
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or transferred all of your ordinary shares in Workspace Group PLC, please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your ordinary shares in Workspace Group PLC, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Workspace Group PLC

(Incorporated and registered in England and Wales under number 2041612)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATION OF BUSINESS



Workspace Group

Notice of an Annual General Meeting of Workspace Group PLC to be held at Magenta House, 85 Whitechapel Road, London E1 1DU, at 11:00 a.m. on Tuesday, 28 July 2009 is set out at the end of this document. Shareholders will find enclosed with this document a form of proxy for use in connection with the Annual General Meeting. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 48 hours before the time of the Annual General Meeting. Completion and return of a form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they choose to do so.

Definitions

In this document, except where the context otherwise requires, the following expressions shall have the following meanings:

'Annual General Meeting' or 'AGM'	the annual general meeting of the Company convened for Tuesday, 28 July 2009, notice of which is set out at the end of this document, or any reconvened meeting following adjournment thereof;
'Annual Report and Accounts'	the annual report and accounts of the Company for the financial year ended 31 March 2009 and the reports of the Directors and auditors thereon;
'Articles'	the articles of association of the Company;
'Board' or 'Directors'	the directors of the Company for the time being;
'Company'	Workspace Group PLC;
'Memorandum'	the memorandum of association of the Company; and
'Shareholders'	holders of ordinary shares in the capital of the Company.



Workspace Group

Workspace Group PLC

(Incorporated and registered in England and Wales under number 2041612)

Directors:

A J Hales CBE (Non-Executive Chairman)
H Platt (Chief Executive)
J Bywater (Non-Executive Director)
B Cragg (Non-Executive Director)
R Dickinson (Non-Executive Director)
G Clemett (Finance Director)

Registered office:

Magenta House
85 Whitechapel Road
London
E1 1DU

To Shareholders, and for information only, to share option holders

28 June 2009

Dear Shareholder

Notice of Annual General Meeting and explanation of business

Introduction

I am pleased to invite you to the twenty-third Annual General Meeting ('AGM') of the Company to be held at the Company's registered office, Magenta House, 85 Whitechapel Road, London E1 1DU, at 11:00 a.m. on Tuesday, 28 July 2009.

A formal notice convening the AGM is set out on pages 6 to 8 of this document and an explanation of each of the resolutions the Directors will be proposing at the AGM is set out below.

Ordinary business at the Annual General Meeting

Annual Report and Accounts (resolution 1)

The business of the AGM will begin with a resolution to receive the Annual Report and Accounts. Shareholders will have the opportunity to put any questions on the Annual Report and Accounts to the Board before the resolution is proposed at the AGM.

Declaration of final dividend (resolution 2)

Shareholders will be asked to approve the payment of a final dividend of 0.50 pence per share in respect of the financial year ended 31 March 2009. If approved at the AGM, this dividend will be paid on 6 August 2009 to Shareholders entered on the register of members at the close of business on 3 July 2009.

Re-election of Directors (resolutions 3 to 4)

The Articles require one-third (but no more than one-third) of the current Directors to retire by rotation at every AGM. In accordance with this requirement, Messrs Hales and Bywater retire by rotation and, being eligible, offer themselves for re-election at the AGM. Brief biographical details of each of the Directors are set out on page 37 of the Annual Report and Accounts.

Directors' Remuneration Report (resolution 5)

Shareholders are asked to approve the Directors' Remuneration Report. This contains the remuneration policy and is set out on pages 44 to 52 of the Annual Report and Accounts.

Re-appointment and remuneration of auditors (resolution 6)

Shareholders will be asked to re-appoint PricewaterhouseCoopers LLP as the Company's auditor until the conclusion of the next AGM and to grant authority to the Directors to determine their remuneration.

Special business at the Annual General Meeting

Renewal of authority to allot securities and power to waive pre-emption rights (resolutions 7 and 8)

Resolutions dealing with the authority of the Directors to allot shares will be proposed at the AGM.

By law, directors are not permitted to allot new shares (or to grant rights over shares) unless authorised to do so by shareholders. In addition, directors require specific authority from shareholders before allotting new shares (or rights in respect of shares) for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 7 gives the Directors the necessary authority until the date of the next AGM or, if earlier, 15 months after the date of passing the resolution to allot shares, up to an aggregate nominal amount of £34,870,000 (being approximately one third of the issued share capital of the Company as at 25 June 2009).

Resolution 8 empowers the Directors until the date of the next AGM, or if earlier, 15 months after the date of passing the resolution to allot shares for cash (or transfer equity securities which are from time to time held by the Company in treasury) otherwise than to existing Shareholders on a pro rata basis up to an aggregate nominal amount of £5,200,000, which is equivalent to approximately 5% of the issued share capital of the Company as at 25 June 2009. It also enables the Directors, in the case of an issue by way of rights, to deal with fractional entitlements and to make such exclusions or other arrangements as may be appropriate to resolve legal, regulatory or practical problems which might arise, particularly with regard to overseas Shareholders. It is intended to renew such authority and power at successive Annual General Meetings.

