

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor or accountant or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your ordinary shares in Tyman plc, please hand this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Notice of Annual General Meeting 2015

Notice of Annual General Meeting

Tyman plc

(incorporated and registered in England and Wales with registered number 02806007)

Directors:

Jamie Pike (Chairman)
James Brotherton
Kirsten English
Louis Eperjesi
Mark Rollins
Les Tench
Martin Towers
Angelika Westerwelle

Registered Office:

29 Queen Anne's Gate
London
SW1H 9BU

13 April 2015

To the holders of ordinary shares in Tyman plc (the "Company")

Dear Shareholder

2015 Annual General Meeting

I am pleased to be writing to you with details of the annual general meeting of the Company which is to be held at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES on Friday 15 May 2015 at 10:30 am (the "AGM"). The formal notice convening the AGM (the "notice") is set out at pages 5 to 9 of this letter. In this letter, I will provide you with a detailed explanation of the resolutions to be proposed at the AGM.

Business to be transacted

At the AGM, we will be proposing a number of resolutions, as set out below. Resolutions 1 to 14 and Resolutions 18 to 20 will be proposed as ordinary resolutions. Resolutions 15 to 17 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50 per cent of the votes cast are in favour and the proposed special resolutions will be passed if at least 75 per cent of the votes cast are in favour.

Annual Report and Accounts (Resolution 1)

This resolution deals with the delivery by the Directors of the Company (the "Directors") to the Shareholders of the Company ("Shareholders") of the accounts for its financial year ended 31 December 2014 (including the Directors' and Auditors' report on those accounts) and the adoption thereof by the Company (the "Annual Report").

Directors' remuneration report (Resolution 2)

The Annual Report on Directors' remuneration set out on pages 50 to 64 of the Annual Report will be put to an advisory Shareholder vote by ordinary resolution.

There have been no changes to the Directors' remuneration policy that was approved at the AGM in 2014, which is summarised on pages 52 to 56 of the Annual Report. The full wording of the remuneration policy is available on the Company's website (www.tymanplc.com). Consequently no Shareholder vote on the remuneration policy is being sought at the 2015 AGM.

Final Dividend (Resolution 3)

Final dividends are approved by the Shareholders but cannot be more than the amount recommended by the Directors. The Directors are recommending a final dividend for the year ended 31 December 2014 of 6.0 pence per ordinary share due and payable on 20 May 2015 to the Shareholders on the register of members of the Company at close of business on 24 April 2015. This resolution seeks Shareholders' approval of the proposed dividend.

Re-election of Directors (Resolutions 4 to 10)

The Company's articles of association ("Articles") require that a Director retires from office at the third annual general meeting following his previous appointment or re-appointment at an annual general meeting. However, in accordance with the UK Corporate Governance Code and best practice, each Director will voluntarily offer themselves for re-election at each annual general meeting. Accordingly, Jamie Pike, Louis Eperjesi, James Brotherton, Martin Towers and Angelika Westerwelle will voluntarily offer themselves for re-election at the AGM. Les Tench, who has served on the Board as a Non-executive Director and Chairman of the Group's Remuneration Committee since December 2009, has indicated to the Board his wish to retire and will stand down as a Director following the AGM. Following their appointment on 1 April 2015, Kirsten English and Mark Rollins will retire and seek election at the AGM.

Biographical details for each of the Directors may be found on pages 38 to 39 of the Annual Report. Biographical details for Kirsten English and Mark Rollins are also included in Appendix 3 of this notice. The Board of Directors (the "Board") consider that each of the Directors brings valuable skills and experience to the Board. Formal performance evaluations have taken place and, following those evaluations, the Board considers that the performance of each Director continues to be effective and that each demonstrates

Notice of Annual General Meeting continued

commitment to his or her role.

