

Hayward Tyler Group PLC

(Incorporated in the Isle of Man under the Companies Act 2006 with Registered No. 010648V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hayward Tyler Group PLC (the “**Company**”) will be held at 1 Kimpton Road, Luton, LU1 3LD on 4 August 2016 at 10 a.m. to consider, and if thought fit, pass the following resolutions of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 as a special resolution.

ORDINARY BUSINESS

- Ordinary Resolution No.1 To receive and adopt the Company’s financial statements for the year ended 31 March 2016 together with the Directors’ report and auditor’s report on those financial statements.
- Ordinary Resolution No.2 To re-appoint Grant Thornton UK LLP as the auditors of the Company from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.
- Ordinary Resolution No.3 To re-appoint Mr John May, who retires by rotation pursuant to article 86 of the Company’s articles of association and who being eligible, offers himself for re-appointment as a Director.
- Ordinary Resolution No.4 To re-appoint Mr Maurice Critchley, who retires by rotation pursuant to article 86 of the Company’s articles of association and who being eligible, offers himself for re-appointment as a Director.
- Ordinary Resolution No.5 To approve the final dividend of 0.83 pence per ordinary share of the Company, which is recommended by the Directors. If approved the dividend will be paid on 25 August 2016 to shareholders on the register on 12 August 2016 (ex-dividend date: 11 August 2016).

SPECIAL BUSINESS

- Special Resolution No.6 That the Directors of the Company be given the general power to allot shares in the capital of the Company for cash as if article 4.2 of the Company’s articles of association (*pre-emption rights on allotment*) did not apply to any such allotment, provided that this power shall be limited to the allotment of shares up to an aggregate nominal amount of £55,384.86 representing 10% of the nominal value of the issued share capital of the Company at the date of the notice in which this resolution was proposed.

The power granted by this resolution will expire on the conclusion of the Company’s next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such

expiry make offers or agreements which would or might require shares to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board
Peregrine Corporate Services Limited
Registered Agent
Dated: 11 July 2016

Registered office:
Burleigh Manor, Peel Road
Douglas
Isle of Man IM1 5EP

Notes:

1. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006, the Company specifies that only those members registered on the Company's register of members at 10 a.m. on 2 August 2016 shall be entitled to attend and vote at the annual general meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of annual general meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the annual general meeting to represent you. Details of how to appoint the Chairman of the annual general meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the annual general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's transfer agents at the address set out in note 6.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To be valid, forms of proxy duly completed, signed or sealed (as appropriate) and dated, together with any power of attorney or other authority (if any) under which it is signed or any notarially certified copy thereof must be received, by personal delivery or posting, by 10 a.m. on 2 August 2016 (or not less than 48 hours before the time of any adjourned meeting) at the Company's transfer agent's office at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by fax to: +44 (0)1252 719232. Receipt of a form of proxy will not prevent a member from attending and voting in person.
7. The form of proxy must be executed by the member or his attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or his attorney duly authorised in writing or (in the case of a corporation) either executed

under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation.

8. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.
9. Except as provided above, members who have general queries about the annual general meeting should contact the Company's Investor Relations department by emailing irdesk@haywardtyler.com.
10. As at 5 p.m. on the day immediately prior to the date of posting of this notice of annual general meeting, the Company's issued share capital comprised 55,384,856 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 p.m. on the day immediately prior to the date of posting of this notice of annual general meeting is 55,384,856.
11. The report and accounts of the Company for the year to 31 March 2016 are available to download at www.haywardtyler.com.