

TheWorks.co.uk plc

Notice of the 2023 Annual General Meeting of TheWorks.co.uk plc

To be held on 4 October at 9.00a.m.

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Letter from the Chair of the Board

8 September 2023

Dear Shareholder,

On behalf of the Board of Directors of TheWorks.co.uk plc (together the Directors), I am pleased to inform you of the 2023 Annual General Meeting (AGM or Meeting) of TheWorks.co.uk plc (the Company) which will be held at 9.00a.m. on 4 October 2023 at Boldmere House, Faraday Avenue, Hams Hall Distribution Park, Coleshill, Birmingham B46 1AL.

The formal Notice of AGM (the Notice) is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM.

Voting

Shareholders can exercise their votes by submitting their Proxy Form by post or electronically as soon as possible. You can vote electronically at www.sharevote.co.uk using the relevant reference numbers printed on your Proxy Form. Alternatively, if you have already registered with our Registrar's (Equiniti Limited) online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions.

CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM, as detailed in the Further Notes to the Notice of the AGM on pages 6 to 7. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

Please note that all Proxy Forms and appointments must be received by no later than 9.00a.m. on 2 October 2023.

Voting on the business of the Meeting will be conducted by way of a poll. The results of voting on the resolutions will be posted on the Company's website as soon as practicable after the AGM.

Recommendation

The Directors believe that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the Directors intend to do, or procure to be done, in respect of their own beneficial holdings.

Thank you for your continued support and I look forward to welcoming you to the AGM.

Yours faithfully,

Carolyn Bradley
Chair of the Board

Notice of the AGM

NOTICE IS HEREBY GIVEN that the AGM of the Company will be held on 4 October 2023 at 9.00a.m. to consider and, if thought appropriate, pass the following resolutions, of which Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14 to 17 will be proposed as special resolutions.

Ordinary resolutions

Reports and accounts

1. To receive the Directors' report and the accounts for the Company for the 52-week period ended 30 April 2023 (the 2023 Annual Report).
2. To declare a final dividend of 1.6 pence per ordinary share for the 52-week period ended 30 April 2023.

Directors' remuneration

3. To approve the Directors' remuneration report for the 52-week period ended 30 April 2023, set out on pages 73 to 85 of the 2023 Annual Report.
4. To approve amendments to the Directors' Remuneration Policy (as set out on pages 64 to 71 of the report and accounts of the Company for the 52-week period ended 1 May 2022) to increase the maximum LTIP opportunity for Executive Directors to 150% of base salary and to require the retention of shares acquired pursuant to deferred bonus arrangements as shown in Appendix 1 to this Notice of AGM.
5. Subject to Resolution 4 being passed, to approve the amendments to the rules of TheWorks.co.uk PLC Long Term Incentive Plan (the LTIP) shown in the marked-up version of the LTIP rules produced at the AGM and, for the purposes of identification, initialled by the Chair, and to authorise the Directors to do all acts and things which they may consider necessary or expedient to carry the amended LTIP rules into effect.

Directors

6. To reappoint Carolyn Bradley as a Director.
7. To reappoint Gavin Peck as a Director.
8. To reappoint Stephen Alldridge as a Director.
9. To reappoint Catherine Glickman as a Director.
10. To reappoint Harry Morley as a Director.

Auditor

11. To reappoint KPMG LLP as auditor of the Company, to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.
12. To authorise the Audit Committee of the Company to fix the remuneration of the auditor.

Directors' authority to allot shares

13. To generally and unconditionally authorise the Directors, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 2006 Act), to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £208,333; and
- (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £208,333 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 31 October 2024, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority ends.

For the purposes of this resolution, 'rights issue' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special resolutions

Disapplication of pre-emption rights

14. That, if Resolution 13 is passed, the Directors be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:
 - (a) to allotments for rights issues and other pre-emptive issues;
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £62,500; and

Notice of the AGM continued

Special resolutions

Disapplication of pre-emption rights

14. (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 October 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. That, if Resolution 13 is passed, the Directors be authorised, in addition to any authority granted under Resolution 14, to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £62,500, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 October 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

16. To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company (Ordinary Shares), provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 6,250,000;
- (b) the minimum price which may be paid for each Ordinary Share is £0.01;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's Ordinary Shares, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such 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 bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and
- (d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, 31 October 2024 (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

Notice of general meetings

17. To authorise the Directors to call a general meeting, other than an Annual General Meeting, on not less than 14 clear days' notice.

