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Harworth

Proxy Form

0977-026-S

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Harworth Group plc (the "Company")

Annual General Meeting of the Company to be held at Unit 5A, Advanced Manufacturing Park, Brunel Way, Waverley, Rotherham S60 5WG on Monday 29 June 2020 at 8:00 a.m.

Before completing this form, please read the explanatory notes overleaf.

I/We being (a) member(s) of the Company appoint the Chair of the meeting or the following person (see note 1)

NAME OF
PROXY
NUMBER OF
SHARES
MULTIPLE
PROXIES
(see note 2)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Monday 29 June 2020 at 8:00 a.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

If you would like to raise a question relating to the business of the Annual General Meeting, please provide brief details under separate cover.

Resolutions (see note 5)

	For	Against	Vote withheld		For	Against	Vote withheld
1. To adopt the Company's Annual Report and Financial Statements for the financial year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To approve the Directors' Remuneration Report for the financial year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Katerina Patmore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To appoint the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Alastair Lyons	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To give authority to the Directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Owen Michaelson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Lisa Clement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Andrew Cunningham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Authority to dis-apply pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ruth Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to purchase its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Angela Bromfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To reduce notice of general meetings (other than AGM) to 14 clear days*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Steven Underwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Martyn Bowes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

*Special resolutions

Signature

Date

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Harworth

Notice of Availability – IMPORTANT, please read carefully

You can now access the Annual Report and Financial Statements for the financial year ended 31 December 2019 and Notice of Annual General Meeting at www.harworthgroup.com/investors

Due to the restrictions on movement introduced by the UK Government in response to the COVID-19 pandemic, shareholder attendance at the Annual General Meeting is no longer possible. Shareholders are encouraged to appoint the Chair of the meeting to exercise their vote for them.

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Notes

1. Due to the restrictions on movement introduced by the UK Government in response to the COVID-19 pandemic, any shareholder or proxy (other than the Chair) will be excluded from the meeting on the grounds of public safety. All other notes below are subject to and should be read in conjunction with this note 1.
2. A registered member of the Company may appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person to represent you) to exercise all or any of his/her rights to attend and to speak and vote at the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her.

A member may appoint a proxy or proxies by:

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

You may only appoint a proxy using the procedures set out in these notes. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrars helpline on 0871 384 2301 or you may photocopy this form. Lines are open 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays in England and Wales). Callers from outside the UK should dial +44(0) 121 415 7047. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Please note that a proxy other than the Chair of the meeting will be refused access to the meeting as indicated in note 1.

IMPORTANT: In any case your instructions or proxy form must be received by the Company's registrars no later than 8:00 a.m. on 25 June 2020.

4. 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 (ID number: **RA19**) by 8:00 a.m. on 25 June 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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 (available at www.euroclear.com/CREST). We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. In the circumstances we encourage you to appoint the Chair of the Annual General Meeting as your proxy. If you wish to appoint the Chair, you need not change this part of the proxy form. If you are an ordinary shareholder and wish to appoint someone else to be your proxy, you should delete the words "the Chair of the meeting or" and write the name of the person you wish to be your proxy in the space provided. However, please note that a proxy other than the Chair of the meeting will be refused access to the meeting as indicated in note 1.
6. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the notice of meeting and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
7. The form must be signed.

In the case of joint holders (i) only one need sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy, will alone be counted. For this purpose seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding. If necessary, someone else may sign the form on your behalf. In that case, the authority (or a notarially certified copy of such authority) under which the proxy form is signed must be sent with the form. If a proxy is being appointed by an attorney, the power of attorney (or a notarially certified copy of such power of attorney) must be sent with the proxy form, unless it has been previously lodged with the Company's registrar.

8. In the case of a corporation, the proxy form should be executed by a duly authorised officer or person or under its common seal or in any other manner authorised by its constitution.
9. Return of this form will not prevent a registered member from attending the Annual General Meeting or any adjournment thereof, and voting in person, although please see note 1 above.