Re-appointment of auditors and auditors' remuneration (Resolutions 11 and 12)

The Company's auditors, PricewaterhouseCoopers LLP ("Auditors"), were appointed at the last annual general meeting of the Company held on 16 May 2014. Their period of office expires at the conclusion of the AGM. Resolution 11 proposes their re-appointment as the Auditors of the Company. It is normal practice for the Directors to be authorised to fix the Auditors' remuneration and this is dealt with in Resolution 12.

Political donations (Resolution 13)

It is the policy of the Company not to make donations to political parties or incur political expenditure and it has no present intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate. However, the Companies Act 2006 ("Act") contains wide definitions of 'political donation', 'political organisation' and 'political party' and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it is in the Shareholders' interest for the Company to support; for example, bodies concerned with policy review or law reform, with the representation of the business community (or sections of it) or special interest groups. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may even fall under the definitions. If this resolution is passed the Company and its subsidiaries will be authorised to make donations and incur expenditure which might otherwise be prohibited by legislation, up to a limit of, in aggregate, £50,000. The Directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. In common with other listed companies, the Directors are therefore seeking Shareholders' approval in the terms outlined in this resolution.

Directors' authority to allot shares (Resolution 14)

The Act provides that the Directors may not allot ordinary shares unless authorised to do so by the Company in general meeting or by its articles. This resolution seeks renewal, for a further period expiring at the earlier of the close of the next annual general meeting or 15 August 2016, of the authority previously granted to the Directors at last year's annual general meeting.

The authority relates to a total of 56,520,857 ordinary shares, being one third of the issued share capital of the Company as at 10 April 2015 (being the latest practicable date prior to publication of this document). In addition, in accordance with the guidelines issued by the Investment Association, the resolution also contains an authority for the Directors to allot a further 56,520,857 ordinary shares in connection with a pre-emptive offer by way of rights issue.

The Directors have no present intention of allotting, or agreeing to allot any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted by such schemes. However, the Directors continue to consider potential transactions and, in the event of one of these potential transactions proceeding, this may require the allotment of shares pursuant to this authority.

Disapplication of statutory pre-emption rights (Resolution 15)

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new ordinary shares or on the sale of any shares which the Company may hold in treasury following a purchase of its own shares. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash or sell treasury shares without first having to offer such shares to existing Shareholders. The Directors' current authority expires at the close of the AGM and, accordingly, this resolution seeks to renew this authority on similar terms for a further period, expiring at the earlier of the close of the next annual general meeting or 15 August 2016.

The authority, if granted, will relate to allotment of new ordinary shares or the sale of treasury shares in respect of (i) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas Shareholders and in relation to fractional entitlements and certain other technical matters and (ii) generally to allotments (other than in respect of pre-emptive offerings) of ordinary shares or the sale of treasury shares having an aggregate nominal value not exceeding £423,907 (being approximately 5 per cent of the issued ordinary share capital of the Company as at 10 April 2015 (being the latest practicable date prior to the publication of this document)). The Directors do not have any present intention of exercising this authority and do not intend to issue more than 7.5 per cent of the issued share capital of the Company on a non-pre-emptive basis in any rolling three year period without prior consultation with the relevant investor groups.

Authority to purchase ordinary shares (Resolution 16)

This resolution is to renew the Company's authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all, and the Board has no present intention of exercising this power but would wish to retain the flexibility to do so in the future. The authority will expire at the earlier of the conclusion of the next annual general meeting or 15 August 2016. The Board intends to seek renewal of this power at subsequent annual general meetings.

The resolution specifies the maximum number of shares which may be purchased (representing approximately 14.99 per cent of the Company's issued ordinary share capital as at 10 April 2015) and the maximum and minimum prices at which they may be bought, reflecting legal and regulatory requirements. Any purchases would only be made on the London Stock Exchange. The Directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and such a decision would be taken in the light of prevailing circumstances at the time of the purchase. The Board will only exercise the power to make purchases of the Company's shares after consideration of the effects on earnings per share and the benefits for Shareholders generally.

