

# ATTENDANCE CARD Haynes Publishing Group P.L.C. – Court Meeting

## Location

Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT

By an order dated [28] February 2020 made in the matter of Haynes Publishing Group P.L.C. (the "Company") and the Companies Act 2006, the Court has granted permission for a meeting of the holders of Scheme Shares (as defined in the scheme document of the Company dated [●] March 2020 (the "Scheme Document")) in the capital of the Company (the "Scheme Shareholders") to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") proposed to be made between the Company and Scheme Shareholders and that such court meeting of the Company shall be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on [●] March 2020 at 10.00 a.m. (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend.

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
COMPANIES COURT (ChD)

CASE NO CR-2020-001123

IN THE MATTER OF HAYNES PUBLISHING GROUP P.L.C.

- AND -

IN THE MATTER OF THE COMPANIES ACT 2006

Signature of  
person attending

Bar Code:

If you are not planning on attending the Court Meeting in person, you may appoint a proxy to attend and to speak and vote on your behalf by completing and returning the proxy form attached below in the pre-paid envelope enclosed. Sending a proxy will not prevent you from attending the Court Meeting in person and voting yourself if you subsequently decide to do so.

The proxy form attached below and the proxy form for the General Meeting (as defined in the Scheme Document) should be returned in the same pre-paid envelope which has been enclosed.

## Notice of Availability – Notice of Court Meeting and Scheme Document

### Important – please read carefully

You can access the Haynes Publishing Group P.L.C. Notice of Court Meeting and a copy of the Scheme Document issued on [2] March 2020 by visiting this website: <https://investor.haynes.com>.

Please note the deadline for the Company's registrar to receive proxies is 10.00 a.m. on [●] March 2020 which is 48 hours (excluding any part of a day that is not a business day) before the start of the Court Meeting (or, in the case of any adjournment of the Court Meeting, not later than 48 hours (excluding any part of a day that is not a business day) before the time appointed for holding the adjourned meeting).

If this form of proxy is not returned by the relevant time, it may be handed to a representative of the Company's registrar, Link Asset Services or the Chairman of the Court Meeting before the taking of the poll at the Court Meeting and will still be valid.

Kindly note this form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. The personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Link Asset Services accept no liability for any instruction that does not comply with these conditions.

## Haynes Publishing Group P.L.C. Court Meeting – Form of Proxy

Please tear off and return this form of proxy.

This form of proxy and the form of proxy for the General Meeting should be returned in the same pre-paid envelope which has been enclosed.

Bar Code:

I/We being a member/members of the Company hereby appoint the Chairman of the meeting or (see note 3)

Event Code:

Name of Proxy

Number of Shares if less than total holding

as my/our proxy to attend and to speak and vote on my/our behalf at the Court Meeting to be held on [●] March 2020 at 10.00 a.m. and at any adjourned meeting for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme (as defined in the Scheme Document and referred to in the notice convening the Court Meeting in Part 9 of the Scheme Document) and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please mark 'X' here if this appointment is one of multiple appointments being made.  (see note 2)

**IMPORTANT:** If you wish to vote for the Scheme, sign the box marked "FOR the Scheme", or if you wish to vote against the Scheme, sign the box marked "AGAINST the Scheme". Only insert your name once. If you sign both boxes, or if you do not sign either, this form of proxy will be invalid. Joint shareholders should refer to note 9 overleaf.

Please sign only **ONE** of the boxes below

FOR the Scheme  
Signature

AGAINST the Scheme  
Signature

Date:

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company  
name:

Official  
capacity:

#### Notes:

1. A member of the Company entitled to attend, to speak and vote at the Court Meeting is entitled to appoint one or more proxies to exercise all or any of its rights to attend and to speak and vote on its behalf at the meeting. A proxy need not be a member of the Company but must attend the meeting. You can only appoint a proxy using the procedures set out in these notes.
2. You may appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, each proxy must be appointed on a separate form of proxy and please also indicate by ticking the box provided if the proxy is one of multiple instructions being given. To appoint more than one proxy, you may: (a) photocopy this form of proxy, fill in the name of the proxy and the number of shares in respect of which the proxy is appointed and send the multiple forms together to Link Asset Services at the address in note 5 below; or, alternatively (b) call Link Asset Services on the number in note 16 below who will then issue you with multiple forms of proxy. In each case, please ensure that all of the multiple forms of proxy in respect of one registered holding are signed and returned in the same envelope, rather than posted separately if possible. Please ensure that for each proxy appointed in this way, you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are 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 the proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
3. To appoint a person other than the Chairman of the meeting as a proxy, insert their full name in the box. **If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.**
4. To direct your proxy how to vote on the resolution sign your name in the appropriate box. If no voting indication is given, this form will be invalid. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. **To be valid, the form(s) of proxy (and any power of attorney or other authority under which the same is/are signed (or a duly certified, or notarially authenticated copy if executed outside the UK, copy of such power or authority)) or the CREST proxy instructions must be lodged with the Company's registrar, Link Asset Services, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 10.00 a.m. on [●] March 2020 or, in the case of any adjournment of the Court Meeting, not later than 48 hours (excluding any part of a day that is not a business day) before the time appointed for such adjournment. Forms of proxy not so lodged may be handed to a representative of the Company's registrars, Link Asset Services, or the chairman of the Court Meeting, in each case at the Court Meeting before the taking of the poll and will still be valid.**
6. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 12 below) will not prevent a member of the Company attending the Court Meeting (or any adjournment thereof) and voting in person if he or she wishes to do so and is entitled to do so.
7. In the case of a shareholder which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company, or an attorney or other person authorised to sign for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified, or notarially authenticated copy if executed outside the UK, copy of such power or authority) must be included with the proxy form.
9. 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).
10. Where two or more valid but different instruments of proxy are delivered in respect of the same share for use at the Court Meeting, or any adjournment thereof, the one which is last validly deposited or received shall be treated as replacing and revoking the other form of proxy as regards that share. Which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies. If conflicting proxies are sent or received at the same time or if the Company is unable to determine which was sent or received last in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
11. Only those members of the Company entered in the register of members of the Company at 6.00 p.m. on [●] 2020 or, in the event that the Court Meeting is adjourned, in the register of members of the Company at 6.00 p.m. on the day two days before the date of any adjourned meeting (excluding non-business days), shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members of the Company after this time shall be disregarded in determining the rights of any person to attend and speak and vote at the meeting or any adjourned meeting.
12. If you are a CREST member and you wish to appoint a proxy or proxies through the CREST electronic proxy appointments service, details of how to do so are set out in the Notice of Court Meeting contained in the Scheme Document.
13. Fuller details of the Scheme Document and Notice convening the Court Meeting can be accessed at <https://investor.haynes.com>.
14. If you have appointed a proxy and attend the Court Meeting, or any adjournment thereof, in person, your proxy appointment will automatically be terminated.
15. A member of the Company may change a proxy instruction but to do so you will need to contact the Company's registrar, Link Asset Services. The revocation notice must be received by Link Asset Services no later than 10.00 a.m. on [●] 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Court Meeting or any adjournment thereof and vote in person or hand a replacement form of proxy to the Chairman of the Court Meeting or the registrar at the Court Meeting before the taking of the poll.
16. If you have any questions please contact the Company's registrar, Link Asset Services, on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Alternatively, you may submit a request in writing to Link Asset Services by post to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom or by email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Please note that Link Asset Services cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.
17. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
18. Terms defined in the Scheme Document issued on [●] March 2020 shall have the same meanings when used in this proxy form, unless the context requires otherwise.