This limited authority will enable the Directors to issue shares when they believe it is in the interests of the Company to do so. However, there is no present intention of issuing any ordinary shares, except in connection with the Company's share option schemes. As at 25 June 2009, the Company held no equity securities in treasury.

Amendments to the Articles (resolution 9)

Resolution 9 seeks approval from Shareholders for a number of amendments to be made to the Company's Articles, primarily to reflect certain provisions of the Companies Act 2006 (the 'Act') which are due to come into force in October 2009.

Although the remaining provisions of the Act are due to come into force in October 2009, various regulations that relate to certain of these provisions have yet to be finalised. Consequently, it will be necessary for the Company to undertake a further review of its Articles in due course in order to reflect these other provisions. As these further changes to the Articles will be reasonably substantial in number, it is anticipated that the Company will adopt new articles of association at its Annual General Meeting in 2010 in order to fully reflect the final changes introduced by the Act. A summary of the proposed changes to the Articles to be made at this year's AGM is set out below.

The Company's objects: The provisions regulating the operations of the Company are currently set out in the Memorandum and Articles. The Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. The Act significantly reduces the constitutional significance of a company's memorandum and provides that a memorandum will record only the names of the subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, all other provisions (including the objects clause) which are contained in a company's memorandum at 1 October 2009, will be deemed to be contained in its articles of association. The Act also states that, unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Act, would otherwise be treated as forming part of the Articles from 1 October 2009. Resolution 9 confirms the removal of these provisions for the Company.

Authorised share capital: The Act abolishes the requirement for a company to have an authorised share capital and the proposed amendments to the Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

Statement of limited liability in Articles: Under the Act, a company's constitution must state that the liability of the company is limited in order for the company to benefit from limited liability. The Articles, as amended by resolution 9, will state that the liability of the Company is limited to the amount of its paid up share capital, since there will no longer be such a statement included in the Memorandum.

Notice period for calling general meetings: The provisions in the current Articles dealing with the length of notice required to convene general meetings are being amended to conform to new provisions in the Act. In particular, all general meetings (other than AGMs) can be convened on 14 clear days' notice where previously 21 days' notice was required for a general meeting to consider a special resolution.

Authority to retain a notice period of fourteen clear days for general meetings (resolution 10)

The Act provides that all general meetings (other than AGMs) can be convened on 14 clear days' notice where previously 21 days' notice was required for a general meeting to consider a special resolution. Your Board is of the view that it is in the Company's interests to have a shorter notice period which complies with these new provisions of the Act. Therefore one of the proposed amendments to the articles this year is to allow all general meetings (other than an Annual General Meeting) to be called on such notice as may be required by law, which is currently 14 clear days' notice under the Act.

However, one of the requirements of the Shareholder Rights Directive (intended to be implemented in August 2009) is that all general meetings must be held on 21 clear days' notice, unless shareholders agree to a shorter notice period. The passing of resolution 10 would constitute Shareholders' agreement for the purposes of the Shareholder Rights Directive (which agreement is required annually) and would therefore preserve the Company's ability to call general meetings (other than an Annual General Meeting) on 14 clear days' notice, should resolution 9 be passed.

A copy of the Company's current Memorandum and Articles, a copy of a document marked 'A', containing the full amended terms of the proposed Articles referred to in resolution 9(a) and a copy of a document marked 'B', containing the full amended terms of the proposed Articles referred to in resolution 9(b) will be available for inspection at the registered office of the Company (as specified in paragraph 1 on page 3 of this document) from the date of this Notice of AGM until (and including) the date of the AGM and until the conclusion of the meeting.

Action to be taken

You will find enclosed a form of proxy for use at the Annual General Meeting, to be held at the Company's registered office, Magenta House, 85 Whitechapel Road, London E1 1DU at 11:00 a.m. on Tuesday, 28 July 2009.

Whether or not you intend to be present at the Annual General Meeting you are requested to complete the form of proxy and return it to the Company's registrars, Computershare Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 48 hours before the date of the AGM. Completion and return of a form of proxy will not preclude Shareholders from attending and voting at the AGM should they choose to do so.

Recommendation

Your Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and unanimously recommends that you vote in favour of the proposed resolutions as the Directors intend to do in respect of their own beneficial shareholdings.

Yours sincerely

A handwritten signature in black ink, appearing to read 'AJ Hales', with a long horizontal flourish extending to the right.

