

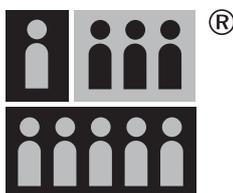
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or transferred all of your ordinary shares in Workspace Group PLC, please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your ordinary shares in Workspace Group PLC, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Workspace Group PLC

(Incorporated and registered in England and Wales under number 2041612)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATION OF BUSINESS



Workspace Group

Notice of an Annual General Meeting of Workspace Group PLC to be held at Magenta House, 85 Whitechapel Road, London E1 1DU, at 11:00 a.m. on Tuesday, 29 July 2008 is set out at the end of this document. Shareholders will find enclosed with this document a form of proxy for use in connection with the Annual General Meeting. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 48 hours before the time of the Annual General Meeting. Completion and return of a form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they choose to do so.

DEFINITIONS

In this document, except where the context otherwise requires, the following expressions shall have the following meanings:

‘Annual General Meeting’ or ‘AGM’	the annual general meeting of the Company convened for Tuesday, 29 July 2008, notice of which is set out at the end of this document, or any reconvened meeting following adjournment thereof;
‘Annual Report and Accounts’	the annual report and accounts for the financial year ended 31 March 2008 and the reports of the Directors and auditors thereon;
‘Articles’	the articles of association of the Company;
‘Board’ or ‘Directors’	the directors of the Company for the time being;
‘Company’	Workspace Group PLC; and
‘Shareholders’	holders of ordinary shares in the capital of the Company.



Workspace Group PLC

(Incorporated and registered in England and Wales under number 2041612)

Directors:

A J Hales CBE (Non-Executive Chairman)
H Platt (Chief Executive)
J Bywater (Non-Executive Director)
B Cragg (Non-Executive Director)
R Dickinson (Non-Executive Director)
J P Marples (Property Director)
G Clemett (Finance Director)

Registered office:

Magenta House
85 Whitechapel Road
London
E1 1DU

To Shareholders, and for information only, to share option holders

27 June 2008

Dear Shareholder

Notice of Annual General Meeting and explanation of business

Introduction

I am pleased to invite you to the twenty-second Annual General Meeting ('AGM') of the Company to be held at the Company's registered office, Magenta House, 85 Whitechapel Road, London E1 1DU, at 11:00 a.m. on Tuesday, 29 July 2008.

A formal notice convening the AGM is set out on pages 15 to 18 of this document and an explanation of each of the resolutions the Directors will be proposing at the AGM is set out below.

Ordinary business at the Annual General Meeting

Annual Report and Accounts (resolution 1)

The business of the AGM will begin with a resolution to receive the Annual Report and Accounts. Shareholders will have the opportunity to put any questions on the Annual Report and Accounts to the Board before the resolution is proposed at the AGM.

Declaration of final dividend (resolution 2)

Shareholders will be asked to approve the payment of a final dividend of 3.04 pence per share in respect of the financial year ended 31 March 2008. If approved at the AGM, this dividend will be paid on 6 August 2008 to Shareholders entered on the register of members at the close of business on 11 July 2008.

Re-election of directors (resolutions 3 to 5)

The Articles require one-third (but no more than one-third) of the current Directors to retire by rotation at every AGM. In accordance with this requirement, Messrs H Platt and B Cragg retire by rotation and, being eligible, offer themselves for re-election at the AGM. In addition, Mr G Clemett was appointed as a Director during the year and, in accordance with the Articles, retires at the AGM and stands for re-election. Brief biographical details of each of the Directors are set out on page 37 of the Annual Report and Accounts.

Directors' remuneration report (resolution 6)

Shareholders are asked to approve the Directors' remuneration report. This contains the remuneration policy and is set out on pages 43 to 54 of the Annual Report and Accounts.

Re-appointment and remuneration of auditors (resolution 7)

Shareholders will be asked to re-appoint PricewaterhouseCoopers LLP as the Company's auditor until the conclusion of the next AGM and to grant authority to the Directors to determine their remuneration.

Special business at the Annual General Meeting

Renewal of authority to allot securities and to dis-apply pre-emption rights (resolutions 8 and 9)

Resolutions dealing with the authority of the Directors to allot shares will be proposed at the AGM.

By law, directors are not permitted to allot new shares (or to grant rights over shares) unless authorised to do so by Shareholders. In addition, directors require specific authority from Shareholders before allotting new shares (or rights in respect of shares) for cash without first offering them to existing Shareholders in proportion to their holdings.

Resolution 8 gives the Directors the necessary authority until the date of the next AGM or, if earlier, 15 months after the date of passing the resolution to allot shares, up to an aggregate nominal amount of £5,800,000 (being approximately one-third of the issued share capital of the Company as at 26 June 2008).

Resolution 9 empowers the Directors until the date of the next AGM, or if earlier, 15 months after the date of passing the resolution to allot shares for cash (or transfer equity securities which are from time to time held by the Company in treasury) otherwise than to existing Shareholders on a pro rata basis up to an aggregate nominal amount of £871,560, which is equivalent to approximately 5% of the issued share capital of the Company as at 26 June 2008. It also enables the Directors, in the case of an issue by way of rights, to deal with fractional entitlements and to make such exclusions or other arrangements as may be appropriate to resolve legal, regulatory or practical problems which might arise, particularly with regard to overseas Shareholders. It is intended to renew such authority and power at successive annual general meetings. There is no present intention of issuing any ordinary shares, except in connection with the Company's share option schemes. As at 26 June 2008, the Company held no equity securities in treasury.

Renewal of authority for purchase of own shares (resolution 10)

Resolution 10 authorises the Company to make market purchases (within the meaning of section 163 of the Companies Act 1985) on the London Stock Exchange of up to an aggregate of 17,431,380 ordinary shares (equivalent to approximately 10% of the issued share capital of the Company as at 26 June 2008), at a minimum price per ordinary share of 10p and a maximum price of 105% of the average of the middle market quotations of the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased.

Resolution 10 should not be taken as an indication that the Company will purchase ordinary shares at any particular price or indeed at all. The Directors will only consider making purchases if they believe that such purchases would result in an increase in earnings per share and are in the best interests of the Shareholders. Any ordinary shares purchased under the authority would either be cancelled, and the number of ordinary shares in issue would be reduced accordingly, or would be held in treasury.

The authority will expire on 28 January 2010, or at the conclusion of the AGM of the Company in 2009, if earlier. It is intended to renew such authority and power at successive annual general meetings.

By virtue of the Company (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, certain listed companies which buy back their own shares are now permitted, subject to certain restrictions, to hold up to 10% of their issued shares in treasury rather than cancelling them. Instead, such repurchased shares may be held by companies as treasury shares and later resold for cash, transferred for the purposes of an employee share scheme, or cancelled. Whilst any shares are held in treasury, voting rights are suspended, dividends are not paid and companies cannot take advantage of statutory pre-emption rights in respect of the shares (other than in connection with a bonus issue of fully paid shares).

The Directors would consider holding as treasury shares any shares which the Company repurchases pursuant to the authority provided by this resolution 10. To the extent that any shares repurchased by the Company are held in treasury, earnings per share will only be increased on a temporary basis until such time as the shares are sold or transferred out of treasury. Overall, the directors believe that the ability of the Company to hold shares in treasury will provide the Company with greater flexibility in the management of its share capital.

Consent to use of electronic communications (resolution 11)

The Companies Act 2006 (the 'CA 2006') has introduced new provisions dealing with, among other things, company communications to Shareholders and other provisions which facilitate communications in electronic form and by means of a website. These provisions replace the previous legislation in relation to electronic communications under the Companies Act 1985 (Electronic Communications) Order 2000 (the '**Electronic Communications Order**').

The Articles already contain provisions in relation to electronic communication to reflect the Electronic Communications Order. However, as a result of the implementation of the electronic communications provisions of the CA 2006 and changes to the Disclosure and Transparency Rules for listed companies, shareholder approval is now required for the Company to fully implement the electronic communications provisions of the CA 2006 and to comply with rule 6 of the Disclosure and Transparency Rules. The Directors consider it timely to seek such approval from Shareholders to enable communications between the Company and its Shareholders

to take place electronically. The passing of resolution 11 will give the Company flexibility to supply notices, documents and other information, such as the annual report and accounts, in electronic form and/or by means of a website in accordance with the provisions of the CA 2006.

The passing of resolution 11 would, provided that a person has agreed (generally or specifically) that the document or information may be sent or supplied in electronic form, allow the Company to send or supply such documents or information to that person in electronic form. Likewise, provided the Company has so agreed, it would also be possible for documents and information to be sent or supplied to the Company in that form.

Furthermore, the passing of resolution 11 would allow the Company to take advantage of the deemed consent provisions in relation to the use of a website for the supply of notices, documents and other information. If resolution 11 is passed, the Company would be able to treat a Shareholder as having consented to the supply of notices, documents and other information by making them available on the Company's website, provided that such Shareholder has been asked individually by the Company to agree to the supply of notices, documents and other information in this manner and such Shareholder has not responded to the Company's request within 28 days from when such request was sent.

Shareholders should note that, even if resolution 11 is passed, the Company cannot begin to communicate with Shareholders by electronic means or through the use of a website, unless and until Shareholders have given individual consent (or, in the case of the use of a website, do not respond within the 28-day period referred to above). A Shareholder may, if he or she wishes, continue to receive all Company communications in hard copy form. Moreover, a Shareholder may, in relation to a particular communication, request a hard copy form of that communication or, at any time, revoke his or her general agreement to be provided documentation in electronic form or by means of a website by delivering written notice of such revocation to the Company.

We expect these new arrangements to commence in relation to the communication of the Company's interim results for the six months to 30 September 2008.

Amendments to the Articles (resolution 12)

It is proposed that at the AGM certain technical amendments be made to the Articles to reflect certain provisions of the CA 2006 which came into force on 1 October 2007 and 6 April 2008. The CA 2006 also makes certain changes to the directors' conflicts of interest regime and these changes will come into force on 1 October 2008. The amendments to be made to the Articles to reflect the changes to the directors' conflicts of interest regime will only have effect from 1 October 2008, the date when the new provisions come into force. A summary of the proposed changes to the Articles is set out below.

It is anticipated that the remaining provisions of the CA 2006 will come into force on 1 October 2009. Accordingly, the Company will undertake a detailed review of its Articles in due course in order to reflect the entirety of the CA 2006 and associated legislation.

Conflicts of interest

The CA 2006 largely codifies the existing law in relation to directors' general duties, but with some important changes. From 1 October 2008, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with, a company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The CA 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the Articles contain a provision to this effect. The CA 2006 also allows the Articles to contain other provisions for dealing with directors' conflicts of interests to avoid a breach of duty. The proposed changes to the Articles give the directors authority to approve such situations and also include other provisions to allow conflicts of interests to be dealt with in a similar way to the current position.

Shareholders should note that there are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision. Secondly, in taking the decision, the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation, if they think this is appropriate.

It is also proposed that the changes to the Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers, to protect a director being in breach of duty, if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

Electronic communications

As referred to above, the Articles already contain provisions in relation to electronic communication to reflect the Electronic Communications Order. However, also as described above, Shareholder approval is nevertheless required for the Company to fully implement the new electronic communications provisions of the CA 2006. Given this, the Directors consider it appropriate to also update the Articles to reflect the new electronic

communications provisions of the CA 2006 (although it should be noted that, provided Resolution 11 is passed, the use of electronic communications is not conditional upon the passing of Resolution 12).