Length of notice of meetings (Resolution 17)

This is a resolution to authorise the Company to hold general meetings on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 days, unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders for that meeting and a resolution approving the reduction of the notice period for general meetings to 14 clear days must be passed. The Directors believe that obtaining this authority is desirable as it gives the Company an additional degree of flexibility.

New Employee Share Plans (Resolutions 18-20)

Resolution 18 approves the establishment of the Tyman Sharesave Plan (the "Sharesave Plan"). The Sharesave Plan is intended to be a tax advantaged plan under which all qualifying employees are eligible to participate on the same basis. Under the Sharesave Plan, an eligible employee who enters into an approved savings contract for a period of three years will be granted an option to acquire ordinary shares in the Company using the proceeds of the savings contract. The exercise price of an option is fixed at the time the invitation to apply for an option is issued and will not be less than 80 per cent of the market value of a share at that time. The Sharesave Plan will operate within the overall 10 per cent dilution limit which applies to other share plans operated by the Company. The main provisions of the Sharesave Plan are summarised in Appendix 1 to this notice.

Resolution 19 approves the establishment of the Tyman US Sharesave Plan (the "US Sharesave Plan"). The US Sharesave Plan is intended to be a tax-qualifying plan for US based employees pursuant to section 423 of the United States Internal Revenue Code 1986 (as amended). The US Sharesave Plan is broadly similar to the Sharesave Plan. Shares may be acquired at an exercise price set at a discount of up to 15 per cent to the initial market price. The option period can be up to 27 months. There is an individual maximum annual limit of \$25,000 on the value of shares over which options may be granted under the US Sharesave Plan and, in addition to the standard 10 per cent dilution limit, there is a 16,956,257 share maximum on the number of shares that may be issued under the US Sharesave Plan. The main provisions of the US Sharesave Plan are summarised in Appendix 2 to this notice.

Resolution 20 enables the Directors to establish separate but commercially similar share plans based on the Sharesave Plan, the US Sharesave Plan or other share plans that have been approved by the Company's Shareholders to enable the grant of options and awards to employees outside of the UK, taking account of local tax, exchange control and securities laws issues in the relevant jurisdiction. Any shares available under such separate plans will count towards the individual and overall participation limits in the Company's corresponding main share plans.

Action to be taken

Whether or not you are able to attend the meeting, you are asked to complete the enclosed form of proxy and to post it to the Company's Registrars at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4ZF, as soon as possible but, in any event, to arrive no later than 10.30 am on 13 May 2015. Completion and posting of the form of proxy will not preclude you from attending and voting in person at the AGM should you wish to do so.

If you are a member of CREST, you may register your appointment of a proxy through the CREST electronic appointment service using CREST ID RA10. For further details refer to the CREST manual. Appointment of a proxy electronically will not stop you attending the AGM and voting in person should you so wish.

A 'vote withheld' option is provided on the form of proxy accompanying this notice which is to enable you to withhold your vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

Notice of Annual General Meeting continued

CREST – Regulation 41 of the Uncertificated Securities Regulations 2001

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company as at 6.00 pm on 13 May 2015 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members of the Company after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.

Documents for inspection

Copies of the rules of the Sharesave Plan, the US Sharesave Plan, the Directors' service contracts and the letters of appointment for the Non-executive Directors will be available for inspection during business hours on any weekday from the date of this letter until the conclusion of the AGM at the Company's registered office. These documents will also be available for inspection at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

Recommendation

The Directors believe that all the resolutions referred to above which are to be proposed at the AGM are in the best interests of the Company and of the Shareholders as a whole and recommend Shareholders to vote in favour of them, as each of the Directors intends to do in respect of his or her own beneficial holding.

