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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Harworth Group plc, please send this document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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# Harworth

## **HARWORTH GROUP PLC**

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Harworth Group plc (the "Company") will be held on 21 May 2015 at 1.00 p.m. at the Bessemer Conference Room, AMP Technology Centre, Advanced Manufacturing Park, Brunel Way, Waverley, Rotherham, S60 5WG.

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To: The Ordinary Shareholders of Harworth Group plc

26 April 2015

Dear Shareholder

### **Annual General Meeting 2015**

The Annual General Meeting of the Company will be held on 21 May 2015 at 1.00 p.m. at the Bessemer Conference Room, AMP Technology Centre, Advanced Manufacturing Park, Brunel Way, Waverley, Rotherham, S60 5WG. This will be the first Annual General Meeting following the completion of our acquisition of the 75.1% of Harworth Estates Property Group Limited that we did not already own and the change of name of the Company from Coalfield Resources plc to Harworth Group plc. A map to help you with its location is found on the back page of the notice of meeting. As you can see from the notice of meeting there are several items of business to be considered at the Annual General Meeting. The purpose of this letter is to explain this business.

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that, except for Resolution 4 which is an advisory vote only in accordance with the requirements of the Companies Act, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 8 to 10 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### **Ordinary Resolution 1 – Adoption of Report and Accounts**

The Directors must present the report of the Directors and the accounts of the Company for the period ended 31 December 2014 to shareholders at the Annual General Meeting. The report of the Directors, the accounts, and the Independent Auditors' report are contained within the annual report and accounts. These were originally announced to the market on 19 February 2015, ahead of the release of the prospectus for the Acquisition of Harworth Estates Property Group Ltd and Firm Placing, Placing and Open Offer dated 3 March 2015, and are shown as the accounts of Coalfield Resources plc.

#### **Ordinary Resolution 2 – Election of Directors**

Resolution 2 is proposed as four separate resolutions seeking the Election of four directors appointed subsequent to the recent completion of the transaction to acquire the 75.1% of the issued share capital of Harworth Estates Property Group Limited not already held by the Company. The biographical details of the four directors were contained in the prospectus made available to shareholders on 3 March 2015 and are also contained in this document at Annexe 1. The four directors seeking appointment are:

- 2(a) Martyn Bowes – Non-Executive director representing the Pension Protection Fund on the Board;
- 2(b) Anthony Donnelly – Independent Non-Executive Director;
- 2(c) Richard Owen Michaelson – Chief Executive Officer;
- 2(d) Michael Richardson – Chief Financial Officer.

The Board unanimously recommends their election

#### **Ordinary Resolution 3 – Re-election of Directors**

Resolution 3 is put before shareholders in accordance with the principles of best practice in corporate governance. Historically and in accordance with the articles of association of the Company, one third of the directors should offer themselves for re-election each year. However best practice recommends that all directors should offer themselves for re-election each year and in accordance with this all four of the continuing directors, including myself, will offer themselves for re-election. Our biographical details are also shown in Annexe 1. The four directors seeking re-election are:

- 3(a) Lisa Clement – Independent Non-Executive Director and Chairman of the Audit Committee;
- 3(b) Jonson Cox – Non Executive Chairman and Chairman of the Nomination Committee;
- 3(c) Peter Hickson – Independent Non-Executive Director and Chairman of the Remuneration Committee;
- 3(d) Steven Underwood – Non Executive Director.

The Board unanimously recommends their re-election

#### **Ordinary Resolution 4 – Approval of the Directors' Remuneration Report**

The Directors' remuneration report gives details of your Directors' remuneration for the year ended 31 December 2014. The Company's auditors, PricewaterhouseCoopers LLP have audited those parts of the Directors' remuneration report capable of being audited. In this regard, shareholders should note that the Directors' Remuneration Policy received approval at the 2014 AGM and therefore will not be put forward for approval at the meeting.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with legislation, shareholders will be invited to approve the Directors' remuneration report (other than the part that relates to the Directors' Remuneration Policy). The vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

**Ordinary Resolutions 5 and 6 – Reappointment of Auditors and Auditors' Remuneration**

The auditors of a Company must be reappointed at each general meeting at which accounts are laid. Resolution 5 proposes the reappointment of the Company's existing auditors, PricewaterhouseCoopers LLP, until the conclusion of the next Annual General Meeting of the Company at which accounts are laid. Resolution 6 gives authority to the Directors to determine the auditors' remuneration.

