

**RESOLUTION**  
**OF**  
**REGUS PLC**  
**(société anonyme)**  
**(the "Company")**

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(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 5 December 2016)

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At a meeting of the shareholders of the Company convened by the Royal Court of Jersey and held on 5 December 2016, the following resolution was passed by the majority prescribed by Article 125 of the Companies (Jersey) Law 1991:

1. That the Scheme of Arrangement pursuant to Article 125 of the Companies (Jersey) Law 1991 dated 3 November 2016 proposed to be made between Regus plc and the holders of the Scheme Shares (as defined in the Scheme of Arrangement), a copy of which has been signed by the Chairman for identification, is hereby approved without modification or subject to such modification, addition or condition as may be approved or imposed by the Court.

  
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Company Secretary

RESOLUTIONS

OF

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At an extraordinary general meeting of the Company duly convened and held on 5 December 2016, each of the following resolutions was passed. Resolutions 1, 8 and 9 were passed as special resolutions and resolutions 2 to 7 (inclusive) were passed as ordinary resolutions, in each case before a public notary:

1. That, subject to and conditional upon the passing of all the other resolutions in this agenda ("**Agenda**"), the scheme of arrangement between the Company and the holders of the Company's ordinary shares subject thereto, in its original form or with or subject to any modification, addition or condition approved or imposed by the Jersey Court (the "**Scheme**"), be approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.
2. That, subject to and conditional upon the passing of all the other resolutions in the Agenda, IWG plc's articles of association adopted by IWG plc, the principal terms of which are set out in the circular posted to shareholders on or around 3 November 2016 and available at [www.regus.com/investors](http://www.regus.com/investors), be approved.
3. That, subject to and conditional upon the passing of all the other resolutions in the Agenda, the amount standing to the credit of IWG plc's share premium account (including the amount arising upon the allotment and issue of IWG plc's ordinary shares pursuant to the Scheme) on the date on which the Scheme becomes effective be cancelled and such amount be credited to a reserve of profit to be available to IWG plc

to be: (i) distributed by IWG plc from time to time as dividends in accordance with the Jersey Companies Law; or (ii) applied by IWG plc from time to time toward any other lawful purpose to which such a reserve may be applied.

4. That, subject to and conditional upon the passing of all the other resolutions in this Agenda, the IWG plc Share Option Plan, adopted by IWG plc, the principal terms of which are set out in the circular sent to shareholders on or around 3 November 2016 and available at [www.regus.com/investors](http://www.regus.com/investors), be approved.
5. That, subject to and conditional upon the passing of all the other resolutions in this Agenda, the IWG plc Deferred Share Bonus Plan, the principal terms of which are set out in the circular sent to shareholders on or around 3 November 2016 and available at [www.regus.com/investors](http://www.regus.com/investors), adopted by IWG plc, be approved.
6. That, subject to and conditional upon the passing of all the other resolutions in this Agenda, the IWG plc Performance Share Plan, adopted by IWG plc, the principal terms of which are set out in the circular sent to shareholders on or around 3 November 2016 and available at [www.regus.com/investors](http://www.regus.com/investors), be approved.
7. That, subject to and conditional upon the passing of all other resolutions in this Agenda, the IWG plc Co-Investment Plan, adopted by IWG plc, the principal terms of which are set out in the circular sent to shareholders on 3 November 2016 and available at [www.regus.com/investors](http://www.regus.com/investors), be approved.
8. That, subject to and conditional upon the passing of all other resolutions in this Agenda, any general meeting of IWG plc other than an annual general meeting, may be called on not less than 14 clear days' notice.
9. That, subject to and conditional upon the passing of all other resolutions in this Agenda, with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 166:

"Shares not subject to Scheme of Arrangement

- (A) In this article only, the references to the "Scheme" are to the scheme of arrangement between the Company and the holders of Scheme Shares (as defined in the Scheme) (with or subject to any modification, addition or condition approved or imposed by the Jersey Court) for the introduction of IWG plc as the new parent company of the Company, and terms defined in the Scheme shall have the same meanings in this article.
- (B) Notwithstanding any other provision of the articles of association, if the Company issues any ordinary shares on or after the date of the adoption of this article and prior to the Scheme Record Time (as defined in the Scheme), such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of such shares shall be bound by the Scheme accordingly. For the purpose of this article, a "business day" means a day (other than a Saturday, Sunday or public or bank holiday) on which clearing banks in London and Jersey are generally open for normal business.

- (C) If any ordinary shares are issued to any person (a "new member") (other than to IWG plc or its nominee(s)) at or after 6:00 p.m. (London time) on the business day immediately preceding the date on which the Scheme becomes effective in accordance with its terms, they will, provided that the Scheme has become effective and that IWG plc is a member of the Company, be immediately transferred to IWG plc and/or its nominee(s) in consideration of and conditional upon the issue to the new member of the same number of ordinary shares in IWG plc as such member would have received under the Scheme had such shares been subject to the Scheme.
- (D) The number of IWG plc ordinary shares to be issued or transferred to the new member under this article may be adjusted by the directors of the Company in such manner as the Company's auditors may determine on any reorganisation or material alteration of the share capital of either the Company or of IWG plc or any other return of value to holders of IWG plc ordinary shares, provided always that any fractions of IWG plc ordinary shares shall be disregarded and shall be aggregated and sold for the benefit of IWG plc.
- (E) To give effect to any transfer required by this article, the Company may appoint any person to execute and deliver as transferor a form or instructions of transfer on behalf of the new member in favour of IWG plc and/or IWG plc's nominee(s) and to agree for and on behalf of the new member to become a member of IWG plc. Pending the registration of IWG plc as the holder of any shares in the Company to be transferred pursuant to this article, IWG plc shall be empowered to appoint a person to act as attorney on behalf of each holder of any share in accordance with such directions as IWG plc may give in relation to any dealings with or disposal of such shares (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such share shall exercise all rights attaching thereto in accordance with the directions of IWG plc but not otherwise.
- (F) If the Scheme shall not have become effective by the date referred to in clause 6(B) of the Scheme (or such later date (if any) as IWG plc and the Company may agree and the Jersey Court may allow), this article shall be of no effect."

  
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Company Secretary