

Company Number: 2041612

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**WORKSPACE GROUP PLC**

At an annual general meeting of the above-named Company, duly convened and held on 11 July 2019 the following resolutions were duly passed.

**ORDINARY RESOLUTION**

**Resolution 13**

**THAT:**

- (a) in substitution for all subsisting authorities to the extent unused, the Directors be 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 or subscribe for, or to convert any security into, shares in the Company:
  - (i) up to an aggregate nominal amount of £60,128,499 (such amount to be reduced by the nominal amount of any shares previously allotted and/or granted under paragraph (a)(ii) below in excess of such sum); and
  - (ii) comprising Equity Securities up to an aggregate nominal amount of £120,256,998 (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 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 Directors may, in either case, impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or with legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authorities conferred on the Directors under paragraphs (i) and (ii) of this Resolution 13 shall expire at the conclusion of the next annual general meeting of the Company in 2020 or, if earlier, 30 September 2020, save that under each authority the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for, or convert securities into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the relevant authority had not expired; 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 13.

## **SPECIAL RESOLUTION**

### **Resolution 15**

**THAT** in substitution for all subsisting authorities to the extent unused and subject to the passing of Resolution 13, the Directors be authorised to allot Equity Securities for cash under the authority given by that resolution and/or to sell shares which are held by the Company in treasury for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited to the allotment of Equity Securities and/or sale of treasury shares in connection with:

- (a) an offer of, or invitation to apply for, Equity Securities:

- (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other Equity Securities, as required by the rights of those securities or as the Directors otherwise consider necessary,

but so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and

- (b) the terms of any employees' share 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),

such authority to expire at the conclusion of the next annual general meeting of the Company in 2020 or, if earlier, 30 September 2020, save that the Directors may, before the expiry of such period, make offers or agreements which would, or might, require Equity Securities to be allotted and/or treasury shares sold after the authority expires and the Directors may allot Equity Securities and/or sell treasury shares pursuant to any such offer or agreement as if the authority had not expired.

Words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this Resolution 15.

## **SPECIAL RESOLUTION**

### **Resolution 16**

**THAT** the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 18,038,549;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher 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) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent purchase bid for an Ordinary Share at the time on the trading venue where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company in 2020 or, if earlier, 30 September 2020, unless such authority is varied, revoked or renewed prior to such time by the Company in a general meeting by a special resolution; and
- (e) the Company may enter into a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which would, or might, be completed or executed wholly or partly after the expiration of such authority, and the Company may purchase Ordinary Shares in pursuance of any such contract as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

**Resolution 17**

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

A handwritten signature in black ink, appearing to read 'C. Carfora', with a long horizontal stroke extending to the right.

**Carmelina Carfora  
Company Secretary**

**11 July 2019**