

Company No. 00659701

Public Company Limited by Shares

Resolutions of

## Haynes Publishing Group P.L.C.



At the General Meeting of the above-named Company duly convened and held on the 25th day of March 2020 the following resolutions were passed as a Special Resolution and an Ordinary Resolution respectively:

### Special Resolution

THAT:

- A. The Directors be authorised pursuant to section 573(2) of the Companies Act 2006 (the "Act") to allot, sell or otherwise transfer treasury shares (within the meaning of Part 18 of the Act) as if section 561 of the Act did not apply to any such allotment, sale or transfer and this power shall, unless previously revoked by resolution of the Company, expire on 30 June 2020;
- B. For the purpose of giving effect to the scheme of arrangement dated 2 March 2020 (the "Scheme") between the Company and the holders of Scheme Shares, a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman of the Company, in its original form or subject to any modification, addition or condition agreed in writing by the Company and Bidco and approved or imposed by the Court, the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- C. With effect from the passing of this resolution, the articles of association of the Company be amended by the deletion of article 5.1 and the inclusion of the following new article 5.1:  

"5.1       **Rights generally**

The Ordinary Shares and the "A" Ordinary Shares shall rank *pari passu* in all respects (including ranking equally for any distribution by way of dividend and on a return of capital) PROVIDED that the holders of "A" Ordinary Shares may convert such shares into Ordinary Shares in accordance with Article 5.2 below."
- D. With effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 5A:

#### "5A Scheme of Arrangement

- 5A1 In this Article 5A, references to "Scheme" are to the scheme of arrangement dated 2 March 2020 between the Company and the holders of Scheme Shares under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition agreed by the Company and Bidco approved or imposed by the Court in accordance with its terms. Expressions defined in the Scheme shall have the same meanings in this Article 5A (save as expressly defined in these Articles).
- 5A2 Notwithstanding any other provision of these Articles, if the Company issues any

Ordinary Shares or "A" Ordinary Shares (in each case other than to Bidco or its nominee(s)) at or after the Voting Record Time and at or before the Scheme Record Time, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holders of such shares shall be bound by the Scheme accordingly.

5A3 Subject to the implementation of the Scheme and notwithstanding any other provisions of these Articles, if any Ordinary Shares or "A" Ordinary Shares are issued or transferred to any person or his nominee ("**New Member**") (other than under the Scheme to Bidco or its nominee(s)) after the Scheme Record Time ("**Post-Scheme Shares**") they shall be immediately transferred to Bidco (or as it may direct in writing) who shall be obliged to acquire all Post-Scheme Shares in consideration for, and conditional on, the payment by Bidco of an amount in cash for each Post-Scheme Share as that New Member would have been entitled to under the Scheme for those Post-Scheme Shares had they been Scheme Shares.

5A4 To give effect to any transfer of Post-Scheme Shares required by this Article 5A, the Company may appoint any person as attorney or agent for the New Member to transfer the Post-Scheme Shares to Bidco and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Post-Scheme Shares in Bidco or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as Bidco may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of Bidco) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by Bidco. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of Bidco or its nominees and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register Bidco or its nominees as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares.

5A5 Bidco shall settle or procure the settlement of the consideration due under paragraph 5A3 of this Article within 14 days after the transfer of the Post-Scheme Shares to Bidco and/or its nominee(s).

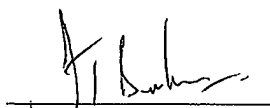
5A6 Notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to Bidco or its nominee(s)."

E. Subject to and conditional on the Scheme becoming Effective (as such term is defined in the Scheme), pursuant to the provisions of section 97 of the Act, the Company be re-registered as a private limited company under the name of "Haynes Publishing Group Limited" with effect from the date it is registered at Companies House.

## Ordinary Resolution

THAT:

In accordance with section 226(B)(1)(b) of the Act, the directors' remuneration policy of the Company be amended in order to facilitate the Treasury Share Proposal on the terms set out in paragraph 8 of Part 2 of the circular to shareholders dated 2 March 2020 of which this notice forms a part.

  
(Chairman)