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27 May 2011

**REGUS PLC (SOCIÉTÉ ANONYME)
("Regus")**

Response to announcement made by MWB Business Exchange plc ("MBE")

This is an announcement falling under Rule 2.4 of the Takeover Code (the "Code"). It does not represent a firm intention to make an offer under Rule 2.5 of the Code. Accordingly, there can be no certainty that any offer will ultimately be made.

Regus notes the announcements made by MWB Group Holdings Plc ("**MWB**") and MBE on 27 May 2011 and confirms that it has indeed made an indicative offer to acquire the entire issued share capital of MBE for cash consideration of 92.36 pence per MBE share (the "**Regus Offer**").

The Regus Offer:

- values MBE's issued share capital at approximately £60 million;
- would provide MBE's shareholders with a premium of 103.0 per cent. to the closing price of 45.5 pence per MBE share on 27 April 2011, the day before the announcement of the recommended part-share, part-cash offer made by MWB for the shares in MBE not already held by MWB (the "**MWB Offer**") (MWB currently holds approximately 72 per cent. of the issued share capital of MBE);
- would provide MBE's shareholders with a premium of 83.7 per cent. to the value of the MWB Offer as at 27 April 2011, the day before announcement of the MWB Offer (the MWB Offer was valued at 50.27 pence per MBE share on 27 April 2011); and
- would provide MBE's shareholders with a premium of 85.4 per cent. to the value of the MWB Offer as at 26 May 2011 (the MWB Offer was valued at 49.82 pence per MBE share on 26 May 2011).

Background

A confidentiality agreement between Regus and MBE was entered into on 15 March 2011 (the "**NDA**"). For this reason Regus has not been able to make public its intentions regarding MBE until now. Now that the Regus Offer has been publicly disclosed by MBE and MWB, Regus intends to request that the Independent Committee of Directors of MBE (the "**Independent Committee**") release it from the NDA to allow it fully to explain its position to all relevant stakeholders.

Regus notes the announcement made by MBE on 27 May 2011 and can confirm that over the weekend of 18 and 19 March 2011 it did indeed engage in an expedited and limited due diligence process in respect of MBE.

Regus can also confirm that subsequent to the diligence process it did make a proposed offer for the entire issued share capital of MBE and that following the announcement of the MWB Offer, it re-confirmed its proposed offer to the Independent Committee on 8 May 2011.

The Regus Offer

Regus notes the Independent Committee's reasons for not recommending the Regus Offer. However:

- Regus does not accept that its all cash offer, which is far superior to the MWB Offer recommended by the Independent Committee, fails to recognise the underlying fundamental value of MBE in the medium to long term. Regus believes that the Regus Offer is highly attractive to MBE shareholders because it represents a significant premium to both the pre-MWB Offer share price and the value of the MWB Offer;
- Regus believes that the board of directors and shareholders of each of MBE and MWB should give serious consideration to supporting the Regus Offer;
- Regus believes that the success of its all cash offer would be in the best interests of all stakeholders, including MBE's minority shareholders and MWB's shareholders as a whole. Regus notes that on 28 April 2011 MBE reported pre-tax losses of £2.8 million for the six months ended 31 December 2010 and £5.0 million for the twelve months ended 31 December 2010. Regus also notes that on 28 April 2011 MWB disclosed in its consolidated interim results for the period to 31 December 2010 that the net debt of the MWB group stood at £301.7 million;
- Regus also notes that on 28 April 2011, MWB announced that it had extended its financial year end to 30 June 2011. Further, on that same day, MBE announced that it had also extended its financial year end. The reason given for these extensions was that MWB is in the advanced stages of concluding a debt refinancing involving the extension of all of the group's banking facilities (which are due to expire at the end of December 2011). Particularly in light of the MWB group's net debt position as noted above, Regus believes that its all cash offer could be of significant interest to the banks involved in this refinancing process; and
- Regus remains committed to its offer for MBE.

Given MWB's 72 per cent. shareholding in MBE, the Regus Offer would, in due course, necessarily require MWB's support. However, Regus is hopeful that once MBE shareholders, MWB shareholders and the banks engaged in the refinancing process have had an opportunity to consider the Regus Offer, MWB's support will be forthcoming.

