

Heywood Williams Group PLC

Form of Proxy — Extraordinary General Meeting

**For use at the Extraordinary General Meeting of the Company to be held at the offices of
Pinsent Masons, 100 Barbirolli Square, Manchester M2 3SS
on 17 November 2006 at 10.15 a.m.**

I/We
(NAME(S) IN FULL)

of
(ADDRESS(ES))

being (a) member(s) of the above-named Company hereby appoint the Chairman of the Meeting
or

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Pinsent Masons, 100 Barbirolli Square, Manchester M2 3SS on 17 November 2006 at 10.15 a.m. (or as soon thereafter as the Court Meeting convened for 10.00 a.m. on 17 November 2006 ends or is adjourned).

Please indicate with an “X” in the box below how you wish your vote(s) to be cast. Unless otherwise instructed, the proxy may vote as he/she thinks fit or withhold from voting in respect of the resolution as specified and also on any other business (including amendments to resolutions) which may properly come before the meeting.

SPECIAL RESOLUTION	FOR	AGAINST	WITHHELD
To approve matters to give effect to the scheme of arrangement described in the circular from the Company to its shareholders dated 25 October 2006 and all matters related and/or ancillary thereto			

Signed or Common Seal Dated 2006

Notes:

1. To be valid, this form of proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or other authority) must be lodged with the registrars of the Company at the address shown overleaf not later than 48 hours before the time appointed for the meeting. Completion and return of a form of proxy will not preclude shareholders from attending and voting in person at the meeting should they wish to do so.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. If you wish to appoint a proxy other than the Chairman, you should delete the words “the Chairman of the Meeting or”, insert the name(s) of your own choice in the space provided and initial the amendment. A proxy need not be a member of the company.
4. In the case of joint holders, the signature of any holder is sufficient but the vote of the senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the other joint holders; for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
5. 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 at 6.00 p.m. (London time) on 15 November 2006 shall be entitled to attend and vote at the above-mentioned Extraordinary General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after 6.00 p.m. (London time) on 15 November 2006 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. For your convenience, the form of proxy is pre-paid and addressed to Lloyds TSB Registrars. No envelope is necessary but if you wish you may use an envelope and address it (no stamp required) to Lloyds TSB Registrars, FREEPOST SEA 10846, Worthing, West Sussex BN99 6ZL.

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Worthing
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