

Notice of Annual General Meeting of office2office plc (Company number 04083206)



Notice is hereby given that the annual general meeting (AGM) of office2office plc (the Company) will be held at St. Crispins, Duke Street, Norwich NR3 1PD on Thursday 19 May 2011 at 11.00 a.m. to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions with the exception of resolutions 10, 11 and 13 which will be proposed as special resolutions:

Ordinary business

- 1 To receive and adopt the Annual Report and Accounts of the Company for the year ended 31 December 2010 (the Accounts).
- 2 To approve the Directors' Remuneration Report as set out in the Accounts.
- 3 To approve a final dividend of 7.8 pence per Ordinary share of 1 pence each in the capital of the Company for the year ended 31 December 2010 payable on 26 May 2011 to shareholders on the share register at the close of business on 26 April 2011.
- 4 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors of the Company (the Directors) to fix their remuneration.
- 5 To re-elect Simon Moate as a Director, in accordance with the Company's articles of association (the Articles).
- 6 To re-elect Mark Cunningham as a Director, in accordance with the Articles.
- 7 To re-elect Jim Cohen as a Director, in accordance with the Articles.
- 8 To elect Steve McKeever as a Director, in accordance with the Articles.
- 9 That, in place of all existing authorities (but, for the avoidance of doubt, without prejudice to any existing offer or agreement which will or may require shares to be allotted pursuant to an existing authority), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (i) up to an aggregate nominal amount of £121,030; and
 - (ii) subject to the passing of ordinary resolution 12 below, up to a further aggregate nominal amount of £121,030 provided they are equity securities (within the meaning of section 560 of the Act) and they are offered by way of a rights issue in favour of holders of Ordinary shares in the capital of the Company in proportion (as nearly as practicable) to their existing holdings of Ordinary shares, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; for a period expiring (unless previously revoked, varied or renewed) on 18 August 2012 or, if sooner, the end of the next AGM of the Company, but the Company may make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares in pursuance of such offer or agreement as if this authority had not expired.
- 10 That, subject to the passing of ordinary resolution 9 above, the Directors be and are hereby generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by the ordinary resolution 9, as if section 561 (1) of the Act did not apply to such allotment provided that this power shall expire on 18 August 2012 or, if sooner, the end of the next AGM of the Company and provided further that the power shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of the holders of Ordinary shares in proportion with (as nearly as may be practicable) their existing holdings of Ordinary shares, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
 - (ii) the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to an aggregate nominal value of £18,154 (representing 5% of the issued Ordinary share capital of the Company),

but the Company may make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

- 11** That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary shares on such terms and in such manner as the Directors shall determine, provided that:
- (i) the maximum number of Ordinary shares hereby authorised to be purchased does not exceed 3,630,898; and
 - (ii) the maximum price which may be paid for each Ordinary share shall be no more than the higher of: (a) 5% above the average of the middle market quotations for an Ordinary share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made (in each case exclusive of expenses); and (b) that stipulated in Article 5(1) of the Buy-back and Stabilisation Regulations 2003 (being the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out), in each case exclusive of expenses; and
 - (iii) the minimum price which may be paid for each Ordinary share shall be 1 pence; and
 - (iv) this authority (unless previously revoked, varied or renewed) shall expire on 18 August 2012 or, if sooner, the end of the next AGM of the Company except in relation to the purchase of Ordinary shares the contract for which was concluded before such date and which will or may be executed wholly or partly after such date.

Special business

- 12** That, subject to the passing of Resolution 9(ii) above, the provision treated pursuant to paragraph 42(2)(a) of Schedule 2 to the Act (Commencement No. 8, Transitional Provisions and Savings) Order 2008 as a provision of the Articles setting the maximum amount of Ordinary shares that may be allotted by the Company be and is hereby revoked.
- 13** That a general meeting, other than an AGM may be called on not less than 14 clear days' notice. This authority shall expire at the end of the next AGM of the Company.

Notes of AGM

- 1** Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00 p.m. on Tuesday 17 May 2011 shall be entitled to attend or vote at the AGM, or adjourned meeting, in respect of the number of Ordinary shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting, or adjourned meeting.
- 2** A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of that shareholder. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares held by the shareholder.
- 3** A proxy form is enclosed with this notice. Instructions for use are shown on the form of proxy. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be returned using the prepaid business reply service to Capita Registrars, Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Kent, BR3 4TU, so as to be received **no later than 48 hours before the time of the meeting, or any adjournment thereof.**
- 4** The completion and return of the form of proxy will not, however, preclude a shareholder from attending and voting at the AGM if they wish.
- 5** Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholders by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 6** The statements of the rights of shareholders in relation to the appointment of proxies in this notice do not apply to a Nominated Person. These rights can only be exercised by shareholders of the Company. Nominated Persons should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
- 7** Under section 319A of the Act, any member attending the meeting has the right to ask questions. The Company must answer any question relating to the business being

dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

- 8** As at 8 April 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 36,308,984 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 8 April 2011 are 36,308,984.
- 9** To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 11.00 a.m. on 17 May 2011. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual (available via www.euroclear.com/CREST). We 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. In any case the proxy form must be received by the Company's registrars no later than 48 hours before the time of meeting, or any adjournment thereof.

10 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

11 Under section 527 of the 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: (i) 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 (ii) 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 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in

complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the 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 Act to publish on a website.

- 12** A copy of this notice and information required by section 311A of the Act, can be found on the Company's website, www.office2office.co.uk.
- 13** Copies of the Directors' service contracts and the register of Directors' interests in shares will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays and public holidays) and at the registered office of the Company for at least 15 minutes prior to and during the AGM.

By order of the Directors:

D Rodwell
Company Secretary
8 April 2011

Registered office:
office2office plc
St. Crispins
Duke Street
Norwich NR3 1PD