**Ordinary Resolution 7 – Allotment of Shares**

The Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the Directors at the 2014 Annual General Meeting under section 551 of the Companies Act 2006 to allot shares expires on the date of the forthcoming Annual General Meeting as does the authority to allot shares granted at the recent General Meeting to approve the acquisition of Harworth Estates Property Group Limited. Accordingly, this resolution seeks to grant a new authority under section 551 of the Companies Act 2006 to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on the date which is 15 months after the date that this resolution is passed. Paragraph (A) of Resolution 7 will, if passed, authorise the Directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of £9,742,326. This amount represents 33 1/3 per cent of the Company's existing issued ordinary share capital as at 26 April 2015 (being the latest practicable date prior to publication of this Notice). Paragraph (B) of Resolution 7 authorises the Directors to allot including the shares referred to in (A), further of the Company's unissued shares up to an aggregate nominal amount of £19,484,652 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This is in accordance with the Investment Association's "Share Capital Management Guidelines".

Although the Directors have no present intention of exercising this authority, there can be no certainty that this authority will not need to be utilised. The Directors intend to renew this authority annually.

As at 26 April 2015 (being the latest practicable date prior to publication of this Notice), the Company held no shares in treasury.

**Special Resolution 8 – Disapplication of Pre-emption Rights**

Under section 561 (1) of the Companies Act 2006, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. Resolution 8 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of £1,461,349 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 5 per cent of the Company's issued ordinary share capital as at 26 April 2015 (being the latest practicable date prior to the publication of this Notice). In accordance with the Pre-emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5 per cent of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any future rolling three year period. Shareholders should note that this resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. If given, the authority will expire at the conclusion of the next Annual General Meeting of the Company in 2016 or, if earlier, the close of business on the date which is 15 months after the date of this resolution.

Although the Directors have no present intention of exercising this authority, there can be no certainty that this authority will not need to be utilised. The Directors intend to renew this authority annually.

**Special Resolution 9 – Authority to Purchase Own Shares**

This resolution, which will be proposed as a special resolution, renews the authority granted at last year's Annual General Meeting which expires on the date of the forthcoming Annual General Meeting. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 292,269,785 (representing less than 10 per cent of the issued share capital of the Company as at 26 April being the last practicable date prior to the publication of this Notice) and sets minimum and maximum prices.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account market conditions, the cash reserves of the Company, the Company's share price, appropriate gearing levels, other investment opportunities and the overall financial position of the Company. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to employees' share schemes.

The authority will only be valid until the conclusion of the next Annual General Meeting in 2016 or, if earlier, 18 months from the date of the resolution. As at 26 April 2015, being the last practicable date prior to the publication of this Notice, the Company had nil awards outstanding under its share schemes.

#### **Special Resolution 10 – General Meetings at Short Notice**

The articles of association of the Company allow it to call general meetings other than an Annual General Meeting on 14 clear days' notice without obtaining shareholder approval. Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice.) In order to preserve its ability to call general meetings on 14 days' notice, Resolution 10 seeks such shareholder approval. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

#### **Notice of Publication of Annual Report**

Notice is hereby given that the Harworth Group plc Annual Report 2015 has been published on the Company's website [www.harworthgroup.com](http://www.harworthgroup.com). It can be accessed by going to the Company's home page, clicking on the Investors section of the website and then going to Reports and Presentations. If you have elected to receive shareholder correspondence in hard copy, then the Annual Report will accompany this Notice. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report, you can do so by contacting our Registrars, Equiniti Limited, on 0871 3842301. Calls to this number are charged at 8p per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday. Callers from outside the UK should dial +44(0) 121 4157047.

#### **Recommendation**

Your Board is of the opinion that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial shareholdings.

#### **Action to be Taken**

Enclosed with this document is a Form of Proxy for the Annual General Meeting for use by ordinary shareholders of Harworth Group plc. If you do not intend to be present at the Annual General Meeting, please complete, sign and return the form of proxy as soon as possible (and, in any event, so as to be received not later than 1.00 p.m. 19 May 2015), in accordance with the instructions printed on it. Completion of the Form of Proxy will not preclude you from attending and voting in person if you so wish.