Directors' retirement age

The Board is seeking to amend the Articles to remove the current Article 94 to reflect the change in the law relating to age discrimination and the repeal of section 293 of the Companies Act 1985, so that a director of the Company may continue as a director notwithstanding that he or she has reached the age of 70.

Registration of transfer of shares

The Board proposes the insertion of amendments to reflect the change in the law under the CA 2006 that a company is now required, if it refuses to register a transfer of shares, to give the transferee reasons for the refusal and to deliver notice of a refusal to register a transfer as soon as practicable, and in any event within two months after the date on which the transfer was lodged with the Company.

Extraordinary general meetings

The Board proposes various changes to reflect the fact that the CA 2006 does not use the term 'extraordinary general meeting'. Instead, meetings are either annual general meetings or general meetings.

Extraordinary resolutions

The Board proposes various changes to reflect the fact that the concept of an extraordinary resolution has been abolished under the CA 2006, with such decisions now to be decided by special resolution.

Proxies

A proxy has a statutory right under the CA 2006 to speak at any general meeting. Under the CA 2006, proxies are also entitled to vote on a show of hands, whereas under the current Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the Shareholder. The Board proposes that the Articles are amended to reflect these new provisions.

The full text of the proposed amendments to the Articles are set out in the appendix to this document.

Ratification of fees paid to non-executive directors (resolution 13)

The aggregate amount of fees that can be paid by the Company to the Non-Executive Directors for their services is authorised by the Articles. Pursuant to this authority, the current aggregate amount of fees that can be paid to the Non-Executive Directors is £100,000 per annum. Over the past eight years, the Company has each year paid its Non-Executive Directors an aggregate amount which has exceeded this limit by no more than £109,000 in any such year. The Board now seeks Shareholder ratification of the payments made in excess of the current limit set out in the Articles.

Directors' fees (resolution 14)

The Board is seeking Shareholder authority to increase the aggregate amount of fees that can be paid by the Company to directors under Article 103.1, to an aggregate amount of £400,000 per annum. As referred to above, the current limit is £100,000 per annum, such limit having been in place since the Company's flotation in 1993. In accordance with the Board's normal practices and procedures, the amount of fees payable to directors will be decided next April.

Action to be taken

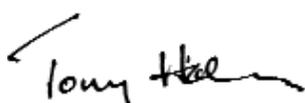
You will find enclosed a form of proxy for use at the AGM, to be held at the Company's registered office, Magenta House, 85 Whitechapel Road, London, E1 1DU at 11:00 a.m. on Tuesday, 29 July 2008.

Whether or not you intend to be present at the AGM you are requested to complete the form of proxy and return it to the Company's registrars, Computershare Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 48 hours before the date of the AGM. Completion and return of a form of proxy will not preclude Shareholders from attending and voting at the AGM should they choose to do so.

Recommendation

Your Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and unanimously recommends that you vote in favour of the proposed resolutions as the Directors intend to do in respect of their own beneficial shareholdings.

Yours sincerely



A J Hales CBE
Chairman

APPENDIX

Full text of proposed amendments to the Articles of Association

If resolution 12 is passed, the Articles of the Company would be amended as follows:

- (a) with immediate effect:
- (i) by deleting the word ‘communications’ and substituting therefor the word ‘communication’ in both places where it occurs in the definition of “**address**” in Article 2.1;
 - (ii) by inserting the words ‘or deemed to be present’ in the definition of “**Board**” in Article 2.1 after the words ““**Board**” means the board of Directors for the time being of the Company or the Directors present’;
 - (iii) by deleting the definition of “**communication**” from Article 2.1;
 - (iv) by deleting the definition of “**electronic communication**” from Article 2.1;
 - (v) by inserting the following definition in Article 2.1, after the definition of “**Director**”:

“**electronic form**” has the meaning given to it in section 1168 of the Companies Act 2006, and shall include provision of any information or document on a website, and references to “**electronic copy**”, “**electronic communication**” and “**electronic means**” shall be construed accordingly’;
 - (vi) by inserting the following definition in Article 2.1 after the definition of “**execution**”:
“**FSMA**” means the Financial Services and Markets Act 2000’;
 - (vii) by inserting the following definition in Article 2.1, after the definition of “**holder**”:
“**Listing Rules**” means the listing rules made by the UKLA relating to admission to the Official List as the same may be amended from time to time’;
 - (viii) by inserting the following definition in Article 2.1 after the definition of “**Office**”:
“**Official List**” means the list of securities that have been admitted to listing which is maintained by the UKLA in accordance with FSMA’;
 - (ix) by inserting the following definition in Article 2.1, after the definition of “**Register**”:
“**relevant system**” means a computer-based system and procedures which enable title to units of a security to be evidenced and transferred without a written instrument pursuant to the Uncertificated Securities Regulations 2001 (SI 2001 No 3755)’;
 - (x) by inserting the following definition in Article 2.1 after the definition of “**the London Stock Exchange**”:
“**UKLA**” means the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA’;
 - (xi) by deleting the definition of “**writing or written**” from Article 2.1;
 - (xii) by inserting the following definition in Article 2.1, after the definition of “**United Kingdom**”:
“**writing or written**” means and includes printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words in a legible and non-transitory form and, if the Board shall in its absolute discretion determine for any purpose or purposes under these Articles, subject to such terms and conditions as the Board may determine, electronic communication.’;
 - (xiii) by deleting the words ‘or an extraordinary resolution’ and ‘, and where an extraordinary resolution is required a special resolution shall also be effective’ from Article 2.5;
 - (xiv) by deleting the words ‘and without giving any reason’ from Article 34.1;
 - (xv) by inserting the words ‘as soon as practicable and in any event,’ in Article 35.1 after the words ‘If the Board refuses to register a transfer of a share it shall,’;
 - (xvi) by inserting the words ‘together with its reasons for the refusal’ in Article 35.1 after the words ‘send notice of the refusal to the transferee’;
 - (xvii) by deleting the words ‘an extraordinary’ from Article 46.1 and substituting therefor the words ‘a special’;
 - (xviii) by deleting the words ‘an extraordinary’ from Article 47.1 and substituting therefor the words ‘a special’;

- (xix) by deleting Article 51 in its entirety and substituting therefor the following new Article 51:
- ‘51 General meetings**
- 51.1 All meetings of members, other than annual general meetings, shall be called general meetings.’;
- (xx) by deleting Article 52 in its entirety and substituting therefor the following new Article 52:
- ‘52 Convening of general meeting**
- 52.1 The Board may convene a general meeting whenever it thinks fit. At any meeting convened on a member’s requisition or by such requisitionists no business shall be transacted except that stated by the requisition or proposed by the Board. If there are not within the United Kingdom sufficient members of the Board to convene a general meeting, any Director, or any member of the Company, may call a general meeting.’;
- (xxi) by deleting the words ‘an extraordinary’ from Article 53.1 and substituting therefor the word ‘a’;
- (xxii) by deleting the words ‘All other extraordinary general’ from Article 53.1 and substituting therefor the words ‘All other general’;
- (xxiii) by deleting the words ‘an extraordinary’ from Article 53.3(a) and substituting therefor the word ‘a’;
- (xxiv) by deleting the words ‘or extraordinary’ from Article 53.3(d);
- (xxv) by deleting Article 53.5 in its entirety;
- (xxvi) by deleting the words ‘or extraordinary’ from Article 67.1;
- (xxvii) by inserting the words ‘or electronic means, or any combination thereof’ in Article 68.1, after the words ‘including the use of ballot or voting papers or tickets’;
- (xxviii) by deleting the existing Article 73.1 in its entirety and substituting therefor the following new Article 73.1:
- ‘73.1 Any person or persons (whether a member of the Company or not) may be appointed to act as a proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. The appointment of a proxy or proxies shall not preclude a member from attending and voting in person on a show of hands or on a poll on any matters in respect of which the proxy or proxies is or are appointed. In the event that and to the extent that a member personally votes his shares his proxy or proxies shall not be entitled to vote and any vote cast by a proxy in such circumstances shall be ignored.’;
- (xxix) by inserting the following new Articles 73.2 and 73.3:
- ‘73.2 When two (or more) valid but differing appointments of proxy are received in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.
- 73.3 If, in relation to the exercise by a member of his right to vote both in person and by proxy, and/or his right to appoint more than one proxy, in respect of different parts of his holding, any question shall arise as to whether any particular person or persons has or have been validly appointed as his proxy or proxies to vote in respect of any particular part or parts of his holding (whether by reason of the aggregate number of shares held by him or for any other reason), such question shall be determined by the Chairman who in making such determination (which may include the rejection of a particular instrument or particular instruments of proxy as invalid) shall act in what he considers on the information available to him and in his absolute discretion to be the manner in which such member would have wished him to act.’;
- (xxx) by deleting the existing Article 74 in its entirety and substituting therefor the following new Article 74:

‘74 Form of proxy

74.1 An instrument appointing a proxy shall, subject to the provisions of the Act:

- (a) be in writing and may be contained in an electronic communication, in any such case in any common form or in such other form as the Board may approve, and (i) if in writing but not contained in an electronic communication, made under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions as the Board may decide from time to time;
- (b) be deemed (subject to any contrary direction contained in the same) to confer authority to exercise all or any rights of his or their appointee to demand or join in demanding a poll and to speak at any meeting and to vote (whether on a show of hands or on a poll) on any resolution or amendment of a resolution put to the meeting for which it is given, the election of a Chairman, and the adjournment of the meeting, as the proxy or proxies think(s) fit;
- (c) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates; and
- (d) where it is stated to apply to more than one meeting, be valid for all such meetings as well as for any adjournment of any such meetings.

74.2 The Board may allow a proxy for a holder of any shares in uncertificated form to be appointed by electronic communication in the form of an uncertificated proxy instruction. The Board may also allow any supplement to the uncertificated proxy instruction or any amendment or revocation of any uncertificated proxy instruction to be made by a further uncertificated proxy instruction.

74.3 The Board may decide what method should be used to determine at what time the instruction or notification is treated as being received by the Company. The Board may treat any notification purporting or expressed to be sent on behalf of a holder of a share in uncertificated form as sufficient evidence of the authority of the person sending the instruction to send it on behalf of that holder.

