

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

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 20 November 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.

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

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)

[illegible]

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 22 November 2019 at the offices of Peterhouse Capital Limited, Third Floor, 80 Cheapside, London, EC2V 6EF at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolution)		FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD	
1	To receive the report of the directors and the audited accounts for the year ended 28 February 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8*	To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the directors' remuneration report for the year ended 28 February 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3	To approve and ratify the directors' remuneration policy of the directors' remuneration report for the year ended 28 February 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	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"/>					
5	To re-elect Ludwik Sobolewski as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	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"/>					
7	To authorise the directors to allot shares in 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:

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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:

>123-0



NEVILLE
REGISTRARS

Highway Capital plc

Attendance Card

>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The Annual General Meeting will start at 11:00 a.m. and is being held on 22 November 2019 at the offices of Peterhouse Capital Limited, Third Floor, 80 Cheapside, London, EC2V 6EE.

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.

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD