

ATTENDANCE CARD
Haynes Publishing Group P.L.C. –
General Meeting

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



The general meeting of Haynes Publishing Group P.L.C. (the "Company") will be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT, on [●] March 2020 at 10.15 a.m. (or as soon thereafter as the Court Meeting (as defined in the scheme document of the Company dated [●] March 2020 (the "Scheme Document")) shall have been concluded or adjourned).

If you wish to attend the General Meeting in your capacity as a holder of ordinary shares in the capital of the Company, please sign this card and bring it with you to the General Meeting, and on arrival hand it to a representative of the Company's registrar or the Chairman of the General Meeting.

This will facilitate entry to the General Meeting.

Signature of
person attending

Bar Code:

If you are not planning on attending the General 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 General Meeting in person and voting yourself if you subsequently decide to do so.

The proxy form attached below and the proxy form for the Court Meeting should be returned in the same pre-paid envelope which has been enclosed.

Notice of Availability –
Notice of General Meeting

Important – please read carefully

You can now access the Haynes Publishing Group P.L.C. Notice of General 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 10.15 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 General Meeting (or, in the case of an adjournment, not later than 48 hours (excluding any part of a day that is not a business day) before the time appointed for such adjournment).

Kindly note this form of proxy 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. General Meeting – Form of Proxy

Please tear off and return this form of proxy.
This form of proxy and the form of proxy for the Court 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 General Meeting to be held on [●] March 2020 at 10.15 a.m. (or as soon thereafter as the Court Meeting (as defined in the Scheme Document) convened for the same day shall have been concluded or been adjourned) at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT or any adjournment thereof. The proxy is instructed to vote on the Resolutions as indicated below.

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

Please mark 'X' to indicate how you wish to vote

SPECIAL RESOLUTION

- 1.A. To disapply statutory pre-emption rights in connection with the transfer of treasury shares;
- 1.B. To authorise the directors of the Company to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect;
- 1.C. To approve amendments to the Company's articles of association in respect of the rights of A Ordinary Shares and Ordinary Shares;
- 1.D. To approve further amendments to the Company's articles of association in connection with the Scheme; and
- 1.E. To re-register the Company as a private limited company, to change its name to Haynes Publishing Group Limited.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

ORDINARY RESOLUTION

- 2. To amend the Company's remuneration policy.

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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Signature or
execution:

Date:

Notes:

1. A member of the Company entitled to attend and to speak and vote at the General 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 General 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 6 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 form of 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 Resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. 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. The 'vote withheld' option is to enable you to abstain on any of the Resolutions. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the proportion of votes 'for' and 'against' the relevant Resolution. If no voting indication is given, your proxy will vote, or abstain from voting, as he or she thinks fit.
6. **To be valid, the form(s) of proxy (any 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 10.15 a.m. on [●] March 2020 or, in the case of any adjournment of the General Meeting, not later than 48 hours (excluding any part of day which is not a business day) before the time appointed for such adjournment.**
7. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the meeting and voting in person if he or she wishes to do so.
8. 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.
9. 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.
10. 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).
11. Only those members of the Company entered on the register of members of the Company at 6.00 p.m. on [●] March 2020 or, in the event that the meeting is adjourned, in the register of members of the Company at 6.00 p.m. on the day two calendar days (excluding any non-business days) before the date of any adjourned meeting, shall be entitled to attend and to speak 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 to 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 General Meeting contained in the Scheme Document.
13. Fuller details of the Scheme Document and the Notice convening the General Meeting can be accessed at <https://investor.haynes.com>.
14. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
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 by no later than 10.15 a.m. on [●] March 2020 (or, in the event of an adjournment, no 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 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 meeting (or any adjournment thereof) and vote in person.
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. Please note that Link Asset Services cannot provide advice on the merits of the proposals referred to in the Scheme Document 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.

