



3 April 2017

To Employee Representative(s)

Dear Colleague(s)

**Hayward Tyler Group PLC (the "Company"):
Announcement regarding Possible Offer for the Company by Avingtrans plc ("Avingtrans")**

Please find attached a copy of an announcement that was issued by the Company on Friday, 31 March 2017. This announcement was released following a sharp rise in the share price on Friday morning, as is required under the City Code on Takeovers and Mergers (the "**Code**").

As noted in the announcement, the Company is in very early stage talks with Avingtrans regarding a possible offer for the whole of the issued share capital of the Company. I would reiterate that this was not an announcement of a firm intention by Avingtrans to make an offer and there can be no certainty that an offer will be made nor what the terms of any offer would be.

Should Avingtrans announce a firm intention to make an offer for the Company, the Company's board of directors (the "**Board**") will be required to send a circular to shareholders setting out, amongst other things, the Board's opinion on such an offer. This may be a separate circular or may be combined with the offer document (each a "**relevant document**"). Under Rule 25.9 of the Code, as a representative of the employees, you have the right to have a separate opinion regarding such offer appended to the relevant document. The Company will pay for the costs of the publication of any such opinion received.

Further, the Company is required to pay for the costs reasonably incurred by its employee representatives in obtaining advice required for the verification of the information contained in that opinion in order to comply with the standards of Rule 19.1 of the Code.

Further update announcements will be made as appropriate. In the meantime, should you have any queries, please do not hesitate to contact Ewan Lloyd-Baker or me.

Yours sincerely

Nicholas Flanagan
Chief Financial Officer

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