

Attendance Card for the Annual General Meeting 2012 and the Extraordinary General Meeting

For use by the members of Regus plc (*société anonyme*) (the “Company”).

The Annual General Meeting 2012 will be held at 11.00am (Luxembourg time) on 15 May 2012 at 26 Boulevard Royal, L-2449 Luxembourg. The Annual General Meeting 2012 will be immediately preceded by an Extraordinary General Meeting, which will be held at 10.30am (Luxembourg time) at the same location.

If you wish to attend these meetings in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company’s registrars.

Signature of person attending

Barcode:

Investor Code:



Dear Shareholder

I have pleasure in enclosing the Notice of Annual General Meeting 2012 (“AGM”) and an Extraordinary General Meeting (“EGM”), both to be held on 15 May 2012, and a Form of Proxy. The Notice of AGM and EGM is also available online at www.regus.com.

If you are unable to attend the AGM and EGM on 15 May 2012, you should complete, sign and return the attached Form of Proxy, using the enclosed pre-paid reply envelope.

If you wish to attend these meetings, please remember to bring along the Attendance Card printed above.

Tim Regan

Company Secretary

13 April 2012



Form of proxy for the Annual General Meeting 2012 and the Extraordinary General Meeting

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I / We, the undersigned, being (a) member(s) of the Company, and having taken full notice of the agenda for the Annual General Meeting 2012 and the Extraordinary General Meeting as set out in the Notice dated 13 April 2012, hereby appoint the Chairman of the Meeting

Bar Code:

(Name of proxy in block capitals) (see note 2)

(Number of shares) (see note 3)

Investor Code:

as my / our proxy to exercise all of my / our rights to attend, speak and vote in respect of my / our voting entitlement and on my / our behalf at the Annual General Meeting 2012 at 11.00am (Luxembourg time) on 15 May 2012 at 26 Boulevard Royal, L-2449 Luxembourg, and the Extraordinary General Meeting at 10.30am (Luxembourg time) on the same date and at the same location, and at any adjournment thereof.

☐ Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see note 3).

I / We wish my / our proxy to vote as indicated in respect of the resolutions to be proposed at the AGM and the EGM. (Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution (see notes 4 and 5)).

Resolutions Please mark ‘X’ to indicate how you wish to vote

Extraordinary General Meeting Special Resolutions		For	Against	Vote withheld
1.	To amend the Company’s Memorandum and Articles of Association, as more fully set out in the convening notice.			
2.	To approve the renewal of the Company’s Maximum Allotment Amount (authorised unissued share capital), the Board’s authority to allot and issue shares within the Maximum Allotment Amount and the waiver and disapplication of Luxembourg pre-emption rights, as more fully set out in the convening notice.			
Annual General Meeting Ordinary Resolutions				
1.	To approve the consolidated financial statements and annual accounts of the Group for the financial year ended 31 December 2011.			
2.	To approve the standalone financial statements and annual accounts of the Company for the financial year ended 31 December 2011.			
3.	To approve the Directors’ Remuneration Report for the financial year ended 31 December 2011.			
4.	To grant discharge to each person who has served as a director of the Company during the financial year ended 31 December 2011 in respect of certain duties owed to Shareholders under Luxembourg law during the financial year.			
5.	To approve the allocation of the net profit of the Company for the year ended 31 December 2011 on the following basis: (A) a final dividend of 2.0 pence per Ordinary Share to be paid to Shareholders; and (B) the balance to be allocated to the Company’s retained earnings account.			
6.	To approve the reappointment of KPMG Luxembourg S.à r.l. as approved independent auditor of the Company to hold office until the conclusion of next year’s annual general meeting.			
7.	To authorise the Directors to determine the remuneration of KPMG Luxembourg S.à r.l. as approved independent auditors.			
8.	To elect Dominique Yates as a director of the Company for a term of up to three years.			
9.	To re-elect Mark Dixon as a director of the Company for a term of up to three years.			
10.	To re-elect Lance Browne as a director of the Company for a term of up to three years.			
11.	To re-elect Elmar Heggen as a director of the Company for a term of up to three years.			
12.	To re-elect Alex Sulkowski as a director of the Company for a term of up to three years.			
13.	To re-elect Douglas Sutherland as a director of the Company for a term of up to three years.			
14.	To authorise the directors to allot and issue ordinary shares, as more fully set out in the convening notice.			
15.	To authorise the Company to hold as treasury shares any shares purchased or contracted to be purchased by the Company pursuant to the authority granted in resolution 18, as more fully set out in the convening notice.			
16.	To approve the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise pursuant to Rule 9 of the City Code on Takeovers and Mergers for Mark Dixon to make a general offer for the remaining share capital as a result of market purchases of up to 25,000,000 Ordinary Shares by the Company, as more fully set out in the convening notice.			
Special Resolutions				
17.	To resolve that the secretary or any Director be authorised to make from time to time all necessary amendments to the provisions of the Company’s memorandum and articles of association which state the Company’s issued share capital, as more fully set out in the convening notice.			
18.	To authorise the purchase of own shares, as more fully set out in the convening notice.			
19.	To authorise the disapplication of pre-emption rights, as more fully set out in the convening notice.			