Yours sincerely

**Jonson Cox**

Chairman

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# Annexe 1: Directors Biographies

## New Appointments

### 1. Martyn Bowes (Non-executive Director)

Martyn joined the Board as the nominee of the Pension Protection Fund on 24 March 2015. He was appointed to the Board of Harworth Estates Property Group Limited as the nominee of Industry Wide Mining Pension Scheme Trustees in 2013 and was retained by the Pension Protection Fund when they acquired the Trustees interest in Harworth Estates Property Group Limited in 2014. Martyn originally trained as an accountant and a banker. He has spent the majority of his career in banking, most recently from 2001 to 2007 with Barclays Capital as Managing Director, Real Estate Finance. Since leaving Barclays he has pursued a portfolio business career, which in 2012 involved a takeover with fellow directors of the South of England based Welbeck Land real estate business. Martyn now acts as Finance Director for Welbeck Land, and also maintains other interests in debt advisory and healthcare.

### 2. Anthony Donnelly (Non-executive Director)

Anthony joined the Board as an Independent non-executive director on 24 March 2015. After early finance roles with Scottish & Newcastle Breweries from 1986, he joined Morrison Homes Limited as Finance Director in 1990. In 2000 he was appointed Managing Director of Scottish based AWG Property Limited. He has overseen the workout and extraction of value from an extensive commercial and residential portfolio across the UK & Ireland and its transformation into a strategic and income generating portfolio. He has been on the board of Harworth Estates Property Group Limited as an independent non-executive director since 2012

### 3. Richard Owen Michaelson (Chief Executive Officer)

Owen joined the board on 24 March as Chief Executive Officer and was previously the Chief Executive of Harworth Estates Property Group Limited. He has more than 25 years' experience in the remediation of brownfield land and was previously the managing director of the Property Division (2010 to 2012) and a Board member (2007 to 2012) of the former UK Coal, joining from Peel Group, bringing experience from that role and his earlier experience as a director at Black Country Properties (1999 to 2005) and a senior manager at Viridor (1991 to 1999). He took over the stand alone operations of the Harworth Estates Group at the time of the restructuring of UK Coal Group in December 2012 and established the business as a recognised regional developer of brownfield land.

### 4. Michael Richardson (Chief Financial Officer)

Michael joined Harworth Estates Property Group Limited as Finance Director in October 2014 and joined the board as Chief Financial Officer on 24 March 2015. He is a post graduate engineer and a chartered accountant, and has 25 years' experience in finance, including senior financial, treasury and investor roles at Diageo plc and TNT NV. He has served as Finance Director at Geodis Wilson from 2007 to 2009 and at FMG Support Group Limited from 2009 to 2014.

## Directors Offering Themselves for Re-Election

### 5. Lisa Clement (Non-executive Director)

Lisa is a Chartered Accountant and was appointed as an independent non-executive director and Chairman of the Audit Committee with effect from 15 December 2011. She was formerly Chief Financial Officer of Sea Containers Limited, Managing Director of Capita Learning and Development and has held senior divisional roles at Candant Inc. and BPP Holdings Plc. Lisa is a director of Everything But The Cow Limited.

### 6. Jonson Cox (Chairman)

Jonson joined the Board on 15 November 2010 to lead the former UK Coal plc through the restructuring of 2012. Jonson's early career was with Royal Dutch Shell Group and Kelda Group plc and he joined AWG plc (later Anglian Water Group plc) as Chief Executive from January 2004 until March 2010. He was a non-executive director of Wincanton plc from October 2005 to May 2014. In November 2012 he was appointed Chairman of the Water Services Regulation Authority (Ofwat). He serves as a senior policy advisor to infrastructure fund I Squared Capital LLP. Jonson has served as Chairman of Coalfield Resources plc and of Harworth Estates since the 2012 restructuring. Having led Coalfield Resources plc through its recent acquisition of Harworth Estates Property Group Limited, Jonson now continues in a non-executive role as Chairman of Harworth Group plc.