MWB representations

Regus is surprised by the representations made by MWB to the Independent Committee in respect of seeking to levy or impose new charges in relation to the provision of intra-group guarantees (or the tax benefit received by MBE as a result of the application of transfer pricing arrangements to the historic provision by MWB of such guarantees) and working capital support to MBE, as disclosed in MWB's and MBE's announcements of 27 May 2011.

Cancellation of trading in MBE shares on AIM

Regus notes a further representation made by MWB to the Independent Committee that if the scheme of arrangement to implement the MWB Offer does not become effective it intends to requisition a meeting of the shareholders of MBE for the purpose of passing a resolution to approve the cancellation of trading in MBE shares on AIM. Regus notes that any cancellation of trading in MBE shares would require the consent of not less than 75 per cent. of votes cast by MBE's shareholders in a general meeting and that MWB holds approximately 72 per cent. of MBE's issued share capital.

Next steps

A further announcement will be made if and when appropriate. There can be no assurance that Regus will make an offer for MBE.

Important notices

Given that some time has passed since the limited due diligence exercise carried out by Regus in March 2011, and due to the surprising and unexpected representations made by MWB to the Independent Committee in respect of seeking to levy or impose new charges in relation to the provision of intra-group guarantees (or the tax benefit received by MBE as a result of the application of transfer pricing arrangements to the historic provision by MWB of such guarantees) and working capital support to MBE (as disclosed in MWB's and MBE's announcements of 27 May 2011), Regus believes that it is necessary and prudent to include the following reservations in respect of the Regus Offer.

Regus reserves the right to make an offer at any time at a value below 92.36 pence per MBE share:

- (i) with the recommendation of the board of directors of MBE;
- (ii) to the extent that any dividend or other distribution or payment to shareholders is announced, declared, made or paid by MBE;
- (iii) to the extent that any participant(s) in MBE's Long Term Incentive Scheme ("LTIS") become(s) entitled to any payment(s) under the LTIS as a result of the acquisition of MBE by Regus (on the basis of the disclosure made at paragraph 14 of the announcement regarding the MWB Offer, there should be no such payments);
- (iv) to the extent that MBE has agreed or agrees to waive, cancel, forgive or release any indebtedness owed by MWB (or subsidiaries of MWB) to MBE;
- (v) to the extent that MWB successfully levies against MBE any annual charge for the historic provision of guarantees to MBE in respect of the performance of MBE's obligations regarding the payment of rent to certain of its landlords;
- (vi) to the extent that MWB successfully levies against MBE any charge in respect of the tax benefit received by MBE as a result of the application of the transfer pricing arrangements to the historic provision by MWB of guarantee support; and
- (vii) to the extent that MWB successfully imposes charges of commercial interest rates and fees against MBE for historic working capital support,

(in the case of each of (v) to (vii) above, as stated in the announcements made by MWB and MBE on 27 May 2011)

Given the time since it conducted its due diligence, and in particular because Regus would like to understand further on what basis MWB is even able to proceed with levying new charges, interest and fees as stated in the surprising and unexpected representations made by MWB in today's announcements, Regus believes that it would be prudent to include one pre-condition to its offer. The Regus Offer is therefore subject to the pre-condition that Regus be granted access by MBE to refresh its due diligence, unless Regus determines that it is willing to waive this pre-condition.

However, this announcement does not constitute an announcement of a firm intention to make an offer under Rule 2.5 of the Code and, accordingly, shareholders of MBE are advised that there can be no certainty that any offer to acquire MBE shares will be made even if this pre-condition is satisfied or waived.

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Investec Investment Banking (which is authorised and regulated in the United Kingdom by the Financial Services Authority) is acting exclusively for Regus and for no one else in connection with the possible offer and will not be responsible to anyone other than Regus for providing the protections afforded to Investec Investment Banking clients nor for providing advice in relation to the possible offer or any other matters referred to in this announcement.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company must make an Opening Position Disclosure following the commencement of the offer period. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of the offeree company. An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period. Relevant persons who deal in the relevant securities of the offeree company prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of the offeree company, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.