

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you sell or transfer or have sold or transferred all of your Ordinary Shares you should deliver this document, with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the buyer or transferee. If you sell or transfer or have sold or transferred only part of your holding in Ordinary Shares you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

This document should be read in conjunction with the accompanying Forms of Proxy and the definitions set out in page 3 of this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of Highway which is set out in Part 1 of this document and which contains the unanimous recommendation of the Directors to Shareholders to vote in favour of the Resolution to be proposed at the General Meeting referred to below.

## **Highway Capital plc**

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

### **Proposed transfer of listing category on the Official List from Premium to Standard and Notice of General Meetings**

The General Meetings will be held at the offices of Keith, Bayley, Rogers & Co. Limited, Finsbury Tower, 103 – 105 Bunhill Row, London EC1Y 8LZ at 10.30 a.m. on 12 June 2013. The notice convening the General Meeting, is set out on pages 10 to 11 at the end of this document.

**The action to be taken in respect of the General Meetings is set out in the letter from the Chairman of Highway Capital plc contained in Part 1 of this document. Whether or not you intend to be present at the meeting, it is important that you complete, sign and return the Forms of Proxy in accordance with the instructions printed thereon to the Company's registrars at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA as soon as possible but, in any event, so as to arrive no later than 10.30 a.m. on 10 June 2013. Alternatively you can appoint a proxy electronically by sending a scanned copy of your signed proxy forms to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk). The completion and return of the Forms of Proxy will not preclude you from attending the General Meetings and voting in person should you wish to do so.**

If you have any questions about this document or the General Meetings, or are in any doubt as to how to complete the Forms of Proxy, please call Neville Registrars on 0121 585 1131 (calls cost 10 pence per minute plus network extras). Lines are open Monday to Friday between 8.30 a.m. and 5.30 p.m. (from outside the UK: +44(0) 121 585 1131). Please note that calls may be monitored or recorded and the representatives cannot provide financial advice or advice on the merits of the resolutions to be put at the General Meetings.

## CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS.....	2
DEFINITIONS .....	3
PART 1 LETTER FROM THE CHAIRMAN .....	4
PART 2 A SUMMARY OF THE DIFFERENCES BETWEEN STANDARD AND PREMIUM CATEGORIES OF LISTING.....	8
NOTICE OF FIRST GENERAL MEETING .....	9
NOTICE OF SECOND GENERAL MEETING .....	11

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	10.30 a.m. on 10 June 2013
General Meetings	10.30 a.m. on 12 June 2013
Expected date upon which the transfer of listing to standard listing will become effective	11 July 2013

Note:

Each of times and dates above are indicative only and subject to change without consultation. If any of the above times and/or dates change, the revised times and/or dates will be notified by announcement on a Regulatory Information Services. References in this document to time are to London time, unless specified otherwise.

## DEFINITIONS

“Board” or “Directors”	the board of directors of the Company whose names are set out on page 4 of this document
“Company” or “Highway”	Highway Capital plc
“CREST”	the computerised settlement system operated by Euroclear to facilitate the transfer of title to shares in uncertificated form and the Relevant System (as defined in the CREST Regulations) in respect of which CREST is the Operator (as defined in the CREST Regulations)
“CREST Manual”	the rules governing the operation of CREST consisting of the CREST Reference Manual, the CREST International Manual, the CREST Central Counterpart Service Manual, the CREST Rules, the CCSS Operations Manual, the Daily Timetable, the CREST 88 Application Procedures and the CREST Glossary of Terms (as updated in November 2001)
“CREST Regulations”	the Uncertificated Securities Regulations 2001
“DTRs”	the disclosure and transparency rules made by the FCA under Part VI of FSMA
“EU”	the European Union
“Euroclear”	Euroclear UK & Ireland Limited
“Form of Proxy”	the form of proxy accompanying this document for use at the General Meeting
“FCA”	the Financial Conduct Authority
“First General Meeting”	the general meeting of the Company convened for 10.30 a.m. on 12 June 2013 at the offices of Keith, Bayley, Rogers & Co. Limited, Finsbury Tower, 103 – 105 Bunhill Row, London EC1Y 8LZ by the Notice of First General Meeting
“FSMA”	the Financial Services and Markets Act 2000
“Listing Rules”	the listing rules made by the FCA under Part VI of FSMA
“Model Code”	the model code on directors’ dealings in securities, as set out in the Appendix to Chapter 9 of the Listing Rules
“Notices of General Meeting”	the notices of General Meeting set out at the end of this document
“Official List”	the Official List of the FCA
“Ordinary Shares”	ordinary shares of 2 pence each in the share capital of the Company
“Proposed Transfer”	the proposed transfer of the Ordinary Shares out of the category of a “premium listing (commercial company)” on the Official List and into the category of a “standard listing (shares)” on the Official List
“Prospectus Rules”	the prospectus rules made by the FCA under Part VI of FSMA
“Registrar”	Neville Registrars Limited
“Resolution”	the resolution set out in the Notice of First General Meeting
“Second General Meeting”	the general meeting of the Company to be held at the offices of Keith, Bayley, Rogers & Co. Limited, Finsbury Tower, 103 – 105 Bunhill Row, London EC1Y 8LZ immediately following the First General Meeting, convened by the Notice of Second General Meeting
“Shareholder”	a holder of Ordinary Shares
“UK Corporate Governance Code”	the UK Corporate Governance Code published by the Financial Reporting Council, in force from time to time