By order of the Board

Bernwood Cosec Limited Company Secretary

8 September 2023

Registered in England and Wales No. 11325534

Registered Office:

Boldmere House

Faraday Avenue

Hams Hall Distribution Park

Coleshill

Birmingham

England B46 1AL

Explanatory Notes to the Notice of AGM

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 13 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 17 are proposed as special resolutions. For each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and accounts

The first item of business is the receipt by the shareholders of the Directors' report and the accounts of the Company for the 52-week period ended 30 April 2023. The Directors' report, the accounts, and the report of the Company's auditor on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the 2023 Annual Report.

Resolution 2: Declaration of final dividend

Resolution 2 deals with the recommendation of the Directors that a final dividend of 1.6 pence per ordinary share be paid. If approved, it is intended that the dividend will be paid on 2 November 2023 to ordinary shareholders on the register at the close of business on 6 October 2023.

Resolutions 3, 4 and 5: Directors' remuneration

Resolution 3 seeks shareholder approval of the Directors' remuneration report for the 52-week period ended 30 April 2023, which is set out on pages 73 to 85 of the 2023 Annual Report. The Company's auditor, KPMG LLP, has audited those parts of the Directors' remuneration report that are required to be audited and its report may be found on pages 90 to 97 of the 2023 Annual Report. The vote on this resolution is advisory in nature and Directors' remuneration is not conditional on the passing of this resolution.

As noted in the 2023 Annual Report, at the AGM this year we are seeking shareholder approval (under Resolution 4) for minor amendments to the Directors' Remuneration Policy approved at the 2022 AGM to increase the 'normal' maximum annual Long Term Incentive Plan (LTIP) award to 150% of base salary from the currently permitted level of 100% of salary and to require the retention of shares acquired pursuant to deferred bonus arrangements. No change is proposed to the limit of 200% of base salary which may be used for LTIP awards in exceptional circumstances. The provisions of this Notice of AGM relating to resolution 4 comprise the payment particulars memorandum in respect of the amendment to the Directors' Remuneration Policy that is required to be made available for inspection by shareholders in accordance with Section 226D of the 2006 Act. This resolution is subject to a binding vote and at least half of the votes cast must be in favour of the resolution for it to pass.

As the maximum award limits are reflected in the LTIP rules, Resolution 5 (which is contingent on Resolution 4 having been passed by shareholders) seeks approval to amend the LTIP rules to reflect the increased 'normal' maximum annual award of 150% of base salary. A copy of the amended LTIP rules (initialled by the Chair for the purposes of identification) will be presented at the AGM in support of this resolution.

Resolutions 6 to 10: Appointment and reappointment of Directors

The Company's Articles of Association (the Articles) require all Directors to stand for reappointment at each AGM, and for Directors appointed since the date of the Company's last AGM to retire at the next AGM following their appointment. Accordingly, and in line with the Articles and provision 18 of the UK Corporate Governance Code, all the Directors are submitting themselves for reappointment by shareholders.

Biographical details of each of the Directors who are seeking appointment or reappointment appear on pages 8 and 9 of this document. The Board believes that each Director brings considerable and wide-ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. Each Director has continued to perform effectively and demonstrate commitment to their role.

The Board carries out a review of the independence of its Directors on an annual basis. In considering the independence of the independent Non-Executive Directors proposed for reappointment, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers Catherine Glickman and Harry Morley to be independent and that Carolyn Bradley was independent on appointment as Chair of the Board.

All Directors will continue to submit themselves for annual reappointment by shareholders in accordance with the Articles of Association and the UK Corporate Governance Code.

