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If you have sold or transferred all of your ordinary shares please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document does not comprise a prospectus in accordance with the Prospectus Rules and has not been drawn up in accordance with the Prospectus Rules. This document has not been approved by the Financial Conduct Authority or by any other authority in any jurisdiction. The Directors, whose names appear on page 2, accept responsibility both individually and collectively for all the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

HIGHWAY CAPITAL PLC

(Incorporated and registered in England & Wales with company number 02991159)

NOTICE OF ANNUAL GENERAL MEETING

This document should be read in conjunction with the Form of Proxy and the Notice of Annual General Meeting set out at the end of this document. Your attention is drawn to the letter from the Chairman of Highway Capital plc set out on pages 2 to 5 of this document which recommends you to vote in favour of the Resolutions to be proposed at the Annual General Meeting. Notice of the Annual General Meeting to be held at 11 a.m. on 29 April 2019 is set out at the end of this document. The accompanying Form of Proxy for use at the Annual General Meeting should be completed in accordance with the instructions printed thereon and returned as soon as possible to the Company's Registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD but by no later than 11 a.m. on 27 April 2019. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This document is being sent to all Shareholders for information purposes only to enable them to exercise their rights as shareholders in relation to the Annual General Meeting.

The release, publication or distribution of this document in or outside the UK may be restricted by law. Persons who come into possession of this document and/or accompanying Form of Proxy should inform themselves about and observe any applicable restrictions or requirements in their particular jurisdiction. Failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction. No action has been taken by the Company or the Company's advisers that would permit possession or distribution of this document in any jurisdiction (including the United Kingdom) where action for that purpose is required.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements which includes all statements other than statements of historical fact including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "might", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law.

**LETTER FROM THE CHAIRMAN OF
HIGHWAY CAPITAL PLC**

(Incorporated and registered in England and Wales with registered number 02991159)

Directors:

Maciej Szytko

Jacek Kazimierz Slotala

Ludwik Leszek Sobolewski

Dariusz Zych

Registered Office:

Eden House

Reynolds Road

Beaconsfield

HP9 2FL

3 April 2019

Dear Shareholder

The purpose of this document is to provide details of an Annual General Meeting (the “**AGM**”) of Highway Capital Plc (“**Highway**” or the “**Company**”) to be held on 29 April 2019 (“**AGM**”). The formal notice of the AGM is set out on page 6.

The ordinary shares of 2p each (the “**Ordinary Shares**”) in the Company were suspended from the official list of the UK Listing Authority on 22 September 2016 (the “**Suspension**”) and the Board is currently undertaking steps in order to seek the lifting of the Suspension and restore trading in the Company’s shares. I am writing to you now to seek your consent to the approval of the resolutions described below such that we might continue with this process.

Suspension

As set out in the announcement on 22 September 2016, the Suspension followed a decision taken in May 2016 to provide finance of approximately £89,000 by way of a loan to Mylux, a Cypriot SPV. Mylux utilised the proceeds of the loan to acquire a 48% interest in a new payment services company in Poland known as Multipay. A further loan of £120,000 was advanced to Mylux in June 2016 in order to acquire a minority investment in a medical technology company.

Although neither loan constituted an acquisition for the purposes of the Listing Rules under which the Company operates, the UK Listing Authority informed the directors in September 2016 that they considered that making the loans fundamentally changed the strategic direction of the business away from its stated aim to find an acquisition that would enhance shareholder value. As a result, the Ordinary Shares were suspended from trading on 22 September 2016.

Any lifting of the Suspension would require the reversal of the loan, and the Company is taking steps to complete this process.