**PART 1  
LETTER FROM THE CHAIRMAN**

**Highway Capital plc**

*(Incorporated and registered in England and Wales under number 02991159)*

Directors:

Dominic Marius Dennis Anthony Wheatley (non-executive Chairman)  
Edward Patrick Levey BA(Hons) FCCA (non-executive director)  
Maciej Szytko (non-executive director)

Registered Office:

Eden House  
Reynolds Road  
Beaconsfield  
HP9 2FL

20 May 2013

Dear Shareholder

**Proposed transfer of listing category on the Official List  
from Premium to Standard and Notice of General Meeting**

**1. Background to and reasons for the Proposed Transfer**

The Board is seeking the authority of the Shareholders to transfer the Company's listing category from a premium listing to a standard listing of the Official List. The background to and reasons for the Proposed Transfer are set out below.

The Company's listing category is currently premium (commercial company). It has been drawn to the attention of the Board that the Company is not compliant with one of the continuing obligations required of companies falling within this listing category. This is by virtue of the Company not currently carrying on an independent business as required by Listing Rule 6.1.4(3) and Listing Rule 9.2.2A. At the present time, the Company has no concrete proposal that would remedy this breach. The alternatives available to the Board are to transfer the Company to a standard listing or to cancel its listing completely.

As previously indicated to Shareholders, the Board's objective is to find an acquisition that, in its opinion, would enhance shareholder value. The Board believes that the Proposed Transfer would facilitate the achievement of this objective.

Highway is a "cash shell" and the board continues to identify and evaluate target companies as it seeks opportunities to maximize the value of the Company. In the meantime, the Company continues to keep expenditure to a minimum in order to preserve its cash resources. The Company had cash at bank and in hand of £53,000 at 23 January 2013. Efforts have been and continue to be made to find a suitable target to reverse into the Company but in the meantime the Company's cash is running low

The interim report for the six months to 31 August 2012 showed a net cash outflow for that period of £55,000. In the absence of further funding being obtained and on the basis that the expenses of running the Company continue at the same level, the Directors estimate that the cash in the Company would be exhausted by the end of June 2013.

The Directors believe that they have a record of successful business development. Their biographies are summarised below.

Dominic Wheatley, 53, was appointed a non-executive director and Chairman on 19 September 2011, and was previously on the board from 2001 to 2006. Mr Wheatley is CEO of Catalis SE. He also founded Bright Things, the company which is now named SocialGO, in September 2004. He served as CEO of the company until 2010, when he became Chairman of SocialGO. Before starting Bright Things, Mr Wheatley had considerable executive management experience in the video games industry. He co-founded Domark in 1984, a video games company that he later reversed into Eidos. In 1992 he established Domark's US subsidiary in California. The company changed its name and Mr Wheatley served as CEO of Eidos Interactive until 1997. He then became an investor in various companies, some of which he joined as a Director and helped float on the London Stock Exchange (Statpro plc, Kuju plc, and Telecom Plus plc). He also has commercial interests in France.

