

Form of Proxy for Annual General Meeting

**Hayward Tyler Group PLC**  
(the "Company")

I/We \_\_\_\_\_

of \_\_\_\_\_

being (a) member(s) of the Company hereby appoint:

\_\_\_\_\_ whom  
failing the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at  
the Annual General Meeting of the Company to be held at 1 Kimpton Road, Luton, LU1  
3LD on 4 August 2016 at 10 a.m. and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

**(Please mark with an "X" how you wish to vote)**

		For	Against	Vote Withheld
<b>Ordinary Business</b>				
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 auditor 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.			

<b>Special Business</b>				
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 ( <i>pre-emption rights on allotment</i> ) 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.			

Signature: \_\_\_\_\_

Address: \_\_\_\_\_  
 \_\_\_\_\_

Dated: \_\_\_\_\_

Joint Holders (if any): \_\_\_\_\_

**To assist with arrangements; if you intend to be present at the meeting in person please mark an "X" in the box below.**

Notes:

- 1 Please indicate with an X in the appropriate space how you wish the proxy to vote.
- 2 The "Vote Withheld" option is included to enable you to abstain on any of the meeting's resolutions. Please note that a "Vote Withheld" has no legal effect and will not be counted in the votes "For" and "Against" such resolution.
- 3 A proxy need not be a member of the Company.
- 4 If you do not indicate how you wish your proxy to use your vote on any resolution, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting on such resolution.
- 5 Where the member is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing by the corporation.
- 6 This form of proxy has been sent to you by post. To be valid it must be returned by either of the following methods: in hard copy form by post or courier or by hand to the Company's transfer agent's office Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by fax to: +44 (0)1252 719 232. The form of proxy must be duly completed, signed or sealed (as appropriate) and dated and

received by 10 a.m. on 2 August 2016 (or not less than 48 hours before the time for the holding of any adjourned meeting) together with any authority (or a notarially certified copy of such authority) under which it is signed.

- 7 In the case of joint holders, the signature of any one holder will be accepted, but the names of the other joint holders should be shown in the space provided. 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. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- 8 Any alteration to this form must be initialled.
- 9 Completion and return of this form of proxy does not preclude a member from subsequently attending and voting in person at the Annual General Meeting.
- 10 In accordance with Regulation 22 of the Uncertificated Securities Regulations 2006 to be entitled to attend and vote at the meeting (and for the purposes of determining how many votes a person may cast) members must be entered in the register of member of the Company by 10 a.m. on 2 August 2016.
- 11 The report and accounts of the Company for the year to 31 March 2016 are available to download at [www.haywardtyler.com](http://www.haywardtyler.com).