

Attendance Card for the 2014 Annual General Meeting

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

The 2014 Annual General Meeting will be held at 11.00am (Luxembourg time) on 20 May 2014 at 26 Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg.

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

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share portal, you will need your Investor Code below.

**Signature of
person attending**

Barcode:

Investor Code:

Dear Shareholder

I have pleasure in enclosing a Form of Proxy for the 2014 Annual General Meeting (“AGM”) to be held on 20 May 2014. The convening notice dated 17 April 2014 (the “Notice of AGM”) is available online at www.regus.com. Terms not otherwise defined herein shall have the meaning as set out in the Notice of AGM.

If you are unable to attend the AGM on 20 May 2014, you should complete, sign and return the attached Form of Proxy, using the enclosed pre-paid reply envelope.

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

Tim Regan

Company Secretary

17 April 2014

Form of proxy for the 2014 Annual General Meeting



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I / We, the undersigned, being (a) shareholder(s) of the Company, and having taken full notice of the agenda for the 2014 Annual General Meeting (the "AGM") as set out in the Notice dated 17 April 2014, hereby appoint the Chairman of the Meeting or

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 AGM at 11.00am (Luxembourg time) on 20 May 2014 at 26 Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg 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. (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

Annual General Meeting Ordinary Resolutions		For	Against	Vote withheld
1	To approve the consolidated financial statements of the Group for the financial year ended 31 December 2013, having received the reports of the Board and the independent auditor thereon.			
2	To approve the standalone financial statements of the Company for the financial year ended 31 December 2013, having received the reports of the Board and the independent auditor thereon.			
3	To approve, on an advisory basis, the Directors' Remuneration Report for the financial year ended 31 December 2013.			
4	To approve, on an advisory basis, the Remuneration Policy, the full text of which is contained in the Directors' Remuneration Report for the financial year ended 31 December 2013.			
5	To grant discharge to each person who has served as a director of the Company during the financial year ended 31 December 2013 in respect of certain duties owed to Shareholders under Luxembourg law during the financial year.			
6	To approve the allocation of the net profit of the Company for the year ended 31 December 2013 on the following basis (as more fully set out in the convening notice): (A) the interim dividend of 1.1 pence per Ordinary Share paid to Shareholders on 4 October 2013; (B) a final dividend of 2.5 pence per Ordinary Share to be paid to Shareholders; and (C) the balance to be allocated to the Company's retained earnings account.			
7	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.			
8	To authorise the Directors to determine the remuneration of KPMG Luxembourg S.à r.l. as approved independent auditor.			
9	To re-elect Mark Dixon as a director of the Company for a term of up to three years.			
10.	To re-elect Dominique Yates as a director of the Company for a term of up to three years.			
11	To re-elect Lance Browne as a director of the Company for a term of up to three years.			
12	To re-elect Elmar Heggen as a director of the Company for a term of up to three years.			
13	To re-elect Florence Pierre as a director of the Company for a term of up to three years.			
14	To re-elect Alex Sulkowski as a director of the Company for a term of up to three years.			
15	To re-elect Douglas Sutherland as a director of the Company for a term of up to three years.			
16	To elect Mary R. "Nina" Henderson as a director of the Company for a term of up to three years.			
17	To authorise the directors to allot and issue ordinary shares, as more fully set out in the convening notice.			
18	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 22, as more fully set out in the convening notice.			
19	To approve the waiver granted by the Panel on Takeovers and Mergers of the obligation which may 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 15,000,000 Ordinary Shares by the Company, as more fully set out in the convening notice.			
20	To approve the waiver granted by the Panel on Takeovers and Mergers of the obligation which may 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 the exercise by Mr. Dixon of any of the 2014 CIP Options, as more fully set out in the convening notice.			
Special Resolutions				
21	To resolve that 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.			
22	To authorise the purchase of own shares, as more fully set out in the convening notice.			
23	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

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.
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. Calls to this number are charged at 10 pence per minute from a BT landline, plus any other network charges. Other telephone provider costs may vary. Lines are open 9.00am (UK time) to 5.30pm (UK time), Monday to Friday (with the exception of UK bank and public holidays). Overseas callers should call +44 (0) 208 639 3399. Calls will be charged at standard international rates. 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 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 voting in person. If a shareholder appoints a proxy and attends the AGM 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 18 May 2014, the Transferring Shareholder should pass the notice of AGM 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 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 18 May 2014 shall be entitled to vote at the AGM.
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 11.00am (Luxembourg time) on 18 May 2014.**
9. This Form of Proxy has been sent by post. It may be returned by any of the following methods: in hard copy form in the enclosed reply paid envelope; 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 enclosed with this Form of Proxy in relation to the submission of a proxy appointment via CREST. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.

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