### 7. Peter Hickson (Non-executive Director)

Peter joined the board as an independent non-executive director in 2011 and is both the Senior Independent Director and the Chairman of the Remuneration Committee. He is currently Chairman of Commisys plc and Chairman of Chemring Group plc. He has previously been Chairman of Anglian Water plc and was Finance Director of Powergen plc between 1996 and 2002. He has also previously held non-executive positions with Kazakhmys plc, Scottish Power plc, Marconi Corporation plc, RAC plc and London and Continental Railways Limited. He is Chairman of Orbis Charitable Trust and a Fellow of the Institute of Chartered Accountants.

### 8. Steven Underwood (Non-executive Director)

Steven has served on the board as a non-executive director since 2010 representing the Peel Group. Peel remains the Company's largest shareholder alongside the Pension Protection Fund each with holdings of 25%. Steven is Chief Executive of the Peel Group of Companies and brings the extensive experience of the Peel Group in brownfield land remediation and regeneration. He is also a non-executive director of Pinewood Group plc and an alternate director of Intu Properties plc.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Harworth Group plc (the “Company”) will be held at the Bessemer Conference Room, AMP Technology Centre, Advanced Manufacturing Park, Brunel Way, Waverley, Rotherham, S60 5WG on 21 May 2015 at 1.00 p.m. for the following purposes:

## Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's annual accounts together with the Directors' report and the auditors' report on those accounts for the period ended 31 December 2014.
2. To elect the following directors appointed since the last Annual General Meeting of the Company. Each election will be taken as a separate resolution.
  - (a) Martyn Bowes;
  - (b) Anthony Donnelly;
  - (c) Richard Owen Michaelson;
  - (d) Michael Richardson.
3. To re-elect the following directors who in accordance with best practice are retiring as Directors of the Company. Each re-election will be taken as a separate resolution:
  - (a) Lisa Jane Clement;
  - (b) Jonson Cox;
  - (c) Peter Hickson;
  - (d) Steven Underwood.
4. To approve the Directors' remuneration report (other than the part containing the Directors' Remuneration Policy) for the period ended 31 December 2014. This is an advisory vote in accordance with the Companies Act 2006.
5. To resolve that PricewaterhouseCoopers LLP be reappointed as the auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
6. To authorise the Directors to agree the remuneration of the Company's auditors.

## Special Business

To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

7. (a) That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to:
  - i. allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company:
    - (A) up to an aggregate nominal amount of £9,742,326; and
    - (B) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of £19,484,652 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue
      - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
      - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which is 15 months after the date of this resolution); and
  - ii. make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- (b) That, subject to paragraph (c) all existing authorities given to the Directors pursuant to section 551 of the Companies Act 2006 be revoked by this resolution; and
- (c) That paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

8. That, subject to the passing of Resolution 7 above, and in place of all existing powers, to the extent unused (other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by Resolution 7 above, or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:
  - (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, at the close of business on the date which is 15 months after the date of this resolution, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
  - (b) shall be limited to:
    - i. the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of Resolution 7 above, by way of a rights issue only) to:
      - (A) the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(B) people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

ii. the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £1,461,349.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 7 above" were omitted.

9. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of one pence each in the capital of the Company, subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased is 292,269,785;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is one pence;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System ("SETS");
- (d) this authority shall expire at the close of the Annual General Meeting of the Company held in 2016 or 18 months from the date of this resolution (whichever is earlier); and
- (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

10. That, subject to the articles of association of the Company as in force from time to time, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

**Geoff Mason**

Secretary

26 April 2015

#### Registered office

Sheffield Business Park  
Europa Link  
Sheffield  
S9 1XZ

#### Notes

##### Entitlement to Attend and Vote

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a member entered in the register of members at 6.00 p.m. on 19 May 2015 (or, if this meeting is adjourned, in the register of members at 6.00 p.m. on the day two days prior to the adjourned meeting) is entitled to attend and vote at the meeting and a member may vote in respect of the number of ordinary shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

##### Proxies

2. A shareholder of the Company may appoint one or more proxies (who need not be a member of the Company) to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A shareholder may only appoint a proxy or proxies by:

- completing and returning the proxy form enclosed in this pack (Form of Proxy); or
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Registrars helpline on 0871 384 2301 or you may photocopy the Form of Proxy enclosed in this pack. Calls to this number are charged at 8p per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday. Callers from outside the UK should dial +44(0) 1214157047.