Edward Levey BA(Hons) FCCA, 62, was appointed to the board on 10 March 1995 as finance director and company secretary. Under an agreement dated 5 June 2003 his position changed to that of a non-executive director and he continues to act as company secretary. He has held a number of directorships in manufacturing, engineering and service industry companies during the past 24 years.

Maciej Szytko, 29, was appointed as a non-executive director on 19 September 2011. He is a Commercial Studies graduate from the University of Westminster. Over the past 6 years, he has held a number of managerial positions in the hospitality industry. He is currently a self-employed adviser and active investor in

public and private companies with a focus on the Commonwealth of Independent States (CIS) and the Warsaw Stock Exchange (WSE), where his first financial successes occurred.

The Directors are seeking an acquisition in areas commensurate with their experience and expertise. In particular, they are focussing on businesses in the services and support sector based in the European Union.

The Board considers that its current resources are insufficient to finance initial due diligence on possible acquisitions and therefore intends, immediately following the General Meeting (assuming the Resolution is approved) to raise further equity capital to provide the necessary resources.

After careful consideration, the Board has concluded that it would be appropriate to transfer the Company's listing category on the Official List to a standard listing. The alternative of cancelling the Company's listing would, in the opinion of the Board, result in an inability to raise further capital and complete an acquisition, resulting in liquidation of the Company immediately upon cancellation of the listing, which would be unlikely to generate any value for shareholders.

A listing that is described as a standard listing sets requirements that are based on the minimum EU directive standards. A listing that is described as a premium listing includes requirements that exceed those required under relevant EU directives. The Proposed Transfer will mean that the Company will cease to be required to comply with the requirements of the Listing Rules that exceed those required under relevant EU directives. For further information on such provisions please see paragraph 2 of this letter below and Part 2 of this document.

Compliance with the requirements of a premium listing can result in considerable costs for the Company. In addition, the need to obtain prior approval of Shareholders to certain transactions and the approval by the FCA of most types of circular to Shareholders inevitably causes delay. Furthermore, the Board believes that there is an additional administrative burden associated with maintaining a premium listing and this, when combined with the costs and potential delays before completing certain transactions, reduces the attraction of a premium listing in respect of the Ordinary Shares.

Therefore the Board believes that, by transferring the Company's listing to the standard segment of the Official List, not only will it be able to continue its search for an acquisition to generate a significant increase in shareholder value, but also it will reduce the costs associated with maintaining its listing.

Any acquisition by the Company would be treated as a reverse takeover under the Listing Rules (even if the Proposed Transfer is approved). This would mean that the existing listing would be cancelled and, if the Company wished to be listed post acquisition, it would need to re-apply for admission (standard or premium). This would involve the Company (taking into account the acquisition) complying with the eligibility criteria for admission to the Official List and production of a prospectus that complies with the Prospectus Directive and is approved by the FCA. Under certain circumstances, the Company's existing listing may also be required to be suspended. The Board would like to emphasise that it does not intend any reduction in the standards of reporting and corporate governance which the Company currently maintains. It would also like to emphasise that if the Proposed Transfer is approved it will remain subject to the Listing Rules to the extent that they apply to a standard listed company. The applicable chapters of the Listing Rules are as follows:

- LR 1 Preliminary
- LR 2 Requirements for listing
- LR 3 Listing applications
- LR 4 Listing particulars for professional securities market and certain other securities
- LR 5 Suspending, cancelling and restoring listing and reverse takeovers
- LR 14 Standard listing (shares)

Under the Listing Rules, the Proposed Transfer requires the Company to obtain the prior approval of a resolution for such transfer from not less than 75 per cent. of Shareholders who vote in person or by proxy at a general meeting. Therefore, the Resolution being proposed at the First General Meeting to approve the Proposed Transfer is being proposed as a special resolution.

**As indicated above, the Directors believe that, if the Resolution is not passed, the Company would have no prospect of raising further capital and completing an acquisition and they would therefore have to put the Company into liquidation, which would be unlikely to generate any value for shareholders.**

The Board is highly confident that the Resolution will be passed. However, should this prove not to be the case, the Board has convened the Second General Meeting to propose a resolution to cancel the listing of the Company's equity shares on the Official List, as required by the Listing Rules. This second General Meeting will be adjourned *sine die* if the Resolution being proposed at the First General Meeting is passed.

