
**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)



WORKSPACE[®]

**NOTICE OF ANNUAL GENERAL MEETING
AND A LETTER FROM YOUR CHAIRMAN
ON THE BUSINESS TO BE CONDUCTED
AT THAT MEETING**

Notice of an Annual General Meeting of Workspace Group PLC to be held at Chester House, Kennington Park, 1-3 Brixton Road, London SW9 6DE at 11.00 a.m. on Thursday, 26 July 2012 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.

DEFINITIONS

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

ABI	the Association of British Insurers;
AGM or Annual General Meeting	the annual general meeting of the Company convened for Thursday, 26 July 2012, 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 of the Company for the financial year ended 31 March 2012 and the reports of the Directors and auditors thereon;
Articles	the articles of association of the Company currently in force;
Board or Directors	the directors of the Company for the time being;
Company	Workspace Group PLC;
Ordinary Shares	the ordinary shares of £1.00 each in the capital of the Company;
Shareholders	holders of ordinary shares in the capital of the Company;
Shareholders' Rights Regulations	the Shareholders' Rights Regulations 2009; and
the Act	the Companies Act 2006.



Workspace Group PLC

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

Directors:

Daniel Kitchen (Non-Executive Chairman)
Jamie Hopkins (Chief Executive)
Graham Clemett (Finance Director)
Bernard Cragg (Non-Executive Director)
John Bywater (Non-Executive Director)
Maria Moloney (Non-Executive Director)

Registered office:

Chester House
Kennington Park
1-3 Brixton Road
London
SW9 6DE

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

22 June 2012

Dear Shareholder

Notice of Annual General Meeting and explanation of business

INTRODUCTION

I am pleased to invite you to the twenty-sixth annual general meeting of the Company, to be held at Chester House, Kennington Park, 1-3 Brixton Road, London SW9 6DE, at 11.00 a.m. on Thursday 26 July 2012.

A formal notice convening the AGM is set out on pages 7 to 9 of this document and an explanation of each of the resolutions that the Directors will be proposing at the AGM is set out below.

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 declaration and payment of a final dividend of 5.86 pence per Ordinary Share in respect of the financial year ended 31 March 2012. If approved at the AGM, this dividend will be paid to Shareholders entered on the register of members at the close of business on 13 July 2012. The payment date will be 3 August 2012.

Election and re-election of Directors (Resolutions 3 to 8)

Dr Maria Moloney, who was appointed to the Board on 22 May 2012 as a Non-Executive Director, will be offering herself for election, as required by the Articles. The Articles also require one-third of the current Directors to retire by rotation at every annual general meeting. However, the Company is adopting the requirements of the UK Corporate Governance Code (published by the Financial Reporting Council in June 2010) (formerly the UK Combined Code) in relation to Directors' appointments and in particular the annual re-election of all Directors. Therefore, in accordance with provision B.71 of the UK Corporate Governance Code, all of the other Directors will retire at the AGM and being eligible offer themselves up for re-election. In relation to all of the Non-Executive Directors seeking re-election, I can confirm that, following formal performance evaluation, their performance continues to be effective and they continue to demonstrate commitment to their roles as Non-Executive Directors, including commitment of the necessary time for Board and committee meetings and other duties. The Board is satisfied that each of the Non-Executive Directors offering themselves for re-election remain independent in character and judgement and that there are no relationships or circumstances which are likely to affect or could appear to affect, their judgement.

Biographical details of each of the Directors are set out on pages 40 to 41 of the Annual Report and Accounts.

Directors' Remuneration Report (Resolution 9)

Shareholders are asked to receive and approve the Directors' Remuneration Report for the financial year ended 31 March 2012. This contains the remuneration policy for the Board, and is set out on page 59 of the Annual Report and Accounts.

Re-appointment and remuneration of auditors (Resolutions 10 and 11)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Accordingly, the Shareholders will be asked to re-appoint PricewaterhouseCoopers LLP as the Company's auditors until the conclusion of the next annual general meeting in 2013 and to grant authority to the Directors to determine their remuneration.

Amendment to the Workspace Group PLC 2003 Savings-Related Share Option Plan (Resolution 12)

The Company's Savings-Related Share Option Plan (the "SAYE Scheme") which was adopted by the Shareholders on 29 July 2003 and amended by the Company on 6 April 2004 does not permit the grant of options after 29 July 2013. Resolution 12 authorises the Company to amend the SAYE Scheme to allow options to continue to be granted until the 20th anniversary of the original date of adoption of the SAYE Scheme by the Company on 29 July 2003.

All other aspects of the SAYE Scheme will remain substantially similar although some minor changes have been made which remain consistent with HMRC approval.

Renewal of authority to allot equity securities (Resolution 13)

The authority given to the Directors to allot further shares or to grant rights to subscribe for, or to convert securities into ordinary shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 Companies Act 2006.

Upon the passing of the Resolution 13, (pursuant to paragraph (a)(i) of Resolution 13) the Directors will have the necessary authority until the date of the next annual general meeting in 2013 or, if earlier, 15 months after the date of passing Resolution 13, to allot and/or grant equity securities (as defined in section 560(1) of the Act), up to an aggregate nominal amount of £48,125,085 (being approximately one-third of the current issued ordinary share capital of the Company as at 15 June 2012 (being the latest practicable date prior to publication of this document)).

In addition, in line with guidance issued by the ABI, upon the passing of Resolution 13, (pursuant to paragraph (a)(ii) of Resolution 13) the Directors will have authority, until the date of the next annual general meeting of the Company in 2013, to allot and/or grant equity securities (as defined in section 560(1) of the Act) in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £96,250,171 as reduced by the aggregate nominal amount of any shares issued under paragraph (a)(i) of Resolution 13. This amount (before any reduction) represents approximately two-thirds of the current issued ordinary share capital of the Company as at 15 June 2012 (being the latest practicable date prior to publication of this document).

In order to ensure that the maximum aggregate nominal amount of equity securities allotted and/or granted under Resolution 13 is never more than an amount equal to two-thirds of the current issued ordinary share capital, deductions will be made from paragraph (a)(i) or (a)(ii) to ensure that this remains the case, whether or not the Company issues shares under paragraph (a)(i) first or paragraph (a)(ii) first.

The Directors will continue to seek to renew this authority at each annual general meeting in accordance with current best practice.

This limited authority will enable the Directors to issue shares when they believe it is in the interests of the Company to do so. It replaces the equivalent authority taken at the last annual general meeting of the Company in 2011, which will remain in force up until the conclusion of this year's meeting.

While the Company would always consider from time to time the best manner of financing the group, there is no present intention of issuing ordinary shares pursuant to Resolution 13.

Disapplication of pre-emption rights (Resolution 14)

If the Directors wish to exercise the authority under Resolution 13 and offer Shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Companies Act 2006 requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings.

Resolution 14 empowers the Directors until the date of the next annual general meeting of the Company in 2013 or, if earlier, 15 months after the date of passing the Resolution, to allot and/grant equity securities for cash (or transfer shares which are from time to time held by the Company in treasury) (i) (a) by way of a rights issue (subject to certain exclusions), or (b) by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or (ii) otherwise than pursuant to (i) up to an aggregate nominal value of £7,218,762 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company on 15 June 2012, being the latest practicable date prior to the printing of this Notice. The Directors will seek 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. It replaces the equivalent authority granted at the last annual general meeting of the Company in 2011 over one third of the Company's then issued ordinary share capital, which will remain in force up until the conclusion of the AGM.

As at 15 June 2012 (being the last practicable date prior to publication of this document), the Company held no shares in treasury.

Authority for purchase of own shares (Resolution 15)

Resolution 15 authorises the Company to make market purchases (within the meaning of section 693 of the Act) on the London Stock Exchange of up to an aggregate nominal amount of 14,437,525 Ordinary Shares (equivalent to approximately 10% of the current issued ordinary share capital of the Company as at 15 June 2012 (being the latest practicable date prior to publication of this document)), at a minimum price per Ordinary Share of its nominal value and a maximum price of the higher of (i) 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 and (ii) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out. Resolution 15 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 2013 or, if earlier, the date which falls 15 months after the passing of this 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 15. 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.

The Company has options outstanding over 3,412,297 shares, the aggregate nominal amount of which represent approximately 2.4 per cent. of the Company's current issued Ordinary Shares as at 15 June 2012 (being the latest practicable date prior to publication of this document). If the Company bought back the maximum number of Ordinary Shares permitted pursuant to this Resolution, then the total number of options to subscribe for Ordinary Shares outstanding at 15 June 2012 would represent 2.6 per cent. of the reduced issued share capital of the Company.

Authority to retain a notice period of fourteen clear days for general meetings (resolution 16)

Resolution 16 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 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 16 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 in 2013, 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 Chester House, Kennington Park, 1-3 Brixton Road, London SW9 6DE at 11.00 a.m. on Thursday, 26 July 2012.

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. Members may also register the appointment of a proxy electronically by accessing the website www.eproxyappointment.com, which is operated by Computershare Investor Services PLC. In either case, the proxy appointment must be received by Computershare Investor Services PLC by no later than 48 hours before the time of the AGM.

Alternatively, CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST messages must be received by the issuer's agent not later than 48 hours before the time appointed for holding 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

Daniel Kitchen
Chairman

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-sixth Annual General Meeting of the Company will be held at Chester House, Kennington Park, 1-3 Brixton Road, London SW9 6DE at 11.00 a.m. on Thursday 26 July 2012 to consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 13 will be proposed as ordinary resolutions and numbers 14 to 16 as special resolutions:

To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution:

- 1. To receive and adopt the Company's Annual Report and Accounts.**
- 2. To declare a final dividend of 5.86 pence per Ordinary Share in respect of the financial year ended 31 March 2012.**
- 3. To re-elect as a director Mr Daniel Kitchen who retires by rotation and, being eligible, offers himself for re-election.**
- 4. To re-elect as a director Mr Jamie Hopkins who retires by rotation and, being eligible, offers himself for re-election.**
- 5. To re-elect as a director Mr Graham Clemett who retires by rotation and, being eligible, offers himself for re-election.**
- 6. To re-elect as a director Mr John Bywater who retires by rotation and, being eligible, offers himself for re-election.**
- 7. To re-elect as a director Mr Bernard Cragg who retires by rotation and, being eligible, offers himself for re-election.**
- 8. To elect as a director Dr Maria Moloney who has been appointed as a director of the Company since the last annual general meeting of the Company in 2011 and retires in accordance with article 80 of the Articles and who, being eligible, offers herself for reappointment as a director.**
- 9. To receive and approve the Directors' Remuneration Report for the financial year ended 31 March 2012 contained within the Annual Report and Accounts.**
- 10. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the annual general meeting in 2013.**
- 11. To authorise the Directors to determine the remuneration of the auditors.**
- 12. That the amendment to the rules of the Workspace Group plc Savings-Related Share Option Plan (the "SAYE scheme")** as described on page 4 of this document and contained in the amended rules of the SAYE scheme produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to adopt the amended SAYE scheme and to do all such acts and things as they consider necessary or expedient for the purposes of implementing including making any amendments required by HM Revenue & Customs in order to obtain approval of the SAYE Scheme under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003.

13. THAT:

(a) in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all the powers of the Company to allot and/or grant rights to subscribe for, or to convert any security into, equity securities (as defined in section 560(1) of the Act) in the Company:

(i) up to an aggregate nominal amount of £48,125,085 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560(1) of the Act) previously allotted and/or granted under paragraph (a)(ii) below in excess of such sum); and

(ii) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £96,250,171 (such amount to be reduced by any allotments and/or grants previously made under paragraph (a)(i) above) in connection with an offer by way of a rights issue:

(A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(B) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may, in either case, impose any limits or restrictions and make any arrangements which it considers necessary or expedient to deal with treasury shares, fractional entitlements, record dates or with legal, regulatory or practical problems in, or under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever.

The authority conferred on the Directors under (i) and (ii) above shall expire at the conclusion of the next annual general meeting of the Company in 2013 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 equity securities (as defined in section 560(1) of the Act) to be allotted and/or granted after such expiry and notwithstanding such expiry the Directors may allot and/or grant such equity securities in pursuance of such offers or agreements; and

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

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

THAT:

(a) the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the “**Act**”):

(i) subject to the passing of Resolution 13 set out in this Notice, to allot and/or grant equity securities pursuant to the authority given in accordance with section 551 of the Act by Resolution 13; and

(ii) to transfer shares which are held by the Company in treasury,

as if section 561(1) of the Act did not apply to any such allotment, grant and/or transfer, provided that this power shall be limited to the allotment, grant and/or transfer of equity securities:

(A) in connection with or the subject of an offer or invitation, open for acceptance or application 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 practicable) to their existing 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 treasury shares, fractional entitlements, record dates or with legal, regulatory or practical problems in or 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 such scheme); and

(C) otherwise than pursuant to sub-paragraphs (A) and (B) up to an aggregate nominal amount of £7,218,762,

and shall expire at the conclusion of the next annual general meeting of the Company in 2013 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, granted or transferred after such expiry and notwithstanding such expiry the Directors may allot, grant or transfer equity securities in pursuance of such offers or agreements;

(b) all powers previously conferred under section 570 of the Act 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.

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

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 in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 14,437,525 Ordinary Shares of £1.00 each;
- (b) the minimum price which may be paid for an Ordinary Share is the nominal value of such Ordinary Share;
- (c) the maximum price which may be paid for an Ordinary Share is the highest of:
 - (i) 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; and
 - (ii) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out;
- (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 in 2013 or, if earlier, 15 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 a general meeting by a 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.

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

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

By order of the Board

Carmelina Carfora
Company Secretary
Dated: 22 June 2012

Registered Office:
Chester House
Kennington Park
1-3 Brixton Road
London
SW9 6DE

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 AGM (or, in the event of any adjournment, on the day which is two days before the day of the adjourned meeting) shall be entitled to attend and vote at the AGM 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 AGM.
- 2 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 AGM. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the AGM, 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. Completion and return of such proxy will not preclude a member from attending the AGM and voting in person.
- 3 To be valid, a form of proxy for use at the AGM 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 AGM or the adjourned meeting.
- 4 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 (a **Nominated Person**). A Nominated Person 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 a Nominated Person does not have such a right, or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 6 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/ CREST). 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 Company'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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. 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.
- 7 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 8 Alternatively, members may register the appointment of a proxy for the AGM electronically, by accessing the website 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 AGM 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 and may be read by logging on to that site.

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- 9 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.
 - 10 As at 15 June 2012, being the latest practicable date prior to publication of this Notice, the Company had 144,375,257 Ordinary Shares in issue with a total of 144,375,257 voting rights.
 - 11 The executive directors' service contracts and non-executive directors' letters of appointment 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 AGM from 15 minutes prior to the commencement of the AGM until the conclusion thereof.
 - 12 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 AGM; 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.

- 13 Any member attending the AGM has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the AGM 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.
- 14 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 AGM as at 15 June 2012, being the latest practicable date 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.
- 15 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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