74.4 For the purposes of this Article 74, an uncertificated proxy instruction is a properly authenticated dematerialised instruction, and/or other instruction or notification, sent through a relevant system to a participant in that system chosen by the Board to act for the Company. The uncertificated proxy instruction may be in any form and subject to any terms and conditions that the Board deems appropriate, but always subject to the facilities and requirements of the relevant system.’;

(xxxii) by deleting the words ‘which is not contained in an electronic communication’ from Article 75.1;

(xxxiii) by deleting the existing Article 75.1(a) in its entirety and substituting therefor the following new Article 75.1(a):

- ‘(a) in the case of an instrument in writing (including, whether or not the appointment of a proxy is contained in an electronic communication, any such power of attorney or other authority), be deposited at the Office or at such other place or places within the United Kingdom as is specified in the notice convening the meeting or in any notice of any adjourned meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or’;

- (xxxiii) by inserting the following new Article 75.1(aa):
- ‘(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving communications:
 - (i) in the notice convening the meeting; or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,
 be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or’;
- (xxxiv) by deleting Article 75.2 in its entirety;
- (xxxv) by deleting Article 76 in its entirety;
- (xxxvi) by deleting the words ‘as has been appointed for the deposit of instruments of proxy, at least 48 hours before the commencement of the meeting or adjourned meeting or the taking of the poll at which the instrument of proxy is used.’ from Article 78.1 and substituting therefor the following words:
- ‘or address as has been appointed for the deposit or receipt of a proxy:
 - (a) in the case of a meeting or adjourned meeting, at least 48 hours before the commencement of the meeting or adjourned meeting;
 - (b) in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the taking of the poll; and
 - (c) in the case of a poll not taken forthwith but taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded.’;
- (xxxvii) by inserting the words ‘or the address for the service of notices notified under Article 158.1 or 158.2’ in Article 81.1(b) after the words ‘or other last known address of the member or person entitled by transmission to the share’;
- (xxxviii) by deleting Article 94 in its entirety;
- (xxxix) by deleting the existing Article 120.1 in its entirety and substituting therefor the following new Article 120.1:
- ‘120.1 One Director may, and the Secretary at the request of a Director shall, summon a Board meeting at any time. Notice of a Board meeting shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for that purpose or by electronic communication to any address given by him to the Company for that purpose. A Director may waive the requirement that notice be given to him of any Board meeting, either prospectively or retrospectively. It shall not be necessary to give notice of a Board meeting to a Director who is absent from the United Kingdom unless he has requested of the Board in writing that notices of Board meetings shall during his absence be given to him at any address in the United Kingdom notified to the Company for this purpose or any address for the receipt of electronic communications notified by him to the Company for that purpose, but he shall not, in such event, be entitled to a longer period of notice than if he had been present in the United Kingdom at that address.’;
- (xl) by deleting Article 124 in its entirety and substituting therefor the following new Article 124:
- ‘**124 Participation by telephone or facsimile**
 - 124.1 Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or any other form of communications equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting, or by a series of telephone calls from the Chairman of the meeting or by exchange of facsimile transmissions or electronic communications addressed to the Chairman of the meeting.

- 124.2 A person so participating by being present or being in telephone communication with or by exchanging facsimile transmissions or electronic communications with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting then is.
- 124.3 A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.’;
- (xli) by inserting the words ‘or by any other method (including by electronic media) as the Board may consider appropriate’ in Article 147.1, after the words ‘The Company may pay any dividend, interest or other sum payable in respect of a share in cash or by direct debit, bank transfer, cheque, dividend warrant, or money order’;
- (xlii) by inserting the words ‘(or by such other means offered by the Company as the member or persons entitled to it may agree in writing)’ in Article 147.1, after the words ‘and may send the same by post or other delivery service’;
- (xliii) by deleting the words ‘to an address for the time being notified by the relevant person concerned to the Company for that purpose (including by publication on a website in accordance with the Act)’ from Article 156.1;
- (xliv) by deleting the words ‘or by electronic communication to an address for the time being notified by the relevant person concerned to the Company for that purpose (including by publication on a website in accordance with the Act)’ from Article 157.1;
- (xlv) by deleting the words ‘**Notices to be in writing**’ from the heading of Article 158 and substituting therefor the words ‘**Form of notices and electronic communications**’;
- (xlvi) by deleting Article 158.2 in its entirety and substituting therefor the following new Article 158.2:
‘158.2 Any member may notify the Company of an address for the purpose of his receiving electronic communications from the Company, and having done so shall be deemed to have agreed to receive notices and other documents from the Company by electronic communications of the kind to which the address relates. Subject to the provisions of Schedule 5 of the Companies Act 2006, the Company may satisfy its obligation to send a member any notice or other document or information by:
- (a) publishing such notice, document or information on a website; and
- (b) notifying him that such notice or document has been so published, specifying the address of the website on which it has been published, the place on the website where it may be accessed, how it may be accessed and (if it is a notice relating to a general meeting of the Company or of the holders of any class of share in the Company) stating that the notice concerns a notice of a company meeting served in accordance with the Act, the place, date and time of the meeting, whether the meeting is to be an annual general meeting or general meeting or class meeting and such other information as the Act may prescribe, provided that such member either:
- (i) has agreed that the Company may send or supply documents or information to him in that manner; or
- (ii) is deemed to have agreed that the Company may send or supply documents or information to him in that manner, in accordance with Schedule 5 of the Companies Act 2006.’;
- (xlvii) by deleting Article 158.3 in its entirety and substituting therefor the following new Article 158.3:
‘158.3 Any amendment or revocation of a notification given to the Company under this Article 158 shall only take effect if in writing, signed by the member and on actual receipt by the Company thereof.’;
- (xlviii) by deleting Article 159 in its entirety and substituting therefor the following new Article 159:

‘159 Service of notice on members

- 159.1 The Company may give any notice or document (including a share certificate) to a member, either personally or by sending it by post or other delivery service in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by any other means authorised in writing by the member concerned or, subject to and in accordance with the Companies Act 2006, by sending it in electronic form to an address for the time being notified to the Company by the member or by making it available on a website. In the case of a member registered on an overseas branch register any such notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained.
- 159.2 In the case of joint holders of a share, all notices or documents shall be given to the joint holder whose name stands first in the Register in respect of the joint holding. Notice so given shall be sufficient notice to all the joint holders.
- 159.3 Where a member (or, in the case of joint holders, the person first named in the Register) has a registered address outside the United Kingdom but has notified the Company of an address within the United Kingdom at which notices or other documents may be given to him or, if the Board in its absolute discretion permits, an address to which notices or documents may be sent using electronic communications, he shall be entitled to have notices given to him at that address; but otherwise no such member shall be entitled to receive any notice or document from the Company.
- 159.4 If on three consecutive occasions notices or other documents have been sent through the post to any member at his registered address or his address for the service of notices but have been returned undelivered, such member shall not thereafter be entitled to receive notices or other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or address within the United Kingdom for the service of notices or, if the Board in its absolute discretion permits, an address to which notices or documents may be sent using electronic communications.’;

