

The Annual General Meeting of the Company to be held at **the Company's registered office at Canterbury Court, Kennington Park, 1-3 Brixton Road, London, England, SW9 6DE** on **Thursday, 9 July 2020 at 10.00 am.**

**Shareholder Reference Number**

Please detach this portion before posting this proxy form.

## Form of Proxy - Annual General Meeting to be held on Thursday, 9 July 2020



**Cast your Proxy online...It's fast, easy and secure!**

**[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 916566

**SRN:**

**PIN:**



View the Annual Report and Notice of Annual General Meeting online: **<http://www.workspace.co.uk/investors>**

Register at **[www.investorcentre.co.uk](http://www.investorcentre.co.uk)** - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:**

**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Tuesday, 7 July 2020 at 10.00 am.**

**Please read the Notice, the notes included in it and the accompanying Explanatory Notes to this Proxy Form carefully before completing this Proxy Form.**

### Explanatory Notes:

- In accordance with UK government public health guidelines related to Covid-19, shareholders will not be permitted to attend the AGM this year and are strongly encouraged to appoint a proxy to exercise all of their rights to vote on their behalf at the AGM. Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy, rather than a named person who will not be permitted to attend the meeting.
- Every holder has the right to appoint some other person(s) of their choice as his proxy to exercise all or any of his rights to speak and vote on his behalf at the meeting. As explained above, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy, rather than a named person who will not be permitted to attend the meeting. If you still wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes in respect of the relevant shares.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1413 or you may photocopy this form. Please indicate in the box next to each proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. You may not appoint more than one proxy to exercise rights attached to any one share. Please also indicate by marking 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.
- The 'Vote Withheld' overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If you wish your proxy to cast only certain votes for and certain votes against a resolution, insert the relevant number of shares in the appropriate box.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to 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 at close of business on the day which is two business days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
- 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 (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting together with any power of attorney or other authority under which it is sent. For this purpose, the time of 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1413 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled by the signatory.
- This Proxy Form must be signed by the member or his/her attorney. To be valid this Proxy Form (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) must be sent or delivered to the Registrars no later than 10.00 am on Tuesday 7 July 2020. Where the member is a corporation, the Proxy Form must be executed under its common seal or be signed on its behalf by an attorney, officer or other person duly authorised, stating their capacity (e.g. director, secretary). In the case of joint holders, any one holder may sign this Proxy Form. The vote of the senior joint holder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint holding.
- If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

### All Named Holders

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Shareholders are strongly encouraged to appoint the Chairman as their proxy, rather than a named person who will not be permitted to attend the meeting. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

|  |   |
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|  | * |
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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of **Workspace Group PLC** to be held at **the Company's registered office at Canterbury Court, Kennington Park, 1-3 Brixton Road, London, England, SW9 6DE** on **Thursday, 9 July 2020 at 10.00 am**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



| Ordinary Resolutions                                                                                                   | For                      | Against                  | Vote<br>Withheld         |
|------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To receive and adopt the Annual Report and Accounts.                                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Remuneration Policy.                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the 2020 Annual Remuneration Report.                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To declare a final dividend of 24.49 pence per Ordinary Share in respect of the financial year ended 31 March 2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Mr Stephen Hubbard as a Director.                                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Mr Graham Clemett as a Director.                                                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Dr Maria Moloney as a Director.                                                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Mr Chris Girling as a Director.                                                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Mr Damon Russell as a Director.                                                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Ms Ishbel Macpherson as a Director.                                                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

|                                                                                                                                               | For                      | Against                  | Vote<br>Withheld         |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 11. To elect Ms Suzi Williams as a Director.                                                                                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To elect Mr David Benson as a Director.                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To re-appoint KPMG LLP as auditors of the Company.                                                                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To authorise the Board, acting through the audit committee, to determine the remuneration of the auditors.                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Directors to allot equity securities.                                                                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise the Company to make political donations.                                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Special Resolutions</b>                                                                                                                    |                          |                          |                          |
| 17. To disapply pre-emption rights.                                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To authorise the Company to make market purchases of its own Ordinary Shares.                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. To authorise a general meeting (other than an annual general meeting) of the Company to be called on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a shareholder that is a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney, officer or other person duly authorised, stating their capacity (e.g. director, secretary).