AJ Hales CBE
Chairman

WORKSPACE GROUP PLC

(Incorporated and registered in England and Wales under number 2041612)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the twenty-third Annual General Meeting of the Company will be held at the Company's registered office at Magenta House, 85 Whitechapel Road, London E1 1DU at 11:00 a.m. on Tuesday, 28 July 2009 for the following purposes:

As ordinary business:

- 1 To receive and adopt the Company's annual report and accounts for the financial year ended 31 March 2009 and the reports of the directors and the auditors thereon.
- 2 To declare a final dividend of 0.50 pence per share in respect of the financial year ended 31 March 2009, payable on 6 August 2009 to shareholders entered on the register of members at the close of business on 3 July 2009.
- 3 To re-elect as a director Mr A J Hales who retires by rotation and, being eligible, offers himself for re-election.
- 4 To re-elect as a director Mr J Bywater who retires by rotation and, being eligible, offers himself for re-election.
- 5 To consider, and if thought fit, approve the report on directors' remuneration contained within the Annual Report and Accounts for the financial year ended 31 March 2009.
- 6 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing year and to authorise the directors to determine their remuneration.

As special business:

- 7 To consider, and if thought fit, to pass the following resolution as an ordinary resolution, namely:

THAT:

- (a) the directors be and they are hereby generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985 (the 'Act'), to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal value of £34,870,000 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next annual general meeting of the Company, or, if earlier, 15 months after the date of the passing of this resolution), but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the directors may allot relevant securities in pursuance of such offers or agreements;
 - (b) all authorities previously conferred under section 80 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect; and
 - (c) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution.
- 8 To consider and, if thought fit, to pass the following resolution as a special resolution, namely:

THAT:

- (a) the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the 'Act'):
 - (i) subject to the passing of the resolution numbered 7 set out in the notice of this meeting, to allot equity securities pursuant to the authority given in accordance with section 80 of the Act by the said resolution numbered 7; and
 - (ii) to transfer equity securities which are held by the Company in treasury,

as if section 89(1) of the Act did not apply to any such allotment or transfer, provided that this power shall be limited to the allotment or transfer of equity securities:

- (A) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the directors, to holders of ordinary shares in the Company and to holders of such other equity securities of the Company as the directors may determine in proportion (as nearly as may be) to their respective holdings on a record date fixed by the directors or (where applicable) in accordance with the rights for the time being attached to such equity securities subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or with legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever;
- (B) in connection with the terms of any share option 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 any such scheme); and

(C) otherwise than pursuant to sub-paragraphs (A) or (B) up to an aggregate nominal amount of £5,200,000,

and shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution 8, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or transferred after such expiry and notwithstanding such expiry the directors may allot or transfer equity securities in pursuance of such offers or agreements;

- (b) all powers previously conferred under section 95 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect; and
- (c) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution.

9 To consider and, if thought fit, to pass the following resolution as a special resolution, namely:

THAT:

- (a) with effect from the end of this annual general meeting or any adjournment thereof, the articles of association of the Company be and are hereby amended so that they shall be in the form of the amended articles of association produced to the meeting, marked 'A' and initialled by the Chairman for the purposes of identification; and
- (b) with effect from 00:01 a.m. on 1 October 2009:
 - (i) the articles of association of the Company be and are hereby amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
 - (ii) the articles of association of the Company be and are hereby amended so that they shall be in the form of the amended articles of association produced to the meeting, marked 'B' and initialled by the Chairman for the purposes of identification.

10 To consider and, if thought fit, to pass the following resolution as a special resolution, namely:

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

By order of the Board
Amanda Whalley
Secretary
Dated: 28 June 2009

Registered Office:

Magenta House
85 Whitechapel Road
London E1 1DU

Notes:

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company 48 hours before the time for which the meeting is called shall be entitled to attend and vote at the meeting in respect of the shares registered in their name at that time. Changes to entries on the register of members after 48 hours before the time for which the meeting is called shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 2 If the meeting is adjourned to a time not more than 48 hours after the time fixed for the original meeting, the above specified time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at 48 hours before the time fixed for the adjourned meeting.
- 3 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. A form of proxy accompanies this notice. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interest in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any person holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.

Any such person holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such third party complies with their respective disclosure obligations under the Disclosure and Transparency Rules.

As at 25 June 2009, the latest practicable date prior to publication of this document, the Company has 1,046,116,842 ordinary shares in issue with a total of 1,046,116,842 voting rights.

- 4 To be valid, a form of proxy for use at the meeting and the power of attorney or authority (if any) under which it is signed, or a copy of such authority notarially certified must be signed and lodged with the Company's registrars, Computershare Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 48 hours before the time fixed for the meeting or the adjourned meeting.
- 5 A form of proxy is provided with this notice. Completion and return of such proxy will not preclude a member from attending and voting in person.
- 6 The directors' service contracts, the register of directors' interests in shares, the rules of the long-term equity incentive scheme and a deed poll in relation to directors' indemnities are available for inspection at the Company's registered office and will be available for inspection during normal business hours on any week day (Saturday and Sunday excluded) at the place of the meeting from 15 minutes prior to the commencement of the meeting until the conclusion thereof.
- 7 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
- 8 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 147 of the Companies Act 2006 (**nominated persons**). Nominated persons may have a right under an agreement with the registered Shareholder who holds the 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.
- 9 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 before the time appointed for holding the meeting. For this purpose, the time 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.