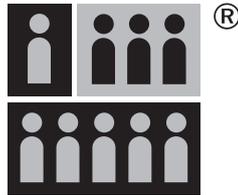


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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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.

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Workspace Group

# Workspace Group PLC

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

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATION OF BUSINESS

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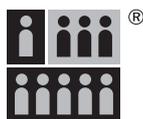
Notice of an Annual General Meeting of Workspace Group PLC to be held at Magenta House, 85 Whitechapel Road, London E1 1DU at 11.00 a.m. on Tuesday, 27 July 2010 is set out at the end of this document. Shareholders will find enclosed with this document a form of proxy for use in connection with the Annual 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 Investor Services PLC, 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.

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## Definitions

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

<b>AGM</b>	the annual general meeting of the Company convened for Tuesday, 27 July 2010, notice of which is set out at the end of this document, or any reconvened meeting following adjournment thereof;
<b>Annual Report and Accounts</b>	the annual report and accounts of the Company for the financial year ended 31 March 2010 and the reports of the Directors and auditors thereon;
<b>Board or Directors</b>	the directors of the Company for the time being;
<b>Company</b>	Workspace Group PLC;
<b>Existing Articles</b>	the articles of association of the Company currently in force;
<b>Shareholders</b>	holders of ordinary shares in the capital of the Company;
<b>Shareholders' Rights Regulations</b>	the Shareholders' Rights Regulations 2009;
<b>1985 Act</b>	the Companies Act 1985; and
<b>2006 Act</b>	the Companies Act 2006.



Workspace Group

## 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)  
G Clemett (Finance Director)  
B Cragg (Non-Executive Director)  
J Bywater (Non-Executive Director)  
R Dickinson (Non-Executive Director)  
J Hopkins (Non-Executive Director)

### Registered office:

Magenta House  
85 Whitechapel Road  
London  
E1 1DU

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

25 June 2010

Dear Shareholder

### Notice of Annual General Meeting and explanation of business

#### Introduction

I am pleased to invite you to the twenty-fourth annual general meeting 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, 27 July 2010.

A formal notice convening the AGM is set out on pages 8 to 11 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 AGM

##### Annual Report and Accounts (resolution 1)

The business of the AGM will begin with a resolution to receive and adopt 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 0.5 pence per share in respect of the financial year ended 31 March 2010. If approved at the AGM, this dividend will be paid on 6 August 2010 to Shareholders entered on the register of members at the close of business on 18 June 2010.

A scrip dividend alternative will be offered to Shareholders in respect of the final dividend. Shareholders are asked to refer to the letter from the Chairman which is enclosed separately with this Notice of Annual General Meeting which provides Shareholders with details of this scrip dividend alternative.

##### Election and re-election of Directors (resolutions 3 and 4)

The Articles require one-third (but no more than one-third) of the current Directors to retire by rotation at every annual general meeting. In accordance with this requirement, Graham Clemett retires by rotation and, being eligible, offers himself for re-election at the AGM. Rupert Dickinson is also retiring by rotation but will not stand for re-election. Furthermore, Jamie Hopkins, having been appointed to the Board on 7 June 2010, stands for election by the Shareholders. Brief biographical details of each of the Directors are set out on pages 38 to 39 of the Annual Report and Accounts.

##### Directors' Remuneration Report (resolution 5)

Shareholders are asked to approve the Directors' Remuneration Report. This contains the remuneration policy, and is set out on page 48 of the Annual Report and Accounts.

##### Re-appointment and remuneration of auditors (resolution 6)

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

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## **Special business at the AGM**

### **Renewal of authority to allot securities and power to waive pre-emption rights (resolutions 7 and 8)**

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 7 gives the Directors the necessary authority until the date of the next annual general meeting or, if earlier, 15 months after the date of passing the resolution, to allot shares, up to an aggregate nominal amount of £38,315,302 (being approximately one-third of the issued share capital of the Company as at 24 June 2010).

Resolution 8 empowers the Directors until the date of the next annual general meeting 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 £5,747,295, which is equivalent to approximately 5% of the issued share capital of the Company as at 24 June 2010. 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.

This limited authority will enable the Directors to issue shares when they believe it is in the interests of the Company to do so. However, there is no present intention of issuing any ordinary shares, except in connection with the Company's share option schemes. As at 24 June 2010, the Company held no equity securities in treasury.

### **Authority for purchase of own shares (resolution 9)**

Resolution 9 authorises the Company to make market purchases (within the meaning of section 693 of the 2006 Act) on the London Stock Exchange of up to an aggregate of 114,945,905 ordinary shares (equivalent to approximately 10% of the issued share capital of the Company as at 24 June 2010), 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 9 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 at the conclusion of the annual general meeting of the Company in 2011 or, if earlier, the date which falls 18 months after the passing of the resolution. It is intended to renew such authority and power at successive annual general meetings.

The Directors would consider holding as treasury shares any shares which the Company repurchases pursuant to the authority provided by this resolution 9. 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.

### **Adoption of new Articles of Association (resolution 10)**

As anticipated at the 2009 Annual General Meeting of the Company, it is proposed that the Company adopt new articles of association (the **New Articles**). The proposed New Articles reflect further changes in company law brought about by the 2006 Act, the final parts of which came into effect on 1 October 2009, and the implementation of the Shareholders' Rights Regulations, which came into force on 3 August 2009.

The principal changes contained in the proposed New Articles are summarised in the Appendix to this document. Other changes, which are of a minor, technical or clarifying nature, or which conform the language in the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills, have not been noted in the Appendix.

Shareholders should note that the New Articles continue to contain provisions which help to ensure that the Company will not become subject to certain additional tax charges provided under the REIT regime if the Company pays a dividend (or makes any other distribution) to a "Substantial Shareholder" (as defined in the New Articles).

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**Authority to retain a notice period of fourteen clear days for general meetings (resolution 11)**

Resolution 11 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an annual general meeting) on 14 clear days' notice without obtaining shareholder approval. Changes made to the 2006 Act by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period (which cannot be less than 14 clear days).

Accordingly, in order to preserve the Company's ability to call general meetings (other than an annual general meeting) on 14 clear days' notice, resolution 11 seeks such approval from Shareholders. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the general meeting. If granted, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

**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, 27 July 2010.

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 Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 48 hours before the time 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 the Board 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 handwritten signature in black ink, appearing to read 'AJ Hales', with a long horizontal flourish extending to the right.

**AJ Hales CBE**  
Chairman

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## APPENDIX

### EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE EXISTING ARTICLES

Set out below is a summary of the principal changes in the New Articles. References to article numbers are those used in the New Articles (except where reference is made to a provision which has been deleted).

#### **1 Redeemable shares (proposed Article 5)**

Under the 1985 Act, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need Shareholders' authority to issue new shares in the usual way.

#### **2 Suspension of registration of share transfers (existing Article 36)**

The Existing Articles currently permit the Directors to suspend the registration of transfers for up to 30 days in any year, reflecting a provision of the 1985 Act. Under the 2006 Act share transfers must be registered as soon as practicable. Accordingly, the provision which allowed the Company to suspend the registration of transfers has been removed in the New Articles.

#### **3 Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital (existing Articles 43, 45 and 46)**

Under the 1985 Act, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Existing Articles currently include these enabling provisions. Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

#### **4 Notice of general meetings (proposed Article 48)**

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, general meetings cannot be held on shorter notice than the statutory minimum (21 clear days for an annual general meeting or 14 clear days for a general meeting). The New Articles therefore comply with this provision.

#### **5 Postponement of general meeting (proposed Article 50)**

A provision has been inserted into the New Articles which allows the Board (in its absolute discretion) to postpone a general meeting to another date, time and/or place where it considers that it is either impractical or unreasonable to hold a meeting.

#### **6 Adjournments for lack of quorum (proposed Article 52)**

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

#### **7 Electronic conduct of meetings (proposed Article 58)**

Amendments made to the 2006 Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The New Articles reflect more closely the relevant provisions.

#### **8 Chairman's casting vote (existing Article 71)**

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the 2006 Act.

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## **9 Voting by proxies on a show of hands (proposed Article 68)**

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes and contain a provision clarifying how the provision of the 2006 Act giving a proxy a second vote on a show of hands should apply to discretionary authorities.

## **10 Timing for submission of proxy appointments (proposed Article 70)**

Article 70 permits the Directors to specify, in a notice of meeting, that in determining the time for delivery of proxy appointments, no account shall be taken of non-working days. This brings the provisions relating to timing for proxy appointments into line with the provisions of Article 145 (see paragraph 14 below) regarding determining which persons may attend and vote at a general meeting.

## **11 Validity of votes by proxies and corporate representatives (proposed Article 73)**

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, proxies have an obligation to vote in accordance with the instructions given to them by the member appointing them. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with these instructions.

The New Articles also provide that any objection to the qualification of a person voting must be made at the meeting at which the vote objected to is tendered or at the time any poll is taken and that the chairman's decision is final and binding. The New Articles require a member to provide reasonable evidence of his and his proxy's identity and also specify what a member must provide by way of evidence if a proxy is appointed by a person acting on behalf of a member.

## **12 Directors' interests (proposed Articles 118 to 125)**

The articles dealing with directors' conflicts of interest have been amended in line with market practice. Under the New Articles certain conflicts of interest do not need to be authorised, for example, an interest as a director of a group company. Generally the nature and extent of any conflict of interest must be disclosed before it can be authorised or before it is permitted without being authorised but the New Articles provide for some situations in which disclosure is not required where knowledge can be presumed and disclosure is unlikely to be necessary. The New Articles also allow the Board to exercise voting rights in group companies without restriction e.g. so as to appoint a Director to the board of a group company without this counting as a conflict requiring authorisation.

## **13 Payment of "enhanced" scrip dividends (proposed Article 140)**

The New Articles provide the Company with the ability to offer shareholders an "enhanced" scrip dividend. This means that the Company can issue ordinary shares where the relevant value of the ordinary shares issued may be greater than the cash amount (disregarding any tax credit). However, before any such "enhanced" scrip dividend can be offered to Shareholders, it must be approved in advance by a special resolution of the Company.

## **14 Record date for right to attend and vote at meetings (proposed Article 143)**

The New Articles include a new provision, not in the Existing Articles, dealing with the method for determining which persons are allowed to attend or vote at a general meeting of the Company and how many votes each person may cast. Under this new provision, when convening a meeting the Company must specify a time, not more than 48 hours before the time of the meeting (excluding any part of a day that is not a working day), by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting. This reflects a new provision introduced by the Shareholders' Rights Regulations.

## **15 Distribution of assets otherwise than in cash (existing Article 166)**

The Existing Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that in the situation in which a distribution in kind is being contemplated it is likely to be done only with unanimity or as part of a scheme and can therefore be better dealt with at the time than legislated for in advance.

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# 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-fourth 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, 27 July 2010 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 2010 and the reports of the directors and the auditors thereon.
- 2 To declare a final dividend of 0.5 pence per share in respect of the financial year ended 31 March 2010, payable on 6 August 2010 to shareholders entered on the register of members at the close of business on 18 June 2010.
- 3 To elect as a director Mr J Hopkins.
- 4 To re-elect as a director Mr G Clemett who retires by rotation and, being eligible, offers himself for re-election.
- 5 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 2010.
- 6 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:

- 7 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 551 of the Companies Act 2006 (the **Act**), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £38,315,302 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 shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and notwithstanding such expiry the directors may allot shares or grant rights to subscribe for, or to convert any security into, shares in pursuance of such offers or agreements;
  - (b) all authorities previously conferred under section 80 of the Companies Act 1985 be and they are hereby revoked, provided that such revocation shall not have retrospective effect; and
  - (c) words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this resolution.
- 8 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 570 of the Companies Act 2006 (the **Act**):
  - (i) subject to the passing of the resolution numbered 7 set out in the notice of this meeting, to allot equity securities pursuant to the authority given in accordance with section 551 of the Act by the said resolution numbered 7; and
  - (ii) to transfer equity securities which are held by the Company in treasury,

as if section 561(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 subject to 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;

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(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 £5,747,295,

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, 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 Companies Act 1985 be and they are hereby revoked, provided that such revocation shall not have retrospective effect; and

(c) words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this resolution.

9 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, pursuant to and in accordance with section 701 of the Companies Act 2006 (the **Act**), to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence 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 purchased shall be 114,945,905;

(b) the minimum price which may be paid for an ordinary share is 10 pence;

(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 date on which the 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 hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 18 months after the date of the passing of this resolution, unless such authority is varied, revoked or renewed prior to such time by the Company in general meeting by special resolution; and

(f) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority.

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

**THAT** the articles of association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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

**THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board  
**Carmelina Carfora**  
Company Secretary  
Dated: 25 June 2010

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

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## NOTES

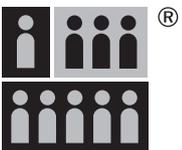
- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company at the close of business on the day which is two days before the day of the meeting shall be entitled to attend and vote at the meeting in respect of the shares registered in their name at that time. Changes to entries on the register of members after that time 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 24 June 2010, the latest practicable date prior to publication of this document, the Company has 1,149,459,056 ordinary shares in issue with a total of 1,149,459,056 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 registrars, Computershare Investor Services PLC, 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 equity 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 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
- 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 146 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.

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- 9 To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 10 Alternatively, members may register the appointment of a proxy for the meeting electronically, by accessing the website [www.eproxyappointment.com](http://www.eproxyappointment.com), using the Control Number, PIN and Shareholder Reference Number set out on their proxy card, where full details of the procedure are given. This website is operated by Computershare Investor Services PLC. The proxy appointment and any power of attorney or other authority under which the proxy appointment is made must be received by Computershare Investor Services PLC not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. The use of the internet service in connection with the AGM is governed by Computershare Investor Services PLC's conditions of use set out on the website, [www.eproxyappointment.com](http://www.eproxyappointment.com) and may be read by logging on to that site.
- 11 Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
  - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.
- The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 12 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting. However, members should note that no answer need be given in the following circumstances:
- (a) if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
  - (b) if the answer has already been given on a website in the form of an answer to a question; or
  - (c) if it is undesirable in the interests in the Company or the good order of the meeting that the question be answered.
- 13 This notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 24 June 2010, being the last business day prior to the printing of this notice and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice, will be available on the Company's website [www.workspacegroup.co.uk](http://www.workspacegroup.co.uk).
- 14 Any electronic address provided either in this notice or in any related documents (including the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.



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**Workspace Group**

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