**IMPORTANT: In any case your Form of Proxy must be received by the Company's registrars no later than 1.00 p.m. on 19 May 2015.**

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (10 number: RA 19) by 1.00 p.m. on 19 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5Ka) of the Uncertificated Securities Regulations 2001.

Further details of the appointment of proxies are given in the notes to the Form of Proxy enclosed with this pack.

##### Corporate Representative

3. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that where more than one corporate representative has been appointed they do not exercise their powers differently in relation to the same shares.

##### Nominated Persons

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General



Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights.

5. The statement of the rights of shareholders in relation to the appointment of proxies as stated above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

#### Issued Share Capital and Total Voting Rights

6. As at 26 April 2015 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 2,922,697,857 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 April 2015 are 2,299,697,857.

#### Members' Requests Under Section 527 of the Companies Act 2006

7. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting. The Company may require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

#### Members' Rights to Ask Questions

8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### Inspection of Documents

9. The following documents will be available for inspection at the location of the Annual General Meeting from 15 minutes before the Annual General Meeting until it ends:

- Copies of the Executive Directors' service contracts.
- Copies of the letters of appointment of the Non-Executive Directors.

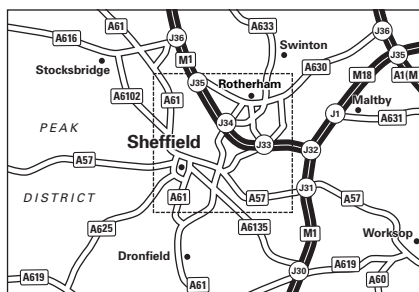
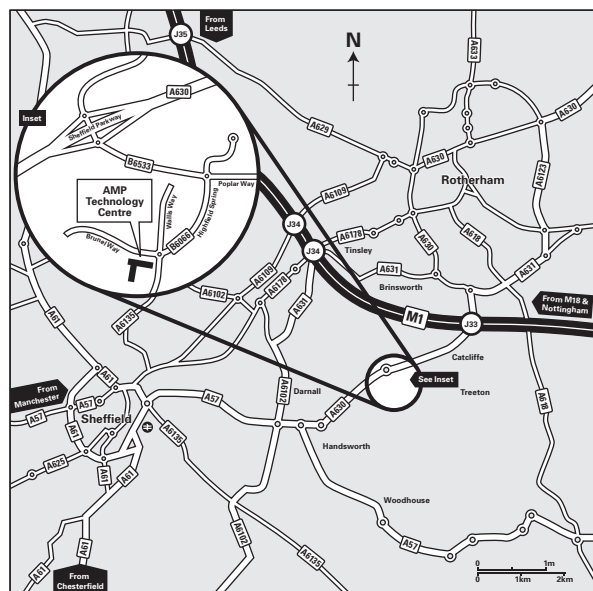
#### Website

10. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.harworthgroup.com](http://www.harworthgroup.com).

#### Voting Results

11. The results of the voting at the Annual General Meeting will be announced through a regulatory information service and will appear on our website, [www.harworthgroup.com](http://www.harworthgroup.com) on 21 May 2015.

### Map and Directions to the Advanced Manufacturing Park Technology Centre



AMP Technology Centre  
Advanced Manufacturing Park  
Brunel Way  
Waverley  
Rotherham  
S60 5WG

Tel: 0114 254 1200

#### By car from M1

- Leave the M1 at junction 33 (signposted to Sheffield Centre, Rotherham, A630) and join the A630 for Sheffield.
- Continue on the A630 for approx. 1 mile and take the slip road exit signposted Advanced Manufacturing Park.
- At the next roundabout take the second exit onto Brunel Way into the Advanced Manufacturing Park.

Note: on some sat navs S60 5WG takes you into the centre of Rotherham as it is a new address. S60 5TZ is the post code for the adjacent AMRC building.

#### By train

- Sheffield Midland station receives regular services from Newcastle Central, Manchester Piccadilly and London St. Pancras.
- The Advanced Manufacturing Park is a short taxi ride from the station.
- For further train service information please telephone the National Rail Enquiry Line on 08457 48 49 50 or visit [www.nationalrail.co.uk](http://www.nationalrail.co.uk).