(xlix) by inserting the words ‘or to which notices may be sent using electronic communications’ in Article 160.1 after the words ‘at the address, if any, within the United Kingdom’;

(l) by deleting Article 161 in its entirety and substituting therefor the following new Article 161:

‘161 Evidence of service

- 161.1 Any member present, in person or by proxy, at any meeting of the Company or of the holders of any class of shares of the Company shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was called.
- 161.2 Any notice, certificate or other document, addressed to a member at his registered address or address for service in the United Kingdom shall, if sent by post, be deemed to have been served or delivered on the day after the day when it was put in the post. Proof that an envelope containing the notice or document was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given. Any notice, certificate or other document not sent by post but delivered or left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 161.3 Any notice or other document addressed to a member shall, if sent using electronic communications, be deemed to have been served or delivered at the expiration of 48 hours after the time it was first sent. In proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was correct and that the electronic communication was properly dispatched by the Company, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two attempts in which case such notice or document shall be sent to the member at his registered address or address for service in the United Kingdom provided that the date of deemed service or delivery shall be 48 hours from the despatch of the original electronic communication in accordance with this Article.’; and

(li) by deleting the words ‘an extraordinary’ from Article 166.1 and substituting therefor the words ‘a special’; and

- (b) with effect from 0:01am on 1 October 2008:
by the deletion of the existing Articles 129 to 136 and the substitution thereof of the following new Articles 129 to 136D:

129 Director may have interests

- 129.1 Provided that Article 131 and, where appropriate, Article 130 is complied with, a Director, notwithstanding his office:
- (a) may be a party to or otherwise be interested in any transaction, arrangement or proposal with the Company or in which the Company is otherwise interested;
 - (b) may hold any other office or place of profit under the Company (except that of Auditor or of auditor of a subsidiary of the Company) in conjunction with the office of Director and may act by himself or through his firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the Board may arrange, either in addition to or in lieu of any remuneration provided for by any other Article;
 - (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any company promoted by the Company or in which the Company is otherwise interested or as regards which the Company has any powers of appointment; and
 - (d) shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any office or employment or from any transaction, arrangement or proposal or from any interest in any body corporate, no such transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit, remuneration or any other benefit constitute a breach of his duty under the Companies Act 2006 or under the law not to accept benefits from third parties.

130 Power of the Board to authorise conflicts of interests

- 130.1 The Board may authorise any matter (as defined in Article 130.2) proposed to it in accordance with these Articles which would, if not so authorised, involve a breach by a Director of his duty to avoid conflicts of interest under the Companies Act 2006.
- 130.2 A “**matter**” means any matter which relates to a situation (a “**relevant situation**”) in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company (including the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest).
- 130.3 The provisions of this Article do not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company.
- 130.4 Any such authorisation will be effective only if:
- (a) the relevant situation arises on or after 1 October 2008;
 - (b) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and
 - (c) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 130.5 The Board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted.
- 130.6 The Board may vary or terminate any such authorisation at any time.

131 Declaration of interests

- 131.1 A Director shall declare the nature and extent of his interest in a relevant situation within Article 130 to the other Directors.
- 131.2 A Director who is aware that he is in any way interested in a proposed transaction or arrangement with the Company must declare the nature and extent of his interest to the other Directors.
- 131.3 A Director who is aware that he is in any way interested in a transaction or arrangement that has been entered into by the Company must declare the nature and extent of his interest to the other Directors, unless the interest has already been declared under Article 131.2.

- 131.4 The declaration of interest must (in the case of Article 131.3) and may, but need not (in the case of Article 131.1 or 131.2), be made:
- (a) at a meeting of the Directors; or
 - (b) by general or specific notice to the Directors in accordance with the Companies Act 2006.
- 131.5 If a declaration of interest made pursuant to this Article 131 proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 131.6 Any declaration of interest required by Article 131.1 above must be made as soon as reasonably practicable.
- 131.7 Any declaration of interest required by Article 131.2 above must be made before the Company enters into the transaction or arrangement or, to the extent earlier, in the case of an interest which arises before 1 October 2008, at the first meeting of the Directors at which the question of entering into the proposed transaction or arrangement is first taken into consideration.
- 131.8 Any declaration of interest under Article 131.3 above must be made as soon as reasonably practicable. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest.
- 131.9 For the purposes of Articles 131.1, 131.2 and 131.3, a Director need not declare an interest which arises on or after 1 October 2008:
- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) if, or to the extent that, the other Directors are already aware of it; or
 - (c) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered:
 - (i) by a meeting of the Directors; or
 - (ii) by a committee of the Directors appointed for the purpose under these Articles.

132 Entitlement to keep information confidential

- 132.1 Subject to Article 132.2, a Director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a Director of the Company and in respect of which he has a duty of confidentiality to another person. In particular, the Director shall not be in breach of the general duties he owes to the Company under the Companies Act 2006 because he fails:
- (a) to disclose any such information to the Board or to any Director or other officer or employee of the Company; and/or
 - (b) to use or apply any such information in performing his duties as a Director of the Company.
- 132.2 To the extent that the relationship between a Director and a person to whom he owes a duty of confidentiality gives rise to a conflict of interest or possible conflict of interest, Article 132.1 applies only if the existence of that relationship has been authorised by the Board pursuant to Article 130.