Yours faithfully

Jamie Pike
Chairman

Tyman plc

(incorporated and registered in England and Wales with registered number 02806007)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Tyman plc (the "Company") will be held at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES, on 15 May 2015 at 10:30 am, for the following purposes:

Ordinary resolutions

To consider and, if thought fit, to pass the following resolutions to be proposed as ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2014 together with the reports of the Directors and Auditors (the "Annual Report").
2. To approve the Directors' remuneration report for the year ended 31 December 2014 set out on pages 50 to 64 of the Annual Report.
3. To declare a final dividend of 6.00 pence per ordinary share for the financial year ended 31 December 2014, payable on 20 May 2015 to Shareholders of the Company on the register of members at the close of business on 24 April 2015.
4. To re-elect Jamie Pike as a Director of the Company.
5. To re-elect Louis Eperjesi as a Director of the Company.
6. To re-elect James Brotherton as a Director of the Company.
7. To re-elect Martin Towers as a Director of the Company.
8. To re-elect Angelika Westerwelle as a Director of the Company.
9. To elect Kirsten English as a Director of the Company.
10. To elect Mark Rollins as a Director of the Company.
11. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company.
12. To authorise the Directors to set the remuneration of the auditors.
13. THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised to:
 - a. make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - b. make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
 - c. incur political expenditure not exceeding £50,000 in total,

in each case during the period commencing on the date of this resolution and ending at the end of the next annual general meeting of the Company or, if earlier, on 15 August 2016 and provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during such period. For the purpose of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings set out in sections 363 to 365 (inclusive) of the Act.

Notice of Annual General Meeting continued

14. THAT the Directors be and are hereby generally and unconditionally authorised (in substitution for all existing authorities) to exercise all powers of the Company in accordance with section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"):

- a. up to an aggregate nominal amount of £2,826,043; and
- b. comprising equity securities (as defined in the Act) up to a nominal amount of £5,652,086 (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under sub-paragraph a. above of this Resolution 14) in connection with an offer by way of a rights issue:
 - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
 - ii. to the holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and this authority shall expire at the end of the next annual general meeting of the Company or, if earlier, on 15 August 2016 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares or grant Rights under any such offer or agreement as if this authority had not expired.

Special resolutions

To consider and, if thought fit, to pass the following resolutions to be proposed as special resolutions:

15. THAT, subject to the passing of Resolution 14, the Directors be and are hereby empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 14 above or by way of a sale of equity securities held as treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- a. the allotment of equity securities, or sale of equity securities held as treasury shares, in connection with a rights issue, open offer or any other pre-emptive offer in favour of (i) ordinary Shareholders (excluding any Shareholder holding shares as treasury shares) in proportion (as nearly as may be practicable) to their respective holdings, and (ii) holders (excluding any holder holding shares as treasury shares) of any other class of equity security in accordance with the rights attached to such class of equity securities (subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and
- b. the allotment of equity securities and/or sale of equity securities held as treasury shares (otherwise than pursuant to sub-paragraph a. above of this Resolution 15) up to an aggregate nominal value of £423,907,

and this power shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 August 2016 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after the power expires and the Directors may allot or sell equity securities under any such offer or agreement as if this power had not expired.

16. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares with nominal value of 5 pence each of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum number of ordinary shares of 5 pence nominal value hereby authorised to be purchased is 25,434,386;
- b. the minimum price, excluding expenses, which may be paid for an ordinary share is 5 pence;
- c. the maximum price, excluding expenses, which may be paid for any such share is the higher of (i) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and (ii) the amount stipulated by Article 6 (1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 16 will be carried out);
- d. any ordinary shares purchased pursuant to this authority shall be cancelled, or, if the Directors so determine, held as treasury shares;

- e. the authority hereby conferred shall expire on the close of the next annual general meeting of the Company or, if earlier, on 15 August 2016 unless previously renewed, revoked or varied by the Company in general meeting; and
- f. the Company may make a contract for the purchase of its ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of its ordinary shares in pursuance of such a contract as if this authority had not expired.

17. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Ordinary resolutions

To consider and, if thought fit, to pass the following resolutions to be proposed as ordinary resolutions:

- 18. THAT, the establishment of the Tyman Sharesave Plan (the "Sharesave Plan"), a copy of the draft rules of which has been produced to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the notice of annual general meeting, be approved and that the Board of Directors be authorised to do all such acts and things as may be necessary or expedient to give effect to the Sharesave Plan.
- 19. THAT, the establishment of the Tyman US Sharesave Plan (the "US Sharesave Plan") be approved, a copy of the draft rules of which has been produced to the meeting and a summary of the main provisions of which is set out in Appendix 2 to this notice of annual general meeting, and that the Board of Directors be authorised to do all such acts and things as may be necessary or expedient to give effect to the US Sharesave Plan.
- 20. THAT, the Board of Directors of the Company be authorised to establish further plans (or schedules) based on the Sharesave Plan, or the US Sharesave Plan, or other employees' share plans which have been approved by Shareholders of the Company ("corresponding plan"), but modified to take account of local tax, exchange control or securities laws in overseas territories provided any shares made available under any such further plans or schedules are treated as counting against the limits on individual and overall participation in the relevant corresponding plan.

By order of the Board

Kevin O'Connell
Company Secretary
13 April 2015

Registered Office:
29 Queen Anne's Gate,
London SW1H 9BU

Notice of Annual General Meeting continued

NOTES

Website address

- Information regarding the meeting is available at www.tymanplc.com

Entitlement to attend and vote

- Only those holders of ordinary shares registered on the Company's register of members at 6.00 pm on 13 May 2015; or, if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

Appointment of Proxies

- Members entitled to attend, speak and vote at the meeting (in accordance with Note 2 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy please use the Form of Proxy enclosed with this document or follow the instructions at Note 9 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. The completion and return of the Form of Proxy will not stop you attending and voting in person at the meeting should you wish to do so. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of the Form of Proxy (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.
- You can appoint the Chairman of the meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the meeting" on the Form of Proxy and insert the full name of your appointee.
- You can instruct your proxy how to vote on each resolution by ticking the "For" and "Against" boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution please tick the box which is marked "Vote Withheld". It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if how so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the meeting.
- A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

Appointment of Proxy using Hard Copy Form

- The Form of Proxy and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU at 10.30 am on 13 May 2015 in respect of the meeting. Any Forms of Proxy received before such time will be deemed to have been received at such time. In the case of an adjournment, the Form of Proxy must be received by Capita Asset Services no later than 48 hours before the rescheduled meeting.
- On completing the Form of Proxy, sign it and return it to Capita Asset Services at the address shown on the reverse of the Form of Proxy. As postage has been pre-paid no stamp is required. You may, if you prefer, return the Form of Proxy in a sealed envelope to the address shown above.

Appointment of Proxies through CREST

- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on the above date 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(s), should refer to their CREST sponsor 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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting service providers 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 Uncertificated Securities Regulations 2001.

All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged at 10.30 am on 13 May 2015 in respect of the meeting. Any such messages received before such time will be deemed to have been received at such time. In the case of an adjournment, all messages must be lodged with Capita Asset Services no later than 48 hours before the rescheduled meeting.

Termination of proxy appointments

- In order to revoke a proxy instruction you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

In the case of a member which is a company, the revocation notice must be executed under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation notice.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified in Note 2 above then, subject to the paragraph directly below, your proxy will remain valid.

If you submit more than one valid proxy appointment in respect of the same ordinary shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Completion of a Form of Proxy will not preclude a member from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.

Nominated Persons

11. 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 set out above to appoint a proxy cannot be exercised by a Nominated Person, they can only be exercised by the member. A Nominated Person may, however, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the 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 member as to the exercise of voting rights.