If the Resolution being proposed at the First General Meeting is passed, the Board proposes to make an application to the FCA for the transfer to be effected. The date of transfer to a standard listing must not be less

than 20 business days after the Resolution is passed. It is therefore anticipated that the date of transfer will be 11 July 2013. Following the transfer to standard listing, the Ordinary Shares will continue to be traded on the FCA's main market for listed securities, but under the designation "Listed: Standard". If the Resolution is not passed, the Board will be obliged to convene a further general meeting to propose a resolution for the cancellation of the Company's listing.

## 2. Transfer to standard listing

A listing that is described as a standard listing sets requirements that are based on the minimum EU directive standards, whereas a premium listing imposes greater requirements on a company.

If the Proposed Transfer is approved, the Company will remain subject to the Listing Rules, the Prospectus Rules and the DTRs but will not be required to comply with the standards of a premium listing. The following table sets out the provisions of the Listing Rules which will no longer apply to the Company if the Proposed Transfer is approved:

<i>Provision</i>	<i>Premium Listing</i>	<i>Standard Listing</i>	<i>Rule reference</i>
Requirement to appoint sponsor post admission	Yes (but only in specified circumstances)	No, unless migrating to Premium Listing	LR 8.2
Requirement for issuer to comply with the Listing Principles	Yes	No (although proposals have been published to require standard listed companies to comply with Listing Principles 2 and 6)	LR 7
Corporate governance requirements	Yes (requirement to 'comply or explain' against the UK Combined Code)	Yes (requirement to include a corporate governance statement in its directors' report)	Premium - LR 9.2.6A; LR 9.8.6; LR 9.8.7; LR 9.8.7A; DTR 7.2 Standard - LR 14.3.24; DTR 7.2
Compliance with Model Code	Yes	No	LR 9.2.7
Significant transaction('class test') rules apply	Yes	No	LR 10
Related party transaction rules apply	Yes	No	LR 11
Requirement to offer pre-emption rights	Yes	Not under Listing Rules but company law may impose such a requirement	LR 9.3.11
Requirement to have shareholder circulars approved	Yes	No	LR 13

A transfer of the Ordinary Shares to a standard listing should reduce the costs and administrative burden for the Company and offer greater flexibility, particularly in relation to corporate transactions where Listing Rules 10 and 11 will no longer apply. Generally these rules require shareholder approval of transactions above a certain size or with related parties. Accordingly there will no longer be a requirement to classify such transactions, or obtain Shareholders' consent, nor will there be any requirement in related party transactions to obtain fairness opinions or Shareholder approval.

Consequently, any investment in a standard-listed as opposed to a premium-listed company carries greater risk. However, the Board does not intend any reduction in the standards of reporting and corporate governance which the Company currently maintains.

On a standard listing, the Company will still be required to:

- have a minimum of 25 per cent. of its shares in public hands;
- disclose inside information to the market;

- publish a prospectus when issuing new shares to the public unless such an issue falls within one of the permitted exemptions;
- prepare the same annual audited financial reports, half yearly financial reports and interim management statements as on a premium listing; and
- comply with the provisions of the DTRs including to make notifications of dealings in shares.

Part 2 of this document contains a more detailed summary of the differences between the regulatory requirements of companies with a standard listing and those with a premium listing. When the Ordinary Shares have a standard listing, they will not be eligible for inclusion in the UK series of FTSE indices.

### 3. General Meetings

The First General Meeting will be held at 10.30 a.m. on 12 June 2013 at the offices of Keith, Bayley, Rogers & Co. Limited, 103 – 105 Bunhill Row, London EC1Y 8LZ. The Notice of the First General Meeting sets out details of the Resolution which will be proposed at that Meeting as a special resolution in order to approve the Proposed Transfer (the “Transfer Resolution”). The Transfer Resolution is subject to approval being obtained from not less than 75 per cent. of Shareholders voting in person or by proxy. If the Transfer Resolution is passed, the Second General Meeting will be adjourned *sine die*. If it is not passed, the Second General Meeting will proceed, at which a resolution to cancel the listing of the Company’s shares will be proposed as a special resolution (the “Cancellation Resolution”). That resolution is subject to approval being obtained from not less than 75 per cent. of Shareholders voting in person or by proxy. and if the resolution at that meeting is passed, the Company will cease to have any form of listing. It is expected that, if this resolution is passed, the listing of the Company’s shares will be cancelled at 8.00 a.m. on 11 July 2013.

