



Attendance Card for the Extraordinary General Meeting of Regus plc
For use by shareholders of Regus plc (*société anonyme*) (the “Company”).

The Extraordinary General Meeting will be held at 2.15pm (Luxembourg time) (1.15pm London time) on 5 December 2016 at 26 Boulevard Royal, L-2449 Luxembourg.

If you wish to attend the Extraordinary General Meeting 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:

Event Code:

J736E67441



Dear Shareholder

I have pleasure in enclosing a Form of Proxy for the Extraordinary General Meeting (“EGM”) of the Company to be held at 2.15 pm (Luxembourg time) (1.15 pm (London time)) on 5 December 2016 before a Luxembourg notary. The convening notice dated 3 November 2016 (the “**Notice of EGM**”) and enclosed with this Form of Proxy is also available online at www.regus.com. Terms not otherwise defined herein shall have the meaning as set out in the Notice of EGM.

If you are unable to attend the EGM on 5 December 2016, 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
3 November 2016

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I, the undersigned, being (a) shareholder(s) of the Company, and having taken full notice of the agenda for the Extraordinary General Meeting (the “**EGM**”) as set out in the Notice of EGM, hereby appoint the Chairman of the EGM or

Bar Code:

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

(Number of shares) (**see note 3**)

Investor Code:

Event Code: J736E67441

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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 EGM at 2.15pm (Luxembourg time) (1.15pm (London time)) on 5 December 2016 at 26 Boulevard Royal, L-2449 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 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 Ordinary Resolutions		For	Against	Vote withheld
1	To approve the IWG Articles, as more fully set out in the Notice of EGM			
2	To approve the IWG reduction of capital, as more fully set out in the Notice of EGM			
3	To approve the IWG Share Option Plan, as more fully set out in the Notice of EGM			
4	To approve the IWG Deferred Share Bonus Plan, as more fully set out in the Notice of EGM			
5	To approve the IWG Performance Share Plan, as more fully set out in the Notice of EGM			
6	To approve the IWG Co-Investment Plan, as more fully set out in the Notice of EGM			
Special Resolutions				
7	To approve the Scheme of Arrangement between the Company and the holders of the Company's ordinary shares and related matters, as more fully set out in the Notice of EGM			
8	To approve the ability for any general meeting other than an annual general meeting of IWG plc to be called on 14 clear days' notice, as more fully set out in the Notice of EGM			
9	To approve amendments to the Articles of Association of the Company in connection with the Scheme, as more fully set out in the Notice of EGM			

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 of 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 EGM” 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 – 0371 664 0321. If you are outside the United Kingdom, please call +44 371 664 0321. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. (UK time) to 5.30 p.m. (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. This is particularly relevant where the Chairman of the EGM, 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 EGM and voting in person. If a shareholder appoints a proxy and attends the 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 6.00 p.m. (London time) on 1 December 2016 or, in the event that the EGM is adjourned, on the Company’s register of members 48 hours (excluding non-working days) before the time of any adjourned meeting, the Transferring Shareholder should pass the notice of 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 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 (London time) on 1 December 2016 shall be entitled to vote at the 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 2.15 p.m. (Luxembourg time) (1.15pm (London time)) on 1 December 2016.**
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, c/o 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 EGM 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.
10. Completion and return of the Form of Proxy or appointing your proxy electronically will not prevent you from attending and voting at the EGM instead of your proxy, if you so wish. Any alterations made in this form should be initialled.



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