Signature (see note 6)

Date

Please refer to the important notes overleaf



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Notes



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Notes in respect of the Form of Proxy

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the notice convening the AGM and EGM. The same Form of Proxy is to be used in respect of both the AGM and EGM.
2. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, cross out the words “the Chairman of the Meeting” and write in the box the full name of your proxy. The change should be initialled.
3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares and further provided that either (i) each proxy is appointed in respect of a different shareholding account, or (ii) you are a professional that is acting on behalf of other individuals or bodies corporate in respect of your shareholding. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form or (an) additional proxy form(s) may be obtained by contacting the Company’s registrar on its helpline – 0871 664 0300 (overseas callers +44 (0) 208 639 3399). Calls to this number are charged at 10 pence per minute from a BT landline, plus any other network charges (as applicable). Other telephone provider costs may vary. Lines are open 8.30am (UK time) to 5.30pm (UK time), Monday to Friday (with the exception of UK bank and public holidays). Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. **If this box is left blank the proxy holder will be authorised in respect of your full voting entitlement.** Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
4. Please indicate how you wish your proxy to vote by ticking the appropriate box opposite the resolution. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the EGM or AGM. This is particularly relevant where the Chairman of the Meeting, or any other director, is appointed as proxy, as in some cases there may be a conflict between the Chairman’s (or director’s) interests and the shareholders’ interests.
5. The “Vote withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “Vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution.
6. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, this form must be executed under its common seal, or signed on its behalf by an officer of the company or an attorney of the company. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. Appointment of the proxy shall not preclude a shareholder from attending the AGM and EGM and voting in person. If a shareholder appoints a proxy and attends the AGM and EGM in person, the proxy appointment will be immediately terminated.
7. If a shareholder (the “Transferring Shareholder”) sells or otherwise transfers its registered holding of shares in the Company prior to 6.00pm (Luxembourg time) on 13 May 2012, the Transferring Shareholder should pass the notice of AGM and EGM and this Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares. In selling or otherwise transferring such shares, the Transferring Shareholder will cede its right to attend and vote at the AGM and EGM to the purchaser or transferee. All shareholders, and only those shareholders, who are registered in the register of members of the Company at 6.00pm (Luxembourg time) on 13 May 2012 shall be entitled to vote at the AGM and EGM.
8. **To be valid, this form must be completed and lodged with the Company’s registrar, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, not later than 11am (Luxembourg time) on 13 May 2012.**
9. This Form of Proxy has been sent by post. It may be returned by either of the following methods: in hard copy form by post or courier or by hand to the Company’s registrar, Capita Registrars (Jersey) Limited, PXS, 34 Beckenham Road, Beckenham, BR3 4TU; or in the case of CREST members, by using the CREST electronic proxy appointment service. CREST members should refer to the notice of AGM and EGM enclosed with this Form of Proxy in relation to the submission of a proxy appointment via CREST.