Issued shares and total voting rights

12. The total number of shares in issue in the Company as at 10 April 2015 (being the latest practicable date before publication of this document) is 170,104,385 ordinary shares of 5 pence each. Of these 541,814 are held in treasury which represents 0.32 per cent of the total issued ordinary shares (excluding treasury shares) as at 10 April 2015 (being the latest practicable date before publication of this document). Therefore the total number of ordinary shares with voting rights is 169,562,571. On a vote by a show of hands, every holder of ordinary shares who (being an individual) is present by a person, by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote. On a poll every holder of ordinary shares who is present in person or by proxy shall have one vote for every ordinary share held by him.

Communication

13. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- calling Capita Asset Services shareholder helpline (lines are open from 9.00 am to 5.30 pm Monday to Friday, excluding public holidays):
 - (i) From UK: 0871 664 0300 (calls cost 10p per minute plus network extras);
 - (ii) From Overseas: +44 208 639 3399 (calls from outside the UK are charged at applicable international rates); or
- in writing to Capita Asset Services.

You may not use any electronic address provided either:

- in this notice of meeting; or
- any related documents (including the Form of Proxy for this meeting),

to communicate with the Company for any purposes other than those expressly stated.

Other

14. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
15. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member of the Company attending the meeting, except (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

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 its website a statement setting out any matter relating to the audit of the Company's accounts that are to be laid before the meeting or any circumstance connected with an auditor of the Company ceasing to hold office since the annual general meeting held in 2014. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.

A copy of this notice and other information required by section 311A of the Companies Act 2006, can be found at the Company's website: www.tymanplc.com

Appendix 1

Summary of the main provisions of the Tyman Sharesave Plan (the “Sharesave Plan”)

1. GENERAL

The Sharesave Plan is intended to be a tax-advantaged Schedule 3 SAYE option scheme for the purposes of UK tax legislation.

Options are not transferable (except on death) and are not pensionable benefits.

Options may be satisfied by newly issued shares, shares purchased in the market by an employees’ trust or by the transfer of treasury shares.

Operation of the Sharesave Plan is overseen by the Directors or a duly authorised committee of the Directors.

2. ELIGIBILITY

Any UK based employee (including any full-time Director) of the Company or other participating subsidiary who has been employed for a qualifying period of such length as the Directors may determine from time to time (but not exceeding five years) and any other employee who is nominated by the Directors is eligible to participate in the Sharesave Plan.

3. ISSUE OF INVITATIONS

Invitations to apply for options will normally be issued within a period of 42 days after the sixth dealing day following the announcement of the Company’s results for any period. Invitations may be issued at other times if the Directors see fit. No invitations may be issued after 13 April 2025.

4. EXERCISE PRICE

The price per share at which ordinary shares may be acquired upon exercise of an option is determined by the Directors before options are granted on any occasion. It must not be less than the higher of:

- 80 per cent of the market value of a share when invitations are issued to participants; and
- in the case of options to subscribe for ordinary shares, the nominal value of an ordinary share.

5. MONTHLY SAVINGS

Any employee who applies for an option under the Sharesave Plan must enter into a HMRC approved “save as you earn” contract (the “Savings Contract”). The employee agrees to enter a Savings Contract for a period of three years and make monthly savings contributions of a fixed amount, currently of not less than £5 or more than £500, over three years. The employee may elect to apply the proceeds of the Savings Contract to exercise the option and acquire ordinary shares. Alternatively, the employee may choose to withdraw the proceeds of the Savings Contract.

6. EXERCISE OF OPTIONS

Options under the Sharesave Plan will normally be exercisable only during the period of six months from the maturity of the Savings Contract.

7. LEAVING EMPLOYMENT

Early exercise is permitted following death or cessation of employment by reason of injury, disability, redundancy, retirement, a TUPE business transfer, his employer company ceasing to be an “associated company”, cessation of employment more than three years from grant of an option, or where the business or part of the business, which employs the participant is transferred to a company outside the Group.

