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FOR IMMEDIATE RELEASE  
14 February 2013

**Cash Offer  
for  
MWB Business Exchange Plc  
by  
Marley Acquisitions Limited (a wholly owned subsidiary of Regus plc (société anonyme))**

**Unfair prejudice petition by Pyrrho Investments Limited**

On 11 February 2013, Pyrrho Investments Limited (“**Pyrrho**”) presented a petition under section 994 of the Companies Act 2006 in the High Court of Justice, Chancery Division, Companies Court naming MWB Property Limited (“**MWBPL**”) and MWB Business Exchange Plc (“**Business Exchange**”) as respondents (No. 962 of 2013) (the “**Petition**”).

On 13 February 2013, Business Exchange announced that the directors of Business Exchange (the “**BX Board**”) did not believe that the Petition would have a material adverse effect on the Company's financial condition.

Regus plc (“**Regus**”) has seen a copy of the Petition – but none of the underlying information - but is prevented by obligations of confidentiality from publicly disclosing its contents. In view of the critical stage of the Offer (summarised below) and the serious nature of the Petition, Regus urges the BX Board to make the contents of the Petition public and to explain fully how it can have arrived at its belief that the Petition would not have a material adverse effect on the Company's financial condition.

Regus has written to the BX Board asking for the underlying information and raising a number of questions. In particular, Regus would like to know the following:

1. Given the wide discretion of the Court in this type of application, has the BX Board considered the extent to which the Petition could lead to an order for Business Exchange to purchase Pyrrho's shares in Business Exchange at a value which reflects any unfair prejudice it has suffered?
2. To what extent could the allegations against the current directors of Business Exchange disrupt and distract Business Exchange's management?
3. On what basis has the BX Board concluded that the nature of the Petition, and its allegations against MWBPL, Business Exchange and the Directors, do not need to be more fully disclosed to all market participants?
4. On what basis has the BX Board concluded that it does not believe that the Petition will have a material adverse effect on Business Exchange's financial condition?

Regus is already bound under the terms of the cash offer (the “Offer”) by its wholly-owned subsidiary Marley Acquisitions Limited (“MAL”) which was announced on 20 December 2012 (the “Announcement”) to pursue the acquisition of the entire issued and to be issued share capital of Business Exchange at an offer price of 61.576 pence per ordinary share of 0.1 pence each in the capital of Business Exchange. As noted in the offer document issued by MAL on 17 January 2013 (the “Offer Document”), the Offer will remain open for acceptance until 1.00 p.m. (London time) on 20 February 2013. The Marketing Period, during which the Joint Administrators of MWB Group Holdings plc are able to market shares in Business Exchange to other potential purchasers, will expire at 23.59 (London-time) today. As noted in the Announcement, Regus has also agreed to acquire the entire issued and to be issued share capital of MWBPL for £1 (subject to the Offer becoming wholly unconditional and the fulfilment of certain other conditions, including Panel consent).

A copy of this announcement will be available for inspection free from charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Regus’ website (at [www.regus.co.uk](http://www.regus.co.uk)) during the course of the Offer.

Capitalised terms used but not defined in this announcement shall have the meaning given to them in the Offer Document.

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**Further information:**

*This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. The Increased Offer is being made solely by the Increased Offer Document, which, together with the Form of Acceptance, contains the full terms and conditions of the Increased Offer, including details of how to accept the Increased Offer. Any decision in respect of, or other response to, the Increased Offer should be made only on the basis of the information contained in the Increased Offer Document.*

*Rothschild, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for MAL and Regus and no one else in connection with the Offer and will not be responsible to anyone other than MAL and Regus for providing the protections afforded to clients of Rothschild or for providing advice in relation to the Increased Offer or any other matters referred to in this announcement. Neither Rothschild nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether*

direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild in connection with the Increased Offer.

### **Overseas Shareholders**

Unless otherwise determined by MAL or required by the Code and permitted by applicable law and regulation, the Increased Offer is not being made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality (including, without limitation, facsimile, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or by any facility of a national, state or other securities exchange of any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Accordingly, unless otherwise determined by MAL or required by the Code and permitted by applicable law and regulation, copies of any documents relating to the Increased Offer are not being and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent, in whole or in part, in, into or from any Restricted Jurisdiction and persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not, directly or indirectly, mail, transmit or otherwise forward, distribute or send them in, into or from any such jurisdiction.

The availability of the Increased Offer to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdiction. Any failure to comply with such applicable requirements may constitute a violation of the securities laws of any such jurisdiction.

This document has been prepared for the purposes of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside England.

### **Dealing disclosure requirements**

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 (in this instance, Business Exchange) or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the “offer period” and, if later, following the announcement in which any paper offeror is first identified.

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 (i) the offeree company and (ii) any paper offeror(s). 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 and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the “relevant securities” of the offeree company or of a paper offeror 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 or of any paper offeror must make a Dealing Disclosure if the person “deals” in any relevant securities of the offeree company or of any paper offeror. 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 each of (i) the offeree company and (ii) any paper offeror, 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 or a paper offeror, 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](http://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.*

*Terms in quotation marks are defined in the Code, which can also be found on the Panel’s website.*