133 Avoiding conflicts of interest

- 133.1 Where the existence of a Director's relationship with another person is authorised by the Board pursuant to Article 130 (and subject to any limits or conditions imposed pursuant to Article 130.5) and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the Director shall not be in breach of the general duties he owes to the Company under the Companies Act 2006 because he:
- (a) absents himself from meetings of the Board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
 - (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.

134 Overriding principles

- 134.1 The provisions of Articles 132 and 133 are without prejudice to any equitable principle or rule of law which may excuse the Director from:

- (a) disclosing information in circumstances where disclosure would otherwise be required under these Articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in Article 133, in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles.

135 Interested Director not to vote or count for quorum

135.1 A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board or of a committee of the Board concerning any arrangement, transaction or proposal in which he has an interest which may reasonably be regarded as likely to give rise to a conflict of interest and, if he purports to do so, his vote shall not be counted, but this prohibition shall not apply and the Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (a) any transaction or arrangement in which he is interested by means of an interest in shares, debentures or other securities or otherwise in or through the Company;
- (b) the giving of any guarantee, security or indemnity in respect of money lent to, or obligations incurred by him or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;
- (c) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (d) the giving of any other indemnity where all other Directors are also being offered indemnities on substantially the same terms;
- (e) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which offer he is, or may be, entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- (f) any proposal concerning any other body corporate in which he does not to his knowledge have an interest (as the term is used in Part 22 the Companies Act 2006) in one per cent. or more of the issued equity share capital of any class of such body corporate (calculated exclusive of any shares of that class in that company held as treasury shares) nor to his knowledge hold one per cent. or more of the voting rights which he holds as Shareholder or through his direct or indirect holding of financial instruments (within the meaning of the Disclosure and Transparency Rules) in such body corporate;
- (g) any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates;
- (h) any proposal concerning insurance which the Company proposes to maintain or purchase for the benefit of Directors or for the benefit of persons who include Directors; or
- (i) any proposal concerning the funding of expenditure for the purposes referred to in Article 168.2 or doing anything to enable such Director or Directors to avoid incurring such expenditure.

136 Director's interest in own appointment

136.1 A Director shall not vote or be counted in the quorum on any resolution of the Board or committee of the Board concerning his own appointment (including fixing or varying the terms of his appointment or its termination) as the holder of any office or place of profit with the Company or any company in which the Company is interested. Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or its termination) of two or more Directors to offices or places of profit with the Company or any company in which the Company is interested, such proposals may be divided and a separate resolution considered in relation to each Director. In such case each of the Directors concerned (if not otherwise debarred from voting under these Articles) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

136A Chairman’s ruling conclusive on Director’s interest

136A.1 If any question arises at any meeting as to whether an interest of a Director (other than the Chairman’s interest) shall reasonably be regarded as likely to give rise to a conflict of interest or as to the entitlement of any Director (other than the Chairman) to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the Chairman of the meeting. The Chairman’s ruling in relation to the Director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned (so far as it is known to him) has not been fairly disclosed to the Board.

136B Directors’ resolution conclusive on Chairman’s interest

136B.1 If any question arises at any meeting as to whether an interest of the Chairman shall reasonably be regarded as likely to give rise to a conflict of interest or as to the entitlement of the Chairman to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the Directors or committee members present at the meeting (excluding the Chairman), whose majority vote shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman (so far as it is known to him) has not been fairly disclosed to the Board.

136C Company may suspend or relax provisions

136C.1 Subject to the provisions of the Companies Act 2006 and to the Listing Rules, the Company may by ordinary resolution suspend or relax the provisions of Articles 129 to 136B, either generally or in respect of any particular matter, or ratify any transaction not duly authorised by reason of a contravention of these Articles.

136D Definitions

136D.1 For the purpose only of Articles 129 to 136D:

- (a) a “**conflict of interest**” includes a conflict of interest and duty and a conflict of duties;
- (b) an “**interest**” means a direct or an indirect interest; and
- (c) an “**interest, transaction or arrangement of which a Director is aware**” includes an interest, transaction or arrangement of which that Director ought reasonably to be aware.’.

Workspace Group PLC

(Incorporated and registered in England and Wales under number 2041612)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the twenty-second Annual General Meeting of the Company will be held at the Company's registered office at Magenta House, 85 Whitechapel Road, London, E1 1DU at 11:00 a.m. on Tuesday, 29 July 2008 for the following purposes:

As ordinary business:

1. To receive and adopt the Company's annual report and accounts for the financial year ended 31 March 2008 and the reports of the directors and the auditors thereon.
2. To declare a final dividend of 3.04 pence per share in respect of the financial year ended 31 March 2008, payable on 6 August 2008 to Shareholders entered on the register of members at the close of business on 11 July 2008.
3. To re-elect as a director Mr H Platt who retires by rotation and, being eligible, offers himself for re-election.
4. To re-elect as a director Mr B Cragg who retires by rotation and, being eligible, offers himself for re-election.
5. To re-elect as a director Mr G Clemett who has been appointed as a director since the last annual general meeting and, being eligible, offers himself for re-election.
6. To consider and, if thought fit, approve the report on directors' remuneration contained within the annual report and accounts for the financial year ended 31 March 2008.
7. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing year and to authorise the directors to determine their remuneration.

