

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.highwaycapital.co.uk](http://www.highwaycapital.co.uk)

**NOTES TO THE FORM OF PROXY**

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 11:00 a.m. on 27 April 2019 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Highway Capital plc**

(Incorporated in England under the Companies Act 1985 No. 2991159)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 29 April 2019 at the offices of Goodman Derrick LLP, Fifth Floor, 10 St Bride Street, London, EC4A 4AD at 11:00 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolutions)**

	FOR	AGAINST	WTHHELD		FOR	AGAINST	WTHHELD
1 To receive the report of the directors and the audited accounts for the year ended 28 February 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To re-elect Daruiz Zych as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To receive the report of the directors and the audited accounts for the year ended 28 February 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To elect Nicolay Mayster as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the directors' remuneration report for the year ended 28 February 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-appoint Shipleys LLP as auditors of the company and to authorise the directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To approve the directors' remuneration report for the year ended 28 February 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To approve and ratify the directors' remuneration policy of the directors' remuneration report for the year ended 28 February 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To approve and ratify the directors' remuneration policy of the directors' remuneration report for the year ended 28 February 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14* To approve the company's new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Ludwik Sobolewski as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15* To approve the directors actions in relation to the relevant AGM, the relevant Accounts and the relevant Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Maciej Szytko as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D
D
-
M
M
-
Y
Y



Highway Capital plc

Attendance Card

The Annual General Meeting will start at 11:00 a.m. and is being held on 29 April 2019 at the offices of Goodman Derrick LLP, Fifth Floor, 10 St Bride Street, London, EC4A 4AD.

**If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

>12340  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD