

## Attendance Card

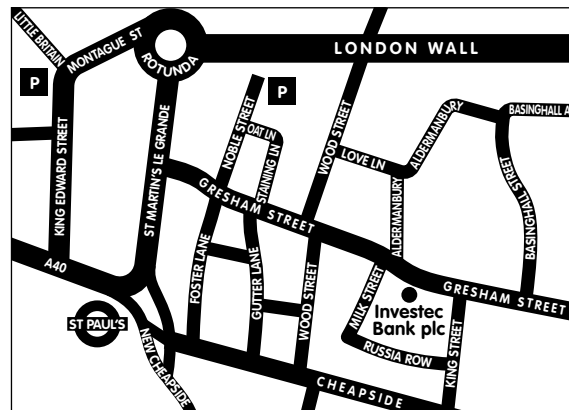
### Annual General Meeting to be held on:

Wednesday, 28 August 2019 at 9.30 a.m. at

Investec Bank plc, 30 Gresham Street, London EC2V 7QP

Please detach and retain this attendance card and bring it with you if you come along to the Annual General Meeting to show as evidence of your right to be admitted. Do not post this section with the Form of Proxy.

## How to find us



Investec Bank plc, 30 Gresham Street, London EC2V 7QP

### Directions to AGM venue:

#### By underground

##### St Paul's (central line)

Leave the station via exit one and walk straight towards the Museum of London (along St Martin's Le Grand) and take the first street on your right.

##### Mansion House (District or Circle line)

Leave the station via exit four. Turn left into Cheapside and walk towards St Paul's Cathedral. Turn right into St Martin's Le Grand and walk straight towards the Museum of London (along St Martin's Le Grand) and take the first street on your right.

##### Barbican (Circle, Metropolitan and

##### Hammersmith and City lines)

Turn right out of the exit onto Aldersgate Street and follow signs to St Paul's Cathedral. Go past the Museum of London and London Wall. Gresham Street is the next street on your left off St Martin's Le Grand (see map).

#### Parking

The closest car park is London Wall Car Park.

Visit [www.cityoflondon.gov.uk/services/transport-and-streets/parking/where-to-park/car-parks](http://www.cityoflondon.gov.uk/services/transport-and-streets/parking/where-to-park/car-parks) for more details.

## + FORM OF PROXY

TheWorks.co.uk plc +

Voting ID:

Task ID:

Shareholder Reference Number:

I/We, being a member of the Company, hereby appoint the Chairman (see note 1 overleaf) or

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 9.30 a.m. on Wednesday 28 August 2019 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following Resolutions.

If you wish to appoint multiple proxies, please see note 4 overleaf. ☐ Please also tick here if you are appointing more than one proxy.

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- To receive and adopt the Directors' report and accounts for the year ended 28 April 2019
- To declare and approve a final dividend of 2.4 pence per Ordinary Share
- To approve the Directors' Remuneration Report
- To approve the Directors' Remuneration Policy
- To reappoint Dean Hoyle as a Director
- To reappoint Kevin Keaney as a Director
- To reappoint Gavin Peck as a Director
- To reappoint Catherine Glickman as a Director.
- To reappoint Harry Morley as a Director

For	Against	Vote withheld

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- To re-appoint KPMG LLP as auditors of the Company
- To authorise the Audit Committee to fix the auditor's remuneration
- To authorise the Directors to allot shares
- Authority to disapply statutory pre-emption rights
- Additional authority to disapply statutory pre-emption rights
- To authorise the Company to purchase its own shares
- Authority to call a general meeting (other than an AGM) on not less than 14 clear days' notice.
- Dividend ratification and release

For	Against	Vote withheld

Signature

Date

## Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy, who need not be a shareholder, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. The completion and return of Proxy Form/Appointment of a proxy does not preclude you from attending and voting at the Meeting or at any adjournment thereof should you wish to do so. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting our Registrar, Equiniti Limited on 0371 384 2030 or you may photocopy this form. Overseas holders should contact +44 (0)121 415 7047. Lines are open from 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number shares held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "for" or "against" a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. In order to be valid, this Proxy Form and any power of attorney or any other authority under which it is signed (or a duly certified copy of such power or authority), under which it is executed must be:
  - completed and signed;
  - sent or delivered to our Registrar, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; and
  - received by Equiniti no later than 9:30 am on 26 August 2019.
7. Where the member is a corporation/company, this Proxy Form must be executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised by the corporation/company.
8. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (shown on this Proxy Form). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Proxy Form at [www.shareview.co.uk](http://www.shareview.co.uk) using your user ID and password. Once logged in, click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Full instructions on the procedure are given on both websites. Your proxy appointment(s) and instructions made electronically will not be valid if sent to any address other than those provided or if received by Equiniti Limited after 9:30 am on Monday 26 August 2019.
9. CREST members (i.e. those that hold shares in uncertificated form) who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Equiniti Limited (ID: RA19), by 9:30 am on Monday 26 August 2019. See Notes 11 to 14 to the Notice of the Annual General Meeting for further information on proxy appointment through CREST.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of the Annual General Meeting.
13. You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.
14. 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 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.
15. Entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6.30pm on Monday 26 August 2019. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.



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Aspect House  
Spencer Road  
LANCING  
BN99 8LU