Relevant AGM and Relevant Accounts

Furthermore, during the period of the Suspension, the Company did not (a) hold the requisite annual general meeting in 2018 as required by section 336 of the Companies Act 2006 (the “**Companies Act**”) and article 19 of the Companies Articles of Association (the “**Relevant AGM**”), (b) lay copies of the annual accounts and reports for the financial year ended on 28 February 2017 and the annual accounts and reports for the financial year ended on 28 February 2018 (the “**Relevant Accounts**”) before the Company in general meeting in accordance with section 437 of the Companies Act, (c) circulate a copy of the Relevant Accounts to every member of the Company in accordance with section 423 of the Companies Act, (d) make the Relevant Accounts available on the Company’s website in accordance with section 430 of the Companies Act and (e) seek shareholder approval of the directors’ remuneration report or the directors’ remuneration policy for the financial year ended on 28 February 2017 and 28 February 2018 (the “**Relevant Reports**”).

At the AGM, the Company will seek shareholder approval to ratify the position with regards to the Relevant AGM, the Relevant Accounts and the Relevant Reports. A copy of the Relevant Accounts and the Relevant Reports which are now available on the Companies website (<http://highwaycapital.co.uk/>), are enclosed with this circular.

Annual General Meeting

A notice convening the AGM is set out at the end of this document. At the AGM the following Resolutions will be proposed:

ORDINARY/ROUTINE BUSINESS

Resolutions 1 and 2 – Receive Directors’ Reports and Annual Accounts

Resolution 1 and Resolution 2 are to receive the reports of the Directors and auditors and the Annual Report and Accounts for the financial years ended 28 February 2017 and 28 February 2018, which due to the Company having not held the Relevant AGM have not yet been laid before the Company in general meeting.

Resolutions 3 to 6 – Approve Directors’ Remuneration Report and Remuneration Policy

Resolutions 3 and 4 relate to the directors’ remuneration report and remuneration policy for the financial years ended 28 February 2017 and 28 February 2018, which are contained within the Company’s Annual Report and Accounts for the financial year ended 28 February 2017 and 28 February 2018 respectively. Shareholders are being asked to vote on whether or not they approve the remuneration report and this vote will be in respect of the content of the remuneration report and not specific to any Director’s level or terms of remuneration.

As the Company did not hold the Relevant AGM, shareholders are being asked to vote on these matters now.

Resolutions 7 to 10 – Retirement by Rotation and Re-Appointment of Directors

Resolutions 7, 8, 9 and 10 concern the appointment and re-appointment of Directors. Under the Company’s Articles of Association, one third of Directors are obliged to retire by rotation with those who have been longest in office since their last election or appointment retiring. As the Company did not hold the Relevant AGM each of Ludwik Sobolewski, Maciej Szytko, Dariusz Zych will retire by rotation and offer themselves for re-election at the AGM. Nicolay Mayster was appointed by the Board on 2 April 2019 as an additional director and is therefore standing for election under the Company’s Articles of Association.

Resolution 11 – Re-Appointment of Auditors

Resolution 11 is to propose the re-appointment of Shipleys LLP as auditors of the Company for the ensuing financial year and to authorise the Directors to determine the auditors' remuneration.

Resolution 12 – Grant of authority to the Directors to allot Shares

This Resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the Act. This Resolution will, if passed, authorise the Directors to allot equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £1,043,701 which represents 52,185,050 Ordinary Shares.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

SPECIAL BUSINESS:

Resolution 13 – Disapplication of statutory pre-emption rights on allotment of shares

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the 2006 Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

This Resolution, which is conditional on Resolution 12, will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 12, to allot equity securities (as defined by section 560 of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £1,043,701 which represents 52,185,050 Ordinary Shares.

The proposed Resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, and allows the Directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

Resolution 14 – Adoption of New Articles of Association

The Company is taking this opportunity to update the articles of association of the Company which will be replaced with new articles of association and will allow for the use of electronic communication with shareholders. A draft of the proposed new articles of association can be found attached to this Circular.

Resolution 15 – Ratification of Relevant Accounts and Relevant AGM

As the Relevant AGM was not held, as set out above in more detail, this has led to certain technical breaches of the Companies Act (with no loss to the Company or to its shareholders). Resolution 15 ratifies the actions of the directors in relation to the Relevant AGM, the Relevant Accounts and the Relevant Reports.

Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the Form of Proxy to the Company's registrars Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and, in any event, so as to be received no later than 11 a.m. on 27 April 2019.

Completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you so wish.

Recommendation

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Documents available for inspection

Copies of the following documents will be available for inspection, free of charge, at the Company's registered office, Eden House, Reynolds Road, Beaconsfield, Buckinghamshire, HP9 2FL, during normal business hours on any weekdays (excluding Saturdays, Sundays and public holidays) and also on the Company's website at highwaycapital.co.uk. The documents will be available from the date of this document until the date of the AGM and at the AGM from 15 minutes prior to its commencement until its conclusion:

- a) this Circular
- b) the current memorandum and articles of association of the Company;
- c) the draft of the proposed new articles of association of the Company; and
- d) the audited accounts for the Company for the two financial years ended 28 February 2017 and 28 February 2018.

Yours sincerely

Chairman

Please note that this document is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser immediately.

If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company you should send this document, together with the accompanying Form of Proxy, to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

HIGHWAY CAPITAL PLC

(Incorporated and registered in England & Wales with company number 02991159)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("**AGM**") of Highway Capital Plc (the "**Company**") will be held at the offices of Goodman Derrick LLP at Fifth Floor, 10 St Bride Street, London, EC4A 4AD on 29 April 2019 at 11 a.m. for the purposes set out below.

You will be asked to consider and vote on the resolutions below. Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 & 12 will be proposed as ordinary resolutions and resolutions 13, 14, & 15 will be proposed as special resolutions.

ORDINARY/ROUTINE BUSINESS

Resolution 1 (Ordinary Resolution)

To receive the report of the directors and the audited accounts for the year ended 28 February 2017.

Resolution 2 (Ordinary Resolution)

To receive the report of the directors and the audited accounts for the year ended 28 February 2018.

Resolution 3 (Ordinary Resolution)

To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on page 8 of the directors' remuneration report) for the year ended 28 February 2017.

Resolution 4 (Ordinary Resolution)

To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on page 9 of the directors' remuneration report) for the year ended 28 February 2018.

Resolution 5 (Ordinary Resolution)

To approve and ratify the directors' remuneration policy (as set out on page 8 of the directors' remuneration report for the year ended 28 February 2017).

Resolution 6 (Ordinary Resolution)

To approve and ratify the directors' remuneration policy (as set out on page 9 of the directors' remuneration report for the year ended 28 February 2018) to take effect immediately following the end of the AGM.

Resolution 7 (Ordinary Resolution)

To re-elect Ludwik Sobolewski as a director of the company.

Resolution 8 (Ordinary Resolution)

To re-elect Maciej Szytko as a director of the company.

Resolution 9 (Ordinary Resolution)

To re-elect Dariusz Zych as a director of the company.

Resolution 10 (Ordinary Resolution)

To elect Nicolay Mayster as a director of the company.

Resolution 11 (Ordinary Resolution)

To re-appoint Shipleys LLP as the registered auditors of the company and to authorise the directors to determine their remuneration.

Resolution 12 (Ordinary Resolution)

That the directors be and are hereby generally and unconditionally authorised (in addition to any specific or general authority previously conferred on them but without prejudice to the allotment of securities under any such previous authority pursuant to any offer or agreement made prior to the date this resolution is passed) to exercise all the powers of the company to allot shares in the company or to grant rights to subscribe for, or to convert any security into, shares in the Company, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), up to an aggregate nominal amount of £1,043,701 PROVIDED THAT this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and a date being fifteen months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

To consider and, if thought fit, approve the following resolutions as special resolutions:

Resolution 13 (Special Resolution)

That subject to the passing of Resolution 12, the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 12 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,043,701.

The power granted by this resolution will expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and a date being fifteen months after the date of the passing of this resolution (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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Resolution 14 (Special Resolution)

That the existing articles of association of the Company be replaced in their entirety by new articles of association in the form of the document attached.

