

This notice of meeting is important. Please read it straight away. If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Haynes Publishing Group P.L.C., please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the transfer was effected so that they can be passed on to the person who now owns the shares.

Haynes Publishing Group P.L.C.

(Registered in England and Wales No.659701)

Notice of Annual General Meeting at 1:00pm on Wednesday 21 October 2009

Notice is hereby given that the forty ninth Annual General Meeting (the "AGM") of Haynes Publishing Group P.L.C. (the "Company") will be held at the Conference Centre, Haynes International Motor Museum, Sparkford, near Yeovil, Somerset on Wednesday 21 October 2009 at 1:00pm.

The report of the Directors and the Financial Statements for the year ended 31 May 2009 will be laid before the meeting and the following items dealt with:

Ordinary business

1. To receive the Director's Report and the Financial Statements for the year ended 31 May 2009, together with the report of the auditors
2. To declare a dividend
3. To re-elect Mr E Oakley as a director
4. To re-elect Mr JHC Haynes as a director
5. To re-elect Mr E Bell as a director
6. To re-appoint BDO Stoy Hayward LLP as auditors, and to authorise the Directors to determine their remuneration

To consider, and if thought fit, re-appoint BDO Stoy Hayward LLP as the Company's auditors by passing the following resolution:

THAT BDO Stoy Hayward LLP be and are hereby appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Company, and that the Directors are authorised to determine their remuneration.

7. To approve the Directors' Remuneration Report

Special business

8. To renew the Directors' powers to allot shares

To consider, and if thought fit, renew the Directors' powers to allot shares by passing the following as a Special Resolution:

THAT the authorities conferred on the Directors by Articles 11(B) and (C) of the Articles of Association of the Company be and are hereby renewed for a period expiring at the conclusion of the Annual General Meeting in 2010, and for such period:

- (a) "the section 80 amount" shall be £479,692; and
- (b) "the section 89 amount" shall be £163,515.

9. To authorise the Company to buy its own shares

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

THAT, in accordance with Article 15 of the Company's Articles of Association and section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of that Act) of its own ordinary shares on such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 1,500,000;
- (b) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the closing mid market prices for the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) for the five business days prior to the date of purchase or, if lower, the maximum amount prescribed pursuant to Article 15(C)(a) of the Company's Articles of Association, and the minimum price per ordinary share is the nominal value thereof exclusive of any expenses payable by the Company; and
- (c) the authority hereby given shall expire at the conclusion of the Annual General Meeting of the Company in 2010 save that the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

10. Donations to political organisations other than political parties

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

THAT in accordance with sections 366 and 367 of the Companies Act 2006, the Company and its subsidiaries from time to time be and are hereby authorised to make donations to political organisations other than political parties up to an aggregate amount not exceeding £20,000 during the period expiring at the conclusion of the Annual General Meeting of the Company in 2010.

By Order of the Board



JT Bunkum, Group Company Secretary
23 September 2009

Registered Office:
Haynes Publishing Group P.L.C.
Sparkford
Yeovil
Somerset
BA22 7JJ

Explanatory notes

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at 6.00p.m. on Monday 19 October 2009 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. You may check whether you are on the register and check the details held by the registrars by accessing them on the internet at www.capitashareportal.com.
2. If you wish to attend the AGM in person, please report to the registration desk at the meeting venue where your details will be checked against the share register and signature requested in order that your attendance be recorded.
3. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent his appointer. A proxy must vote in accordance with any instructions given by his appointer. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment). A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the AGM or another person as a proxy. A member can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
4. The proxy, together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged by hand or by post at the registered office of Haynes Publishing Group P.L.C., Sparkford, Yeovil, Somerset BA22 7JJ or by electronic means (as set out in note 5 to the form of proxy) by 1:00pm on Monday 19 October 2009.
5. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it by the appointment of either a proxy (described in notes 3 to 4 above) or a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
6. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, notes 3 and 4 above do not apply to you (as the rights described in these notes can only be exercised by members of the Company) but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. Resolutions 1 to 7 and 10 overleaf are Ordinary Resolutions, each of which will be passed if more than 50% of the votes cast are in favour. Resolutions 8 and 9 are Special Resolutions, each of which will be passed if 75% or more of the votes cast are in favour. The Directors believe these resolutions are in the best interests of shareholders as a whole and therefore recommend that members should vote in favour of each of them.
8. Copies of the executive directors' service contracts with the Company and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 12.45pm on the day of the AGM until its conclusion.
9. As at 22 September 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 9,000,000 "A" ordinary shares and 7,351,540 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 22 September 2009 are 16,351,540.
10. The following information is available at <http://www.haynes.co.uk/investor/>: (1) The matters set out in this Notice of AGM; (2) the total numbers of shares in the Company, and shares in each class, in respect of which members are entitled to exercise voting rights at the AGM; (3) the totals of the voting rights that members are entitled to exercise at the AGM, in respect of the shares of each class; and (4) members' statements, members' resolutions and members' matters of business (if any) received by the Company after the first date on which notice of the AGM was given.
11. Members attending the AGM have the right to ask, and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the AGM.
12. It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (a) 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 AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members 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 auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Explanation of the resolutions set out above (using the same numbering)

1. A copy of the Annual Report and Accounts 2009 has been sent to each shareholder. The document can also be found online at www.haynes.co.uk/investor/.
2. The Directors propose a final dividend of 11.5p per share. The final dividend can only be paid if more than 50% of the votes cast at the meeting are in favour of Resolution 2.
- 3 & 4. In accordance with the Articles of Association the number closest to one third of the Directors are required to submit themselves for re-election each year being those Directors who have been longest in office since their last re-election or appointment.

