

RESOLUTIONS
OF
REGUS PLC
(société anonyme)
(the "Company")

(incorporated in Jersey with registered number 101523
and having its place of central administration (head office) in Luxembourg
and accordingly being registered in Luxembourg as a
société anonyme under number R.C.S. Luxembourg B 141159)

Registered Office:
22 Grenville Street, St Helier, Jersey JE4 8PX, Channel Islands
Jersey company registration number: 101523
Central administration (head office):
26 Boulevard Royal, L-2449 Luxembourg

(passed on 19 May 2015)

At an annual general meeting of the Company duly convened and held on 19 May 2015, each of the following resolutions were passed. Resolutions 1 to 19 (inclusive) were passed as ordinary resolutions and resolutions 20 to 22 (inclusive) were passed as special resolutions:

Ordinary resolutions

1. To approve the consolidated financial statements of the Group for the financial year ended 31 December 2014 having received the reports of the Board and the independent auditor (*révisuer d'entreprises agréé*) thereon.
2. To approve the standalone financial statements of the Company for the financial year ended 31 December 2014 having received the reports of the Board and the independent auditor (*réviseur d'entreprises agréé*) thereon.
3. To approve, on an advisory basis, the Directors' Remuneration Report for the financial year ended 31 December 2014, as set out on pages 38 to 45 of the Company's annual report for the financial year ended 31 December 2014.
4. To grant discharge to each person who has served as a director of the Company during the financial year ended 31 December 2014 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 2014 in an aggregate amount of GBP 69.9 million on the following basis:
 - (A) an interim dividend of 1.25 pence per Ordinary Share, corresponding to an aggregate amount of GBP 11.7 million, which was paid on 3 October 2014 to Shareholders on the register of members at the close of business on 5 September 2014;
 - (B) a final dividend of 2.75 pence per Ordinary Share, corresponding to an aggregate amount of GBP 25.8 million, to be paid on 29 May 2015 to Shareholders on the register of members at the close of business on 1 May 2015; and
 - (C) the balance of the Company's net profit in an amount of GBP 32.4 million to be allocated to the Company's retained earnings account.
6. To approve the reappointment of KPMG Luxembourg, Société cooperative as approved independent auditor (*réviseur d'entreprises agréé*) 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, Société cooperative as approved independent auditor (*réviseur d'entreprises agréé*).
8. To re-elect Mark Dixon as a director of the Company for a term of up to three years.
9. To re-elect elect Dominique Yates 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 Nina Henderson 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 Douglas Sutherland as a director of the Company for a term of up to three years.
15. To elect François Pauly as a director of the Company for a term of up to three years.
16. To resolve that, in substitution for any like authority conferred on them at a previous general meeting, the Directors of the Company be generally and unconditionally authorised to exercise all or any of the powers of the Company pursuant to the Company's Memorandum and Articles of Association to allot and issue Relevant Securities (as defined in Article 11(H)(viii) of the Company's Memorandum and Articles of Association) and to allot and issue shares in pursuance of an employee share scheme (including any employee share scheme of any company that is a subsidiary of the Company):
 - (A) up to an aggregated nominal amount of GBP 3,129,122; and
 - (B) comprising equity securities (as defined in article 11(H)(iv) of the Company's Memorandum and Articles of Association) up to a nominal amount of GBP 6,258,244 (after deducting from such limit any Relevant Securities allotted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless this authority is previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016), save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities (or shares in pursuance of an employee share scheme) to be allotted and issued after such expiry and the Directors may allot and issue Relevant Securities (or shares in pursuance of an employee share scheme) pursuant to such offer or agreement as if the authority conferred hereby had not expired.

17. 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 21 prior to the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016), if the Directors of the Company resolve to hold as treasury shares any shares so purchased or contracted to be

purchased.

