment conditions) of 31 May 2020	Nil cost LTIP awards granted with a vesting date (subject to performance and Employment conditions) of 31 May 2021
Name	Outstanding	Outstanding
J HC Haynes	20,000	20,000
James Bunkum	20,000	20,000
Jeremy Yates-Round	20,000	20,000
Alex Kwarts	20,000	20,000
Peter van der Galiën	20,000	20,000
Richard Barker	8,667	20,000

Details of any interests, short positions and rights to subscribe (including directors’ and other employee options) of any person acting in concert with the party to the offer making the disclosure:

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	28 November 2019
Contact name:	Richard Barker Group Company Secretary
Telephone number:	+44 (01963) 440635

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.