As special business:

8. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, namely:
THAT:
 - (a) the directors be and they are hereby generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985 (the '**Act**'), to exercise all the powers of the Company to allot relevant securities, up to an aggregate nominal amount of £5,800,000 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution), but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the directors may allot relevant securities in pursuance of such offers or agreements;
 - (b) all authorities previously conferred under section 80 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect;
 - (c) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution; and
 - (d) references in this resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 ('**CA 2006**') and any corresponding or similar sections of CA 2006, it being the intention that, to the extent permitted by law, the authorities and powers contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof.

9. To consider and, if thought fit, to pass the following resolution as a special resolution, namely:

THAT:

- (a) the directors be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 (the 'Act'):
- (i) subject to the passing of the resolution numbered 8 set out in the notice of this meeting, to allot equity securities pursuant to the authority given in accordance with section 80 of the Act by the said resolution numbered 8; and
 - (ii) to transfer equity securities which are held by the Company in treasury,
- as if section 89(1) of the Act did not apply to any such allotment or transfer, provided that this power shall be limited to the allotment or transfer of equity securities:
- (A) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the directors, to holders of ordinary shares in the Company and to holders of such other equity securities of the Company as the directors may determine in proportion (as nearly as may be) to their respective holdings on a record date fixed by the directors or (where applicable) in accordance with the rights for the time being attached to such equity securities (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or with legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever);
 - (B) in connection with the terms of any share option scheme for the time being operated by the Company (and any shares acquired or held by the Company in treasury may be transferred in satisfaction of the exercise of options under any such scheme); and
 - (C) otherwise than pursuant to sub-paragraphs (A) or (B) up to an aggregate nominal amount of £871,560,
- and shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution 9, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or transferred after such expiry and notwithstanding such expiry the directors may allot or transfer equity securities in pursuance of such offers or agreements;
- (b) all powers previously conferred under section 95 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect;
- (c) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution; and
- (d) references in this resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 ('CA 2006') and any corresponding or similar sections of CA 2006, it being the intention that, to the extent permitted by law, the authorities and powers contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof.

10. To consider and, if thought fit, to pass the following resolution as a special resolution, namely:

THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 166 of the Companies Act 1985 (the 'Act') to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of 10p each in the capital of the Company ('**Ordinary Shares**') 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 hereby authorised to be acquired is 17,431,380;
- (b) the minimum price which may be paid for an Ordinary Share is 10p;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased;
- (d) the minimum and maximum prices per Ordinary Share referred to in sub-paragraphs (b) and (c) of this resolution are in each case exclusive of any expenses payable by the Company;
- (e) the authority conferred by this resolution shall expire on 28 January 2010, or at the conclusion of the AGM of the Company to be held in 2009, if earlier, unless such authority is varied, revoked or renewed prior to such time by the Company in general meeting by special resolution;

- (f) the Company may enter into a contract to purchase Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be completed wholly or partly after expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract; and
 - (g) references in this resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 ('CA 2006') and any corresponding or similar sections of CA 2006, it being the intention that, to the extent permitted by law, the authorities and powers contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof.
11. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, namely:
THAT the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, to send, convey, or supply all types of notices, documents or information to the members by means of electronic equipment for the processing (including, without limitation, by means of digital compression), storage and transmission of data, using wires, radio optical technologies, or any other electromagnetic means, including, without limitation, by making such notices, documents or information available on a website.
12. To consider and, if thought fit, to pass the following resolution as a special resolution, namely:
THAT the articles of association of the Company be and are hereby amended in the manner set out in the appendix to the circular to Shareholders (containing a notice of this meeting) dated 27 June 2008.
13. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, namely:
THAT the payments made by the Company in respect of Non-Executive Directors' fees, insofar as they exceed the aggregate limit in Article 103.1 of the Articles of Association of the Company, be and are hereby ratified.
14. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, namely:
THAT the maximum aggregate fees which the directors of the Company are entitled to receive pursuant to Article 103.1 of the Articles of Association of the Company be increased to £400,000 per annum.

By order of the Board
Amanda Whalley
Secretary
Dated: 27 June 2008

Registered Office:
Magenta House
85 Whitechapel Road
London E1 1DU

Notes:

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders entered in the register of members of the Company 48 hours before the time for which the meeting is called shall be entitled to attend and vote at the meeting in respect of the shares registered in their name at that time. Changes to entries on the register of members after 48 hours before the time for which the meeting is called shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 2 If the meeting is adjourned to a time not more than 48 hours after the time fixed for the original meeting, the above specified time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at 48 hours before the time fixed for the adjourned meeting.
- 3 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. A form of proxy accompanies this notice. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interest in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any person holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.

Any such person holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such third-party complies with their respective disclosure obligations under the Disclosure and Transparency Rules.

As at 26 June 2008, the latest practicable date prior to publication of this document, the Company has 174,313,887 ordinary shares in issue with a total of 174,313,887 voting rights.
- 4 To be valid, a form of proxy for use at the meeting and the power of attorney or authority (if any) under which it is signed, or a copy of such authority notarially certified must be signed and lodged with the Company's registrar's, Computershare Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 48 hours before the time fixed for the meeting or the adjourned meeting.
- 5 A form of proxy is provided with this notice. Completion and return of such proxy will not preclude a member from attending and voting in person.
- 6 The directors' service contracts, the register of directors' interests in shares, the rules of the long-term bonus incentive scheme and a deed poll in relation to directors' indemnities are available for inspection at the Company's registered office and will be available for inspection during normal business hours on any week day (Saturday and Sunday excluded) at the place of the meeting from 15 minutes prior to the commencement of the meeting until the conclusion thereof.
- 7 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate Shareholder has appointed the Chairman as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the meeting but the corporate Shareholder has not appointed the Chairman as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
- 8 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 147 of the Companies Act 2006 ('**nominated persons**'). Nominated persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.