18. To approve the waiver granted by the Panel of the obligation which may otherwise arise, pursuant to Rule 9 of the Code, for Mark Dixon (or any entity through which Mr. Dixon holds shares in the Company) to make a general offer to the other Shareholders for all of their Ordinary Shares as a result of market purchases of up to 15,000,000 Ordinary Shares by the Company pursuant to the authority granted under resolution 21 that could, taking into account all Existing Waivers, potentially increase Mr. Dixon's shareholding from approximately 31.4 per cent of the total voting rights in the Company to a maximum of approximately 31.96 per cent of the total voting rights in the Company (and, taking into account the Second Waiver and all Existing Waivers, up to a maximum potential holding of approximately 32.01 per cent of the total voting rights in the Company).
19. To approve the waiver granted by the Panel of the obligation which may otherwise arise, pursuant to Rule 9 of the Code, for Mr. Dixon (or any entity through which Mr. Dixon holds shares in the Company) to make a general offer to the other Shareholders of the Company for all of their Ordinary Shares as a result of the exercise by Mr. Dixon of any of the 2015 CIP Options, pursuant to which Mr. Dixon's interest in the shares of the Company could, taking into account all Existing Waivers, potentially increase from approximately 31.4 per cent of the total voting rights in the Company to a maximum of approximately 31.5 per cent of the total voting rights in the Company (and, taking into account the First Waiver and all Existing Waivers, up to a maximum potential holding of approximately 32.01 per cent of the total voting rights in the Company).

Special resolutions

20. To resolve that:

- (A) any Director be authorised to make (or cause to be made) 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 to reflect changes in the Company's issued share capital; and
- (B) the secretary (as defined in the Company's Memorandum and Articles of Association) or any Director be authorised to make (or cause to be made) all necessary:
 - (i) entries in the Company's records and accounts; and
 - (ii) all other formalities, actions, deeds and filings in Jersey or Luxembourg,

in connection with each such amendment to the Company's Memorandum and Articles of Association.

21. To resolve that the Board be generally and unconditionally authorised pursuant to article 57 of the Companies (Jersey) Law 1991, article 49-2 of the Luxembourg Companies Laws (as defined in the Company's memorandum and articles of association) and Article 8 of the Company's Memorandum and Articles of Association, to make market purchases of Ordinary Shares, provided that:
 - (A) the maximum number of Ordinary Shares authorised to be purchased is 93,873,657 (representing approximately 10 per cent of issued share capital (excluding treasury shares) at the date hereof) further provided that no purchase shall be made from time to time if the nominal value of the Ordinary Shares so purchased together with all other Ordinary Shares held in treasury by the Company would exceed 10 per cent of the nominal value of the issued share capital of the Company at that time;
 - (B) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is GBP 0.01;
 - (C) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:

- (i) an amount equal to five per cent above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
 - (D) the authority hereby conferred shall expire at the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016) except that the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired.
22. To resolve that the Directors be empowered pursuant to the Company's Memorandum and Articles of Association to allot and issue equity securities (as defined in Article 11(H)(iv) of the Company's Memorandum and Articles of Association) wholly for cash pursuant to the authority conferred by resolution 16 above, and / or where such allotment and issue constitutes an allotment and issue of equity securities by virtue of Article 11(H)(i) of the Company's Memorandum and Articles of Association, as if the pre-emption rights referred to in Article 12 did not apply to such allotment and issue, provided that this power:
- (A) shall expire on the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted and issued after such expiry and the Directors may allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired; and
 - (B) shall be limited to:
 - (i) the allotment and issue of equity securities in connection with a rights issue, open offer or pre-emptive offer in favour of holders of Ordinary Shares (excluding any shares held by the Company as treasury shares) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares on a fixed record date are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares subject to any exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and / or to deal with legal or practical problems arising under the laws of, or requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever; and
 - (ii) the allotment and issue of equity securities wholly for cash otherwise than pursuant to paragraph (B)(i) above up to an aggregate nominal amount of GBP 938,737 (representing approximately ten per cent of the Company's issued share capital as at the date hereof).



Company Secretary