Resolution 11: Reappointment of auditor

The auditor of a company must be appointed or reappointed at each general meeting at which the accounts are laid. Resolution 10 proposes, on the recommendation of the Audit Committee, the reappointment of KPMG LLP as the Company's auditor, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 12: Remuneration of auditor

This resolution seeks shareholder consent for the Audit Committee of the Company to set the remuneration of the auditor.

Resolution 13: Directors' authority to allot

The purpose of Resolution 13 is to renew the Directors' power to allot shares. The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third (33.33%) of the total issued Ordinary Share capital of the Company (exclusive of treasury shares) which, as at 1 September 2023, being the latest practicable date prior to publication of this Notice of AGM (the Latest Practicable Date), is equivalent to a nominal value of £208,333.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £208,333, which is equivalent to approximately one third (33.3%) of the total issued Ordinary Share capital of the Company (exclusive of treasury shares) as at the Latest Practicable Date. The Company currently holds no shares in treasury.

Explanatory Notes to the Notice of AGM continued

There are no present plans to undertake a rights issue, or to allot new shares, other than in connection with employee share incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed, the authority will expire on the earlier of 31 October 2024 and the end of the AGM in 2024.

Resolutions 14 and 15: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Resolution 14 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 13, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer or, otherwise, up to an aggregate nominal amount of £62,500, being approximately 10% of the total issued Ordinary Share capital of the Company as at the Latest Practicable Date (plus a further authority of up to 2% of issued share capital to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles). The Company does not hold any treasury shares as at the Latest Practicable Date.

The Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 10% of issued Ordinary Share capital (exclusive of treasury shares) (with a further authority of up to 2% of issued share capital to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, Resolution 15 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 13, or sell treasury shares, for cash up to a further nominal amount of £62,500, being approximately 10% of the total issued Ordinary Share capital of the Company as at the Latest Practicable Date, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. Resolution 15 also provides for a further authority for no more than 2% of issued share capital to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

If the authority given in Resolution 15 is used, the Company will publish details of the placing in its next Annual Report.

If these resolutions are passed, the authorities will expire at the end of the next AGM, or on 31 October 2024, whichever is the earlier.

The Board considers the authorities in Resolutions 14 and 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

In the event of the Company issuing shares non-pre-emptively for cash pursuant to the general disapplication of pre-emption rights authorities described above, the Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles, including, but not limited to: consulting (where reasonably practicable and permitted by law) with major shareholders prior to the announcement of the issues; providing an explanation of the background to and reasons for the offer and the proposed use of proceeds; as far as possible, making the issue on a soft pre-emptive basis; giving due consideration to the involvement (in the placing and/or in a follow-on issue) of retail investors and existing investors not allocated shares as part of a soft pre-emptive process; involving management in the process of allocation of the shares issued; and, after completion of the issue, making a post-transaction report as described in Section 2B of the Pre-Emption Group Statement of Principles.

Resolution 16: Purchase of own shares

The effect of Resolution 16 is to grant authority to the Company to purchase its own Ordinary Shares, up to a maximum of 6,250,000 Ordinary Shares, until the AGM in 2024 or 31 October 2024, whichever is the earlier. This represents 10% of the Company's Ordinary Share capital in issue (excluding shares held in treasury) as at the Latest Practicable Date. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Pursuant to the 2006 Act, the Company can hold any shares which are repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to resell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority. The Directors have no present intention to exercise this authority, and will only do so if and when conditions are favourable with a view to enhancing net asset value per share.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the Listing Rules or Market Abuse Regulation (as applicable in the UK) (UK MAR) or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the Listing Rules and UK MAR, at any other time when the Directors would be prohibited from dealing in shares.

Options to subscribe for a total of 2,501,538 shares, being 4.00% of the issued Ordinary Share capital (excluding treasury shares), were outstanding at the Latest Practicable Date. If the authority being sought under Resolution 16 was to be fully used, this would represent 5.00% of the Company's issued Ordinary Share capital (excluding treasury shares) at the Latest Practicable Date.