**The FCA has confirmed that, should neither the Transfer Resolution nor the Cancellation Resolution be passed, it will take steps unilaterally to cancel the premium listing of the Company’s shares.**

### 4. Action to be taken

A Form of Proxy for use at each of the General Meetings accompanies this document. The white form is to be used for the First General Meeting and the blue form is to be used for the Second General Meeting. Whether or not you propose to attend the General Meetings in person, it is important that you complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Registrar, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA as soon as possible and, in any event, so as to be received not later than 10.30 a.m. on 10 June 2013. The completion of a Form of Proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

### 5. Recommendation

As described above, the Board believes that the only option for the Company and for Shareholders is to transfer to the standard segment of the Official List. The Board considers that the Proposed Transfer is in the best interests of Shareholders as a whole. **Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the First General Meeting**, as each Director intends to do in respect of his own beneficial holdings amounting to 2,789,731 Ordinary Shares representing approximately 35.10 per cent. of the existing issued Ordinary Shares as at 17 May 2013, being the last practicable day before the publication of this document.

As stated above, if this Resolution is not passed, the Second General Meeting will proceed, as the Company is unable to meet the eligibility criteria required to maintain its current listing category. For the reasons set out above, the Board does not consider the resolution to cancel the premium listing of the Company’s shares to be in the best interests of Shareholders as a whole. **Accordingly, the Board unanimously recommends that under these circumstances shareholders should vote against the resolution to cancel the listing of the Company’s shares**, as each Director intends to do in respect of his own beneficial holdings amounting to 2,789,731 Ordinary Shares representing approximately 35.10 per cent. of the existing issued Ordinary Shares as at 17 May 2013, being the last practicable day before the publication of this document.

Yours faithfully

Dominic Wheatley  
Chairman

**PART 2**  
**A SUMMARY OF THE DIFFERENCES BETWEEN**  
**STANDARD AND PREMIUM CATEGORIES OF LISTING**

1. Companies with a standard listing are not eligible for inclusion in the UK series of FTSE indices.
2. Companies with a standard listing are not required to retain a sponsor for certain transactions.
3. Companies with a standard listing are not required to comply with the Listing Principles as contained in Listing Rule 7(although proposals have been published to require standard listed companies to comply with Listing Principles 2 and 6).
4. Companies with a standard listing are not required to: (i) control the majority of their assets and to have done so for the last three years; and (ii) carry on an independent business as their main activity.
5. The UK Corporate Governance Code does not apply directly to companies with a standard listing. However pursuant to DTR 7.2, companies with a standard listing are still required to make a statement in the directors' report covering the governance code to which the issuer is subject in relation to the financial reporting process and certain details of its share capital. The directors of companies with a standard listing are also required to include a description of the internal control and risk management systems and the composition of committees. The Company does not intend to make any changes to its current corporate governance regime once the Proposed Transfer has become effective.
6. The Model Code does not apply to a company with a standard listing. The Model Code imposes restrictions on dealing in the securities of a listed company beyond those imposed by law. Its purpose is to ensure that persons discharging managerial responsibilities do not abuse, and do not place themselves under suspicion of abusing, inside information that they may be thought to have, especially in periods leading up to an announcement of the company's results.
7. A standard listing does not require a company to offer pre-emption rights pursuant to the Listing Rules. Pre-emption rights under the Listing Rules require companies, who are proposing to issue equity securities for cash or proposing to sell treasury shares that are equity shares for cash, to first offer those equity securities to existing shareholders, unless shareholders have authorised the disapplication of such pre-emption rights in accordance with LR 9.3.12.R. However, the Company is a company incorporated in England and Wales and therefore remains subject to similar pre-emption rights requirements under the Companies Act 2006.
8. A standard listing does not require a company to comply with the provisions of Listing Rule 10 which sets out requirements for shareholders to be notified of certain transactions and to have the opportunity to vote on proposed significant transactions. Shareholders should be aware that the Company would, following the Proposed Transfer, be able to undertake significant transactions without Shareholder approval.
9. A standard listing does not require a company to comply with Listing Rule 11 which contains rules intended to prevent a related party from taking advantage of its position in respect of transactions with the listed company.
10. Companies with a standard listing are not required to comply with Listing Rule 12 which applies to companies dealing in their own securities.
11. A company with a standard listing is not required to comply with the more onerous requirements relating to the content of circulars issued to shareholders of companies with a premium listing as detailed in Listing Rule 13.
12. Companies with a standard listing are not required to limit the number of shares pursuant to warrants/options (excluding employee shares schemes) to 20 per cent. of existing issued shares.