In such cases, options may be exercised within six months of leaving to the extent that the funds then available in the employee’s Savings Contract permit. In the case of death, personal representatives may normally exercise at any time within twelve months of the date of death.

Otherwise options will lapse on cessation of employment.

8. CORPORATE EVENTS

Early exercise of options is permitted in the event of a takeover, reconstruction or voluntary winding-up of the Company.

Alternatively, optionholders may be offered the opportunity to release their options in consideration of the grant of options over shares in the acquiring company or its parent company.

9. DILUTION LIMIT

Awards may be granted over unissued or existing shares. The number of new shares issued or remaining capable of being issued pursuant to awards under the Sharesave Plan and the Company's other executive and employee share schemes in any period of 10 years, will not exceed 10 per cent of the ordinary share capital of the Company in issue from time to time.

If awards are to be satisfied by a transfer of existing shares, this percentage limit will not apply. Insofar as it is necessary to ensure compliance with the guidelines issued from time to time by the Investment Association, the percentage limit will apply to awards satisfied by the transfer of treasury shares.

10. RIGHTS ATTACHING TO SHARES

Shares allotted or transferred under the Sharesave Plan will rank alongside shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued shares.

11. VARIATION OF SHARE CAPITAL

If there is a variation in the ordinary share capital of the Company, the Directors may make such adjustments as they consider appropriate to; the number, amount or description of shares subject to any option; the exercise price payable upon the exercise of any option; and/or the acquisition cost of shares that have not been allotted or transferred following exercise of an option, provided that the market value and exercise price must be substantially the same before and after the variation in capital.

12. ALTERATION OF THE SHARES SAVE PLAN

The Directors may amend the Sharesave Plan in any respect. However, they may not make any alteration to the advantage of existing or new optionholders without the prior approval by ordinary resolution of Shareholders unless the alteration is necessary to comply with the requirements of Schedule 3, to take account of any change in legislation, to obtain and maintain favourable tax, exchange control or regulatory treatment for existing or new optionholders, any member of the Group or any Associated Company, or it is a minor amendment to benefit the administration of the Sharesave Plan.

This summary does not form part of the rules of the Sharesave Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right to make such amendments and additions to the rules of the Sharesave Plan as they consider appropriate, provided that such amendments do not conflict in any material respect with this summary.

Appendix 2

Summary of the principal terms of the US Sharesave Plan

1. GENERAL

The US Sharesave Plan is intended to qualify as a tax-favoured US employee stock purchase plan under section 423 of the US Internal Revenue Code, as amended (the “Code”). The US Sharesave Plan will be open to eligible employees of any subsidiary corporation of the Company (as described in section 424(f) of the Code) as may be designated by the Directors from time to time as a participating company for the purposes of the US Sharesave Plan.

2. ELIGIBILITY

Any employee of a participating company (subject to statutory exclusions available under section 423 of the Code that may be applied by the Directors from time to time) may participate in the US Sharesave Plan.

3. ISSUE OF INVITATIONS

Invitations to apply for options under the US Sharesave Plan (“Options”) will normally be issued within a period of 42 days after the sixth dealing day following the announcement of the Company’s results for any period. Invitations may be issued at other times if the Directors see fit. No invitations may be issued after 13 April 2025.

4. EXERCISE PRICE

The price per share at which ordinary shares in the Company (“Shares”) may be acquired upon exercise of an Option is determined by the Board before Options are granted on any occasion. It must not be less than the higher of:

- 85 per cent of the market value on the date of grant; and
- in the case of Options to subscribe for new Shares, the nominal value of a Share.

5. MONTHLY SAVINGS

Any employee who applies for an Option must enter into a savings contract for a fixed period of time of up to 24 months and make monthly savings contributions of a fixed amount (as determined by the Directors). The optionholder may elect to apply the proceeds of the savings contract to exercise the Option and acquire Shares. Alternatively, the optionholder may choose to withdraw the proceeds of the savings contract.