Resolution 17: Notice of general meetings

Under the 2006 Act, as amended, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not Annual General Meetings, which cannot, however, be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice. The shorter notice period for which shareholder approval is sought under Resolution 17 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. In the event that a general meeting is called on less than 21 days' notice, the Company will meet the requirements for electronic voting under The Companies (Shareholders' Rights) Regulations 2009. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Further notes

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members as at 6.30p.m. on 2 October 2023, or, if this Meeting is adjourned, at close of business on the day which is two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Conduct of proceedings

2. Any member attending the Meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the Meeting unless:
 - answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Website giving information regarding the Meeting

3. A copy of this Notice of AGM and other information regarding the Meeting, including the information required by Section 311A of the 2006 Act, can be found at www.corporate.theworksplc.co.uk. Shareholders may not use any electronic address provided in either this Notice of Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies

4. Shareholders are welcome to attend the AGM in person, but are encouraged to submit a proxy vote in advance of the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy does not preclude a shareholder from attending and voting in person at the AGM.
5. A Proxy Form is enclosed with this Notice of AGM. In the case of joint holders, any one holder may vote. If more than one holder is present at the Meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the Proxy Form to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Proxy Form duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrar, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK, on +44 (0)371 384 2030 if you are calling from outside the UK. Lines open 8.30a.m. to 5.30p.m., Monday to Friday (excluding public holidays in England and Wales).

For additional Proxy Forms you may photocopy the Proxy Forms provided with this document, indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in respect of which the proxy is appointed. All Proxy Forms should be returned together in the same envelope.

6. To appoint a proxy, either: (a) deposit the Proxy Forms, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), with the Company's Registrar, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU; (b) lodge the proxy appointment using the CREST Proxy Voting Service in accordance with Note 13 below; (c) lodge online proxies, in accordance with Note 10 below, in each case so as to be received no later than 48 hours (excluding non-working days) before the time of the holding of the AGM or any adjournment thereof; or (d) if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.00a.m. on 2 October 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
7. Please note that all Proxy Forms and appointments, whether postal or electronic, must be received by 9.00a.m. on 2 October 2023.

Corporate representatives

8. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share. Under the current circumstances, corporate shareholders are strongly encouraged to complete and return a Proxy Form appointing the Chair of the Meeting to ensure their votes are included in the poll.

Nominated persons

9. 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 2006 Act (Nominated Persons). Nominated Persons may have a right under an agreement with the member 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.

Online voting

10. The website address for online voting is www.sharevote.co.uk. Shareholders will need to enter the Voting ID, Task ID and Shareholder Reference Number, as printed on the Proxy Form, and to agree to certain terms and conditions. Alternatively, if you have already registered with our Registrar's (Equiniti Limited) online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk, using your usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions.

Total voting rights

11. The total number of issued Ordinary Shares in the Company on the Latest Practicable Date is 62,500,000. Therefore, the total number of votes exercisable as at the Latest Practicable Date is 62,500,000.

CREST and other proxy instructions

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournments thereof) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 6, above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
15. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.00a.m. on 2 October 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Automatic poll voting

16. Each of the resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. The results of the poll will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.

Publication of audit concerns

17. Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that Section have the right to require the Company to publish, on a website, a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

Documents on display

18. Copies of Directors' service contracts or letters of appointment will be available upon request during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the AGM, and will also be available for inspection for at least 15 minutes prior to and during the AGM.
19. A marked-up copy of the rules of TheWorks.co.uk plc Long Term Incentive Plan (the LTIP Rules), reflecting the amendments proposed under Resolution 4 as set out in the 2023 AGM Notice, has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. A copy of the LTIP Rules, initialled by the Chair for the purposes of identification, will also be available for inspection for at least 15 minutes prior to and during the AGM.

Board of Directors

Carolyn Bradley

Chair and Non-Executive Director

Date of appointment

September 2021

Committee membership

Chair of the Nomination Committee and member of the Remuneration Committee.

Relevant skills and experience

Extensive retail, marketing and commercial experience in executive and non-executive roles including 25 years at Tesco plc where her roles included Group Brand Director, UK Marketing Director and Chief Operating Officer for Tesco.com.

Significant consumer experience including leading Tesco's Clubcard loyalty scheme, the 'Every Little Helps' service campaign and the grocery home delivery business.