E Oakley (aged 63). Eric spent his early years in North East England, and was educated at the University of Aston. He is resident in California. Eric joined Haynes North America, Inc. in 1980 after 16 years with Burmah-Castrol. He was appointed to the Main Board of Haynes Publishing Group in 1990. For the past 23 years Eric has been President of Haynes North America, Inc. during which period Haynes Manuals have become the largest selling Automotive Repair Manuals in the United States and Canada. He oversaw the establishment of Haynes' Australian operation, which has recently been further expanded. Eric was appointed Group Chief Executive on 1st June 2002.

JHC Haynes (age 42). J joined the Board as a Non-Executive Director on 25th March 2000, having completed a two year MBA at the London Business School. He was formerly a Director at Beeson Gregory, a specialist investment bank, before which he worked for 5 years as a Graduate Trainee with Haynes North America, Inc. On 28th January 2002 J was appointed an Executive Director of the Company and is presently Managing Director of its UK and European operations. On 2nd June 2008 J was appointed Group Vice Chairman.
5. In accordance with the Combined Code those non-executive Directors who have served more than nine years should offer themselves for re-election on an annual basis.

E Bell (age 60). Eddie Bell has held a number of senior positions spanning 30 years in book publishing. Latterly he was the executive Chairman and Publisher for Harper Collins UK and during his tenure was responsible for publishing the memoirs of both Mikhail Gorbachev and Lady Thatcher, and the autobiography of John Major. He is now a partner in Bell Lomax Moreton. Additionally, he holds several other non-executive positions both within and outside the publishing industry which includes Be Cogent Communications Ltd. and Management Diagnostics Ltd. Eddie Bell does not have a service contract with the Company.

The Chairman has confirmed that, following formal evaluation, the performance of the non-executive director standing for re-election (and mentioned in Resolution 5) continues to be effective and to demonstrate commitment to the role including commitment of time for Board and Committee meetings and any other duties.
6. At each General Meeting at which accounts are laid before the shareholders, the meeting is required to appoint auditors to serve until the next such meeting. Furthermore, it is the policy of the Board that the services offered by the auditors should be competitively reviewed by the Audit Committee every three years. Following such a review, and with the approval of the Committee, the Board recommends that the services of BDO Stay Hayward LLP be retained and that the Directors be authorised to determine their remuneration.
7. The Company is required to put an ordinary resolution to shareholders at the Annual General Meeting seeking approval to the Remuneration Report. This is an advisory resolution. The Remuneration Report is set out in full in the Report and Accounts.
8. The Company's Articles authorise your Directors to allot unissued shares ("the section 80 amount") pursuant to section 551 of the Companies Act 2006 (which restates section 80 of the Companies Act 1985) and to issue shares for cash other than to existing shareholders in proportion to their holdings ("the section 89 amount"), subject to the power being renewed annually. The section 80 amount is the total of the authorised but as yet unissued share capital of the Company, and represents 14.67% of the issued share capital; the section 89 amount is 5% of the issued share capital. Section 561 of the Companies Act 2006 (which restates section 89 of the Companies Act 1985) gives shareholders the pre-emptive right to subscribe for any new issue of shares in the same proportion as their existing holdings. The figure of 5% is the amount recommended by the Pre-Emption Group as being likely to be considered by the shareholders as "routine". At present there are no treasury shares held by the Company. The Directors wish to retain the flexibility that having such powers provide, but have no present intention of exercising this authority.
9. The Company's Articles of Association authorise the Company to purchase its own shares, and thereby reduce the number of shares in issue. A buy-back of shares can be used to return value to shareholders and is frequently used by companies that have larger cash reserves than they currently need, as an easy means of reducing cash whilst enhancing earnings per share. Such shares would be cancelled and/or held in treasury. The authority being sought relates to 9% of the issued share capital. At present there are no outstanding warrants or options to subscribe for equity shares. In seeking this authority the Board is not indicating any commitment or present intention to purchase ordinary shares. The Directors would use the share purchase authority with discretion bearing in mind any impact on earnings per share, and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time.
10. Resolution 10 concerns Part 14 of the Companies Act 2006 which provides that political donations made by a company must be authorised in advance by its shareholders. It is not the policy of the Company to make political donations, and the Directors have no intention of changing that policy. However, as a result of the wide definitions in the Companies Act 2006, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as a political donation to a political organisation and fall within the restrictions of the Companies Act 2006. This resolution does not purport to authorise any particular donation but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations. If passed, resolution 10 will allow the Company and its subsidiaries to make donations up to an aggregate limit of £20,000 in the period ending on the conclusion of the next Annual General Meeting of the Company whilst avoiding, because of the uncertainty over the definitions used in the Companies Act 2006, inadvertent infringement of the Companies Act 2006. Any political donation made which is in excess of £200 will be disclosed in the Company's Annual Report for the next financial year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.