6. EXERCISE OF OPTIONS

Options will normally be exercisable within the period commencing on the date specified by the Directors at invitation (being no later than the second anniversary of the date of grant) and ending 27 months from the date of grant (the “Option Term”), after which an Option will lapse.

7. LEAVING EMPLOYMENT

Options will lapse on cessation of employment, in which case the optionholder’s savings will be returned.

8. CORPORATE EVENTS

Early exercise of Options is permitted in the event of a takeover, reconstruction or voluntary winding-up of the Company.

Alternatively, optionholders may be offered the opportunity to release their Options in consideration of the grant of options over shares in the acquiring company or its parent company.

9. LIMITS

Awards may be granted over unissued or existing shares. The number of new shares issued or remaining capable of being issued pursuant to awards under the Sharesave Plan and the Company's other executive and employee share schemes in any period of 10 years, will not exceed 10 per cent of the ordinary share capital of the Company in issue from time to time.

If awards are to be satisfied by a transfer of existing shares, the percentage limit stated above will not apply. Insofar as it is necessary to ensure compliance with the guidelines issued from time to time by the Investment Association, the percentage limits will apply to awards satisfied by the transfer of treasury shares.

The maximum number of Shares that may be issued pursuant to Options granted under the US Sharesave Plan will be 16,956,257 equivalent to 10 per cent of the Company's issued share capital on 10 April 2015 (the latest practicable date before the date of this document).

In addition to the individual maximum number of Shares that will be specified for each grant, there is a maximum annual limit under the Code, currently \$25,000, on the value of shares over which Options may be granted to any employee.

10. RIGHTS ATTACHING TO SHARES

Shares allotted or transferred under the US Sharesave Plan will rank alongside shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued shares.

11. VARIATION IN SHARE CAPITAL

If there is a variation in the ordinary share capital of the Company, the Directors may make such adjustments as they consider appropriate to; the number, amount or description of shares subject to any option; the exercise price payable upon the exercise of any option; and/or the acquisition cost of shares that have not been allotted or transferred following exercise of an option, provided that the market value and exercise price must be substantially the same before and after the variation in capital.

12. AMENDMENTS

The Directors may amend the rules of the US Sharesave Plan in any respect. However, they may not make any alteration to the advantage of existing or new optionholders without the prior approval by ordinary resolution of Shareholders unless the alteration is necessary to comply with the requirements of Schedule 3, to take account of any change in legislation, to obtain and maintain favourable tax, exchange control or regulatory treatment for existing or new optionholders, any member of the Group or any Associated Company, or it is a minor amendment to benefit the administration of the US Sharesave Plan.

This summary does not form part of the rules of the US Sharesave Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right to make such amendments and additions to the rules of the US Sharesave Plan as they consider appropriate provided that such amendments do not conflict in any material respect with this summary.

Appendix 3

Biographies of Directors appointed on 1 April 2015

Kirsten English

Kirsten English is an independent director on the Trustee Board for the Universities Superannuation Scheme Ltd. She also holds non-executive directorships at Contis Group Ltd and Birdstep Technology ASA. She was previously a director at Terra Firma Capital Partners, chief executive at Grenfell PAI (fund of hedge funds) and Entrepreneur in Residence at Warburg Pincus. An Oxford graduate, Kirsten worked for 17 years at Reuters, becoming chief executive of the data provider's Norwegian and Icelandic operations before co-founding Radianz, a provider of market infrastructure, where she was general manager.

Mark Rollins

Mark Rollins is a chartered accountant, and is presently CEO of Senior plc. He joined Senior in 1998 from Morgan Crucible plc, became group finance director in 2000 and CEO in 2008. He is a non-executive director of The Vitec Group plc and was formerly a non-executive director of WSP Group from 2006 to 2012. Mark will retire as CEO of Senior on 31 May 2015. He holds a first class degree in Engineering.