Resolution 15 (Special Resolution)

That:

15.1 in relation to the failure by the Company to:

- a) hold the requisite annual general meeting in 2018 as required by section 336 of the Companies Act 2006 (the “**Companies Act**”) and article 19 of the Companies Articles of Association (the “**Relevant AGM**”);
- b) lay copies of the annual accounts and reports for the financial year ended on 28 February 2017 and the annual accounts and reports for the financial year ended on 28 February 2018 (the “**Relevant Accounts**”) before the Company in general meeting in accordance with section 437 of the Companies Act;
- c) circulate a copy of the Relevant Accounts to every member of the Company in accordance with section 423 of the Companies Act;
- d) make the Relevant Accounts available on the Company’s website in accordance with section 430 of the Companies Act; and
- e) seek shareholder approval of the directors’ remuneration report or the director’s remuneration policy for the financial year ended on 28 February 2017 and 28 February 2018 (the “**Relevant Reports**”),

any and all claims which the Company has or may have against the directors and former directors

be waived and released; and

- 15.2 any and all restrictions contained in article 27.114(H) of the Company's articles of association in relation to the ability of any director to vote and be counted in the quorum in respect of meetings of directors (or any committee of the directors) be suspended for the purposes of this resolution 15 (the "**Relevant Resolution**") and the decisions of the directors (or any committee of the directors) resulting in the proposals contained in the Relevant Resolution being put to the Company in general meeting, be and are hereby ratified.

By Order of the Board

Registered Office:

Eden House
Reynolds Road
Beaconsfield
HP9 2FL

Company Secretary

3 April 2019

NOTES

1. A member entitled to attend and vote at the AGM may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the AGM. A member can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Your proxy will vote as you instruct and must attend the AGM for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the AGM and voting in person. If you attend the AGM in person, your proxy appointment will automatically be terminated.
3. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the members as to the exercise of voting rights.
4. If a member is a corporation, the proxy form must be executed either under its common seal or under the hand of an officer or agent duly authorised in writing. In the case of an individual the proxy must be signed by the appointor or his agent, duly authorised in writing. To be valid an appointment of proxy must be returned (together with any authority under which it is executed) to the Company's Registrars not less than 48 hours before the time of the AGM.
5. All members of the company are urged to complete and return the enclosed form of proxy as soon as possible.
6. The company is unfortunately unable to offer members the option to appoint a proxy electronically.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. In order to revoke a proxy instruction, a member will need to inform the Company by sending a signed hard copy notice clearly stating his/her intention to revoke the proxy appointment to the Company's registrars. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or under the hand of an officer or agent duly authorised in writing. Any power of attorney or other authority under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Neville Registrars Limited no later than 48 hours before the time of the AGM.

9. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the company has specified that only those members registered on the register of members of the Company at 6.00 pm on 27 April 2019 shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after 6.00 pm on 27 April 2019 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
10. Corporate representatives – Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).
11. Voting rights - As at 2 April 2019 (being the latest business day prior to the publication of this Notice), the Company's issued share

capital consists of 9,590,201 ordinary shares of 2p each, carrying one vote each. No shares are held in treasury. Therefore the total voting rights in the Company are 9,590,201.

12. Notification of shareholdings – Any person holding 3 per cent or more of the total voting rights of the company who appoints a person other than the chairman of the AGM as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.
13. Members' right to require circulation of resolution to be proposed at the AGM – Members meeting the threshold requirements set out in the 2006 Act have the right to (a) require the company to give notice of any resolution which can properly be, and is to be, moved at the AGM pursuant to section 338 of the 2006 Act; and/or (b) include a matter in the business to be dealt with at the AGM, pursuant to section 338A of the 2006 Act.
14. Information regarding the AGM, including the information required by section 311A of the 2006 Act, is available at www.highwaycapital.co.uk.