

WORKSPACE GROUP PLC

SCHEDULE OF MATTERS SPECIFICALLY RESERVED FOR DECISION BY THE FULL BOARD (ADOPTED BY BOARD RESOLUTION PASSED ON 22 NOVEMBER 1993 AND AMENDED BY BOARD RESOLUTIONS PASSED ON 13 JUNE 1996, 4 JUNE 1999 AND 14 FEBRUARY 2001)

1. The following schedule of matters specifically reserved for decision by the full Board is not intended to be exhaustive. For example:
 - a. The terms of reference of the Audit Committee and of the Remuneration and Nominations Committee expressly reserve certain matters for the decision by the full Board, and these Committees report to the Board for final approval of any decision taken.
 - b. From time to time the Board, when delegating other matters to a Committee or a director or a senior executive may decide to reserve matters for decision by itself.
 - c. In appropriate cases the Board, although reserving to itself the right to take the basic decision, may resolve to appoint a Committee with power to approve final documentation and make other detailed arrangements.

Nor is the schedule to be definitive. In appropriate cases the Board, although reserving to itself, in terms of the schedule, the right to take the basic decision, may resolve to appoint an ad hoc Committee.

2. The matters specifically reserved for decision by the full Board are:
 - a. Identification of the Group's strategic objectives.
 - b. Approval of the Annual Business Plan and Capital, Revenue and Manpower Budgets.
 - c. Approval of the Annual Report and Accounts.
 - d. Approval of interim and preliminary statements of results for the year, half-year and quarter.
 - e. Any issues of shares or share options of the Company, or of securities conferring rights of subscription for or conversion into shares of the Company, or of debenture stock or loan stock of the Company.

- f. The giving of guarantees, other than the guaranteeing of the performance of a wholly owned subsidiary of the Company, and where the liability guaranteed is more than £250,000.
- g. The convening of any meeting or the holders of any class of security of the Company or the approval of any circular to shareholders or to holders of any class of security of the Company, whether or not the circular is accompanied by a notice or meeting.
- h. Any acquisition or disposal of investment property assets by the Company or any of its subsidiaries being an acquisition or disposal which is over £5m in value or is material in relation to the Group as a whole. Acquisitions of properties in the normal course of business and to a value of up to £5m can proceed on the approval of the Executive Board, but full due diligence and reports to the whole Board must occur.
- i. The formation, acquisition or disposal by the Company of any subsidiaries or subsidiary undertakings, being a formation acquisition or disposal which is material in relation to the Group as a whole. This shall include the forming of any joint venture whether corporate or by contract.
- j. The making of any commitment to appoint a director or the secretary of the Company.
- k. The removal from office or the termination of the employment or appointment of any director of the Company or any senior executive of any company in the group. For the purpose "senior executive" is defined as an executive whose basic remuneration is at a rate of not less than £60,000 per annum.
- l. The appointment of a director of any subsidiary, not being a director of the Company or an executive of a Group company, or any senior executive defined as in paragraph j. above.
- m. Significant capital projects (value in excess of £2m).

- n. Treasury policies. New loans or substantially changed terms for existing loans are subject to full Board approval. Renewal of existing facilities or minor changes to these (including taking properties into and out of charge) should be approved by the Executive Board. The acquisition and disposal of all financial instruments (cap, floor, collar, swap and related options) should be approved by the Board unless the investment carries no liability (other than fees) to the Group and the fee is less than £50,000.
- o. Risk management policies. The Board will review the commercial activities of the Company at least annually to assess inherent risks and related controls. It will set a programme for reporting on this risk management and the standards to be operated by the Executive management (in compliance with Turnbull).
- p. New activities: All proposals outside the Group's core activity of letting space should be approved by the Board.