## Highway Capital plc

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

### NOTICE OF FIRST GENERAL MEETING

NOTICE is hereby given that a General Meeting of Highway Capital plc (the “**Company**”) will be held at the offices of Keith, Bayley, Rogers & Co. Limited, 103 – 105 Bunhill Row, London EC1Y 8LZ on 12 June 2013 at 10.30 a.m. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

### SPECIAL RESOLUTION

**THAT** the proposed transfer of the Company’s category of equity share listing on the Official List of the UK Financial Conduct Authority from a premium listing (commercial company) to a standard listing (shares) (the “**Transfer of Listing**”) be and is hereby approved and the Directors of the Company be and are hereby authorised to cause such Transfer of Listing to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.

BY ORDER OF THE BOARD

Edward Levey  
Company Secretary  
Dated: 20 May 2013

Registered office:  
Eden House  
Reynolds Road  
Beaconsfield  
HP9 2FL

### Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 14 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an ‘X’. To abstain from voting on a resolution, select the relevant “Vote withheld” box. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid any proxy form or other instrument appointing a proxy must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and
  - received by Neville Registrars no later than 10.30 a.m. on 10 June 2013.
7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.30 a.m. on 10 June 2013.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.

12. **Nominated persons:** (a) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. (b) The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by the Shareholders.

13. **Total Voting Rights:** As at 17 May 2013 the issued share capital of the Company consists of 7,945,638 Ordinary Shares of 2 pence each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 17 May 2013 is 7,945,638.

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 10.30 a.m. on 12 June 2013 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Neville Registrars Limited (CREST Participant ID: 7RA11), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

15. Only those members entered on the register of members of the Company at 6.00 p.m. on 10 June 2013 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business after 10 June 2013 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

17. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the company or the good order of the meeting to answer the question.

18. A copy, or a memorandum of the terms, of every service contract between the Company or any of its subsidiaries and any director of the Company, the register of members, the details of proxies, the current articles of association, and a register in which are recorded all transactions of each director and of their family interests in the share capital of the Company are available for inspection at the Company’s registered office during normal business hours (Saturdays, Sundays and Bank Holidays excepted) and will also be available for inspection at the General Meeting from 10.30 a.m. on 12 June 2013 until the conclusion of the General Meeting.

19. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at [www.highwaycapital.co.uk](http://www.highwaycapital.co.uk).

## Highway Capital plc

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

### NOTICE OF SECOND GENERAL MEETING

NOTICE is hereby given that a General Meeting of Highway Capital plc (the “**Company**”) will be held at the offices of Keith, Bayley, Rogers & Co. Limited, 103 – 105 Bunhill Row, London EC1Y 8LZ on 12 June 2013 immediately following the First General Meeting to be held at 10.30 a.m. on that date to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

### SPECIAL RESOLUTION

THAT the cancellation of the admission of the ordinary shares of the Company to the Official List of the FCA be and is hereby approved, and that the directors be authorised to take all steps which are necessary or desirable to effect such cancellation.

BY ORDER OF THE BOARD

Edward Levey  
Company Secretary  
Dated: 20 May 2013

Registered office:  
Eden House  
Reynolds Road  
Beaconsfield  
HP9 2FL

### Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 14 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an ‘X’. To abstain from voting on a resolution, select the relevant “Vote withheld” box. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid any proxy form or other instrument appointing a proxy must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and
  - received by Neville Registrars no later than 10.30 a.m. on 10 June 2013.
7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.30 a.m. on 10 June 2013.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
12. **Nominated persons:** (a) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. (b) The statement of the

rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by the Shareholders.

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