Current external appointment

Senior Independent Director and Chair of the Remuneration Committee of SSP Group plc, Non-Executive Director of Majid Al Futtain Retail LLC and The Mentoring Foundation.

Recommendation

The Board recommends that shareholders vote in favour of the appointment of Carolyn Bradley. Carolyn has wide-ranging knowledge of the retail industry, which she applies to the Board's discussions and uses effectively to challenge management on the development and delivery of our strategic objectives.

Gavin Peck

Chief Executive Officer

Date of appointment

January 2020

Committee membership

None.

Relevant skills and experience

Significant financial, retail and commercial expertise including as Chief Financial Officer of The Works and prior to that as Commercial Director at Card Factory plc where he was responsible for the commercial function (buying, space and merchandising) and leadership of the commercial finance team. He played a key role in the successful IPO of Card Factory in 2014 and its subsequent growth and evolution as a listed business.

Chartered Accountant, having started his career at PwC where he spent eight years working in the audit and corporate finance departments.

Joined The Works as CFO in April 2018, overseeing the IPO and serving as an Executive Director of TheWorks.co.uk plc since the IPO in July 2018.

Current external appointments

None.

Recommendation

The Board recommends that shareholders vote in favour of the reappointment of Gavin Peck. The Board considers Gavin to be an exceptional leader, who applies his wide knowledge of the retail industry in overseeing the delivery of the Group's strategic objectives.

Stephen Alldridge

Chief Financial Officer

Date of appointment

May 2021

Committee membership

None.

Relevant skills and experience

Significant financial and retail expertise having initially joined The Works on an interim basis as CFO in June 2020. Prior to that, over 20 years' experience of working in retail, most recently as CFO of Bonmarché Holdings plc where he led a highly effective finance function and completed several significant transactions, including a private equity-backed management buyout, and two stock market listings. Previously, he worked at Peacocks, the discount retailer, and chartered accountants EY.

Chartered Accountant.

Current external appointments

None.

Recommendation

The Board recommends that shareholders vote in favour of the reappointment of Stephen Alldridge. Stephen has a deep knowledge of finance and accounting issues, based on over 20 years' experience in finance roles in the retail industry.

Catherine Glickman

Independent Non-Executive Director

Date of appointment

July 2018

Committee membership

Chair of the Remuneration Committee and member of the Audit and Nomination Committees.

Relevant skills and experience

Significant retail experience as Group HR Director of Genus plc, having previously held the same role at Tesco plc where she led retail management development and customer service training during a period of significant expansion in the UK and overseas. Prior to this she held positions at Somerfield and Boots.

Extensive people and reward expertise having developed reward structures that align leadership motivation with strategy at both Genus plc and Tesco plc.

Current external appointments

Non-Executive Director and Chair of the Remuneration Committee at Renishaw plc.

Recommendation

The Board recommends that shareholders vote in favour of the reappointment of Catherine Glickman. Catherine has an extensive knowledge of the Group's activities and provides challenge to management's proposals. Her HR and reward experience benefits the Group not only in her role as Chair of the Remuneration Committee but also in developing colleagues across the business.

Harry Morley

Senior Independent Non-Executive Director

Date of appointment

July 2018

Committee membership

Chair of the Audit Committee and member of the Nomination and Remuneration Committees.

Relevant skills and experience

Extensive retail and consumer experience including as co-founder of Tragus Holdings Ltd, owner of the Café Rouge and Bella Italia restaurant chains and a Non-Executive Director of Bibendum Wine Holdings Ltd.

Significant financial and commercial expertise as Chief Financial Officer of Tragus Holdings Ltd and CEO of Armajaro Asset Management LLP. He also held senior management roles at P&O.

Chartered Accountant.

Current external appointments

Non-Executive Director and Chairman of the Audit Committee at JD Wetherspoon plc, Non-Executive Director of Schroder UK Mid Cap Fund plc and a Trustee of the Ascot Authority. Director of Cadogan Group Limited and two related subsidiary companies.

