

Annual General Meeting to be held on:

Wednesday, 30 September 2020 at 9.30 a.m.

IMPORTANT INFORMATION

In light of the UK Government's current guidance on public gatherings, and the new regulations set out in Schedule 14 of the Corporate Insolvency and Governance Act, **the Board has concluded that shareholders cannot be permitted to attend the AGM in person this year.** The meeting will therefore be conducted as an electronic closed meeting, with the minimum quorum of two shareholders to be facilitated by the Directors, and will end immediately following the formal business. The format of the meeting will be purely functional to comply with relevant legal requirements.

Instead of attending this year's Annual General Meeting, shareholders are asked to exercise their votes by submitting their proxy electronically or by post as soon as possible, and these must be received by no later than 9.30a.m. on Monday 28 September 2020.

Shareholders who wish to appoint a proxy are recommended to appoint the Chairman of the meeting as their proxy. As a result of the current Government restrictions, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in order to cast the shareholder's vote.

+ **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 30 September 2020 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.

You may also choose to submit your proxy vote electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference number above.

RESOLUTIONS

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

1. To receive and adopt the Directors' report and accounts for the 52 weeks to 26 April 2020
2. To approve the Directors' Remuneration Report
3. To reappoint Dean Hoyle as a Director
4. To reappoint Gavin Peck as a Director
5. To reappoint Catherine Glickman as a Director.
6. To reappoint Harry Morley as a Director
7. To re-appoint KPMG LLP as auditors of the Company

RESOLUTIONS

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

8. To authorise the Audit Committee to fix the auditor's remuneration
9. To authorise the Directors to allot shares
10. Authority to disapply statutory pre-emption rights
11. Additional authority to disapply statutory pre-emption rights
12. To authorise the Company to purchase its own shares
13. Authority to call a general meeting (other than an AGM) on not less than 14 clear days' notice.

Signature

Date

Notes to the proxy form

1. As a member of the Company you are entitled to appoint one or more proxies, 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. 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. However, the Board recommends that shareholders who wish to appoint a proxy appoint the Chairman of the meeting. As set out in the Chairman's introduction in the 2020 AGM Notice, in light of the current situation regarding the COVID-19 pandemic, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person in order to cast the shareholder's vote. 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.
3. 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.
4. 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 Monday 28 September 2020.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.
5. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically by visiting 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 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 28 September 2020.
6. 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 28 September 2020. See Notes 11 to 14 to the Notice of the Annual General Meeting for further information on proxy appointment through CREST.
7. 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).
8. 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.
9. 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.
10. 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.
11. 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.
12. 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 28 September 2020. 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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