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FOR IMMEDIATE RELEASE 25 March 2013

# Increased Cash Offer for MWB Business Exchange Plc by

Marley Acquisitions Limited (a wholly owned subsidiary of Regus plc (société anonyme))

## **Commencement of Compulsory Acquisition Procedure**

On 19 February 2013, Regus plc ("Regus") announced the terms of an increased cash offer (the "Increased Offer") by its wholly-owned subsidiary Marley Acquisitions Limited ("MAL") to acquire the entire issued and to be issued share capital of MWB Business Exchange Plc ("Business Exchange") at an offer price of 101.0233 pence per ordinary share of 0.1 pence each in the capital of Business Exchange ("BX Share"). The full terms of, and condition to, the Increased Offer and the procedure for acceptance were set out in the offer document issued by MAL on 19 February 2013 (the "Increased Offer Document").

## Compulsory acquisition

As at 1.00 p.m. on 22 March 2013, the closing time for the Increased Offer, MAL had received valid acceptances of the Increased Offer in respect of 64,706,114 BX Shares (representing approximately 99.60 per cent. of the existing issued share capital of Business Exchange). Therefore, valid acceptances have been received in respect of more than 90 per cent. of the BX Shares to which the Increased Offer relates.

Regus announces that compulsory acquisition notices (the "**Notices**") pursuant to section 979 of the Companies Act 2006 are today being posted to those Business Exchange Shareholders who had not accepted the Increased Offer at or before 1.00 p.m. (London time) on 22 March 2013 (the "**Non-Assenting Shareholders**") setting out MAL's intention to acquire compulsorily all remaining BX Shares on the same terms as the Increased Offer.

Unless Non-Assenting Shareholders apply to court and the court orders otherwise, on the expiry of six weeks from the date of the Notices, being 6 May 2013, the BX Shares held by Non-Assenting Shareholders who had not accepted the Increased Offer at or before 1.00 p.m. (London time) on 22 March 2013 will be acquired compulsorily by MAL under the terms of the Increased Offer and such Non-Assenting Shareholders will be entitled to 101.0233 pence for each BX Share such Non-Assenting Shareholders held on that date.

## Delisting and re-registration

As announced on 26 February 2013, Business Exchange has applied to the London Stock Exchange for the cancellation of the admission to trading of BX Shares on AIM. This is expected to take effect on or shortly after 7.00 a.m. on 27 March 2013. Following such cancellation, Regus intends to re-register Business Exchange as a private limited company.

Such delisting and cancellation of trading in the BX Shares, and the subsequent re-registration, will significantly reduce the liquidity and marketability of any BX Shares not assented to the Increased Offer.

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).

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