Recommendation

The Board recommends that shareholders vote in favour of the reappointment of Harry Morley. Harry has an extensive knowledge of the Group's activities and provides challenge to management's proposals. His wide-ranging financial experience in the retail industry benefits the Group not only in his role as Chair of the Audit Committee but also in advising management on financial, commercial and control processes.

Appendix 1 – Amendment to the Directors’ Remuneration Policy

The following extracts from the Directors’ Remuneration Policy set out on pages 64 to 71 of the report and accounts for the Company for the 52 week period ended 1 May 2022 are marked-up to show the changes for which shareholder approval will be sought at the AGM under resolution 4.

LTIP awards

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Long Term Incentive Plan (LTIP)	The LTIP provides a clear link between the remuneration of the Executive Directors and the creation of value for shareholders by rewarding the Executive Directors for the achievement of longer term objectives aligned with shareholders’ interests.	<p>Under the LTIP, the Committee may grant awards as conditional shares or as nil (or nominal) cost options.</p> <p>Awards will usually vest following the assessment of the applicable performance conditions, typically following the end of a three-year performance period, but will not be released (so that the participant is entitled to acquire shares) until the end of a holding period of two years beginning on the vesting date.</p> <p>Alternatively, awards may be granted on the basis that the participant is entitled to acquire shares following the assessment of the applicable performance conditions but that (other than as regards sales to cover tax liabilities and any exercise price) the award is not released (so that the participant is able to dispose of those shares) until the end of the holding period.</p> <p>The Committee has discretion to amend the pay-out should any formulaic output not reflect the Committee’s assessment of overall business performance.</p> <p>LTIP awards may incorporate the right to receive additional shares calculated by reference to the value of dividends which would have been paid on the vested shares subject to the award up to the time of release; this amount may be calculated assuming that the dividends have been reinvested in the Company’s shares on such basis as the Committee determines.</p> <p>The Committee may at its discretion structure awards as qualifying LTIP awards, consisting of a tax qualifying Company Share Option Plan (CSOP) option with a per share exercise price equal to the market value of a share at the date of grant and an ordinary nil (or nominal) cost LTIP award, with the ordinary award scaled back at exercise to take account of any gain made on exercise of the CSOP option.</p> <p>Recovery provisions apply, as referred to below.</p>	<p>The maximum award level is 150% of base salary, or 200% of base salary in exceptional circumstances.</p> <p>The market value of shares subject to an LTIP award will be determined on such basis as the Committee considers appropriate, which will be applied consistently where possible.</p> <p>If a qualifying LTIP is granted, the value of shares subject to the CSOP option will not count towards the limit referred to above, reflecting the provisions for the scale back of the ordinary LTIP award.</p>	<p>For at least 75% of an LTIP award, the performance measures will be based on financial measures (which may include, but are not limited to, earnings per share, relative total shareholder return, and share price). Any balance of an LTIP award will be subject to performance measures based on non-financial measures aligned with the Company’s strategic priorities.</p> <p>Subject to the Committee’s discretion to amend the formulaic output, awards will vest up to 25% for threshold performance, rising to 100% for maximum performance.</p>

Shareholding guidelines

To align the interests of the Executive Directors with those of shareholders, the Committee has adopted formal shareholding guidelines. Executive Directors are required to retain half of all shares acquired under the LTIP and any deferred bonus award (after sales to cover tax and any exercise price) until such a time as their holding as a value is equal to 200% of salary. Shares subject to LTIP awards which have vested but not been released (that is which are in a holding period), or which have been released but have not been exercised, and shares subject to deferred bonus awards, count towards the guidelines on a net of assumed tax basis.

The Committee has adopted a formal post-employment shareholding guideline, which will apply with effect from the approval of the Policy. Shares are subject to this guideline only if they are acquired pursuant to LTIP or deferred bonus awards granted after 1 May 2022. Following employment, an Executive Director must retain for one year such of their relevant shares as have a value (as determined by the Committee) equal to 200% of their salary (or, if fewer, all of their relevant shares). The Committee has discretion to waive or vary the post-employment shareholding guideline in exceptional circumstances (for example, in compassionate circumstances, or on a change of control or if a conflict of interest arises with an Executive Director’s next appointment).

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