

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred your registered holding of Ordinary Shares in International Workplace Group plc, please pass this document together with the accompanying documents 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.



International Workplace Group plc
(the “Company”)

(incorporated in Jersey with registered number 122154)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of the Company, to be held at 11:00 a.m. (Swiss time) on Tuesday, 19 May 2026 at Baarerstrasse 52, CH-6300, Zug, Switzerland, is set out in Part II of this document.

Whether or not you propose to attend the annual general meeting, please complete and submit a Form of Proxy in accordance with the instructions contained in this Notice. The Form of Proxy must be received by 18:30 (Swiss time) on Friday, 15 May 2026.

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DEFINITIONS

“AGM”	means the annual general meeting of the Company to be held at 11:00 a.m. (Swiss time) 10:00 a.m. (UK time) on Tuesday, 19 May 2026 at Baarerstrasse 52, CH-6300, Zug, Switzerland;
“Amendment Law”	means the enactment by the State of Jersey of the Companies (Jersey) Amendment Law 2026;
“Amended Memorandum & Articles”	means the adoption and restatement of the Company’s Memorandum and Articles of Association;
“Annual Report and Accounts”	means the annual report and accounts of the Company for the year ended 31 December 2025;
“Company”	means International Workplace Group plc, a company incorporated in Jersey with registered number 122154 and whose registered office is at 22 Grenville Street, St Helier, Jersey JE4 8PX, Channel Islands;
“Companies Law”	means the Companies (Jersey) Law 1991;
“Directors” or “Board”	means the directors of the Company;
“Executive Directors”	means Mark Dixon and Charlie Steel;
“FCA”	means the Financial Conduct Authority;
“Form of Proxy”	means the proxy form pursuant to which Shareholders are able to vote on the resolutions set out in the Notice of AGM in Part II of this document;
“GBP”	means the lawful currency for the time being in the UK;
“IA”	has the meaning set out on page 14 of this document;
“issued share capital”	means, except where stated to the contrary, the issued share capital of the Company, including treasury shares;
“Latest Practicable Date”	means 14 April 2026, being the latest practicable date prior to the publication of this document;
“MUFG Corporate Markets”	means MUFG Corporate Markets (Jersey) Limited, a company incorporated in Jersey, whose registered office is at IFC 5, St Helier, Jersey JE1 1ST and MUFG Corporate Markets (UK) Limited, a company incorporated in England and Wales, whose registered office is at MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL (as the context dictates);
“LSE”	means the London Stock Exchange plc;
“Non-Executive Directors”	means Laurie Harris, Nina Henderson, Tarun Lal, Sophie L’Hélias, Lázaro Campos, Stephen Jennings and Douglas Sutherland;
“Ordinary Shares”	means the ordinary shares of USD 0.0124 each in the capital of the Company;
“Relevant Securities”	has the meaning given in Article 11(H)(viii) of the Company’s Articles of Association;

“Shareholders”	means the holders of Ordinary Shares from time to time;
“total voting rights”	means the issued share capital of the Company excluding treasury shares;
“USD”	means the lawful currency for the time being in the United States.

PART I
LETTER FROM THE CHAIRMAN
INTERNATIONAL WORKPLACE GROUP plc

(the “**Company**”)

(incorporated in Jersey with registered number 122154)

Registered Office:

22 Grenville Street, St Helier, Jersey JE4 8PX

Directors

Douglas Sutherland (Chairman)

Mark Dixon (Chief Executive Officer)

Charlie Steel (Chief Financial Officer)

Lázaro Campos (Senior Independent Non-Executive Director)

Laurie Harris (Non-Executive Director)

Nina Henderson (Non-Executive Director)

Tarun Lal (Non-Executive Director)

Sophie L'Hélias (Non-Executive Director)

Stephen Jennings (Non-Executive Director)

16 April 2026

Notice of annual general meeting of the Company to be held on 19 May 2026

Dear Shareholder,

I am pleased to be writing to you with details of our annual general meeting (“**AGM**”) which we are holding at 11:00 a.m. (Swiss time) 10:00 a.m. (UK time) on Tuesday, 19 May 2026 at Baarerstrasse 52, CH-6300, Zug, Switzerland. The formal notice of AGM is set out on pages 7 to 12 of this document. The Company’s Annual Report and Accounts have been made available for inspection on the Company’s website (www.iwgplc.com).

Annual General Meeting

Whilst we anticipate being able to welcome Shareholders in person to our AGM, Shareholders are strongly encouraged to submit a proxy vote in advance of the meeting (using either the Investor Centre app or the following link: <https://uk.investorcentre.mpms.mufg.com/>) and are encouraged to appoint the Chairman as their proxy. Please complete and submit a Form of Proxy in accordance with the instructions contained in this Notice. The Form of Proxy must be received by 18:30 (Swiss time) 17:30 (UK time) on Friday, 15 May 2026.

While the AGM provides an opportunity for informal discussions between Shareholders and Board members, we have also found more timely and convenient forums for those discussions to take place and we will continue with that approach this year for those unable to attend the AGM. As always, the Board is available on request to respond to questions from Shareholders throughout the year.

The Company’s capital-light growth strategy enables businesses across the world to manage and consume workspace in line with their operational and strategic needs, important to meet rapidly changing workspace needs and behaviors, particularly against the backdrop of ongoing macroeconomic and geopolitical uncertainty.

To support the implementation of its capital-light growth strategy through the transformational period which the Company and the flexible workspace market continue to experience, the Nomination Committee has noted the value of maintaining a continuity of relevant experience on the Board. During 2025 the size of the Board was increased to nine members (seven on 31 December 2024) to facilitate board succession activities, with Lázaro Campos joining as Senior Independent Director and Stephen Jennings joining as Chair of the Nomination Committee. The Nomination Committee is conducting a search for an additional Non-Executive Director, to be completed during 2026.

At the AGM, Nina Henderson will step down as Chair of the Remuneration Committee with Tarun Lal taking over as the Remuneration Chair. Nina will remain on the Board while she supports the transition of her responsibilities. Preparations for succession at the Chairman level will continue during 2026 whilst the Board and Management focus on the implementation of value enhancing initiatives. As further discussed in the Annual Report, during our ongoing Board refreshment activities there will be a period during which some of the targets of the Listing Rules Diversity Guidelines will not be met.

The ability to attract and retain key executives is critical to the effective implementation of the Company's strategy. The Remuneration Policy was updated last year to ensure the Company remains competitive within the external landscape while maintaining alignment with shareholder interests by balancing an upward revision in pay opportunity for Executive Directors with very challenging targets.

Recommendation

The Board considers resolutions 1 to 21 (inclusive) in the notice of AGM to be in the best interests of the Company and its Shareholders as a whole. Your Board will be voting in favour of these resolutions and unanimously recommends that you do so as well. As at the Latest Practicable Date, the Board's shareholdings amounted to, in aggregate, 255,470,075 Ordinary Shares representing approximately 26.24 per cent of the total voting rights of the Company.

Full explanatory notes on all business to be considered at the AGM appear in Part III on pages 13 to 19 of this document.

Action to be taken

If you are a Shareholder, please complete a Form of Proxy and return it to our registrars, MUFG Corporate Markets, as soon as possible. They must receive it by 18:30 (Swiss time) 17:30 (UK time) on Friday, 15 May 2026. Address details for MUFG Corporate Markets are set out in paragraph 1 of the procedural notes on pages 10 to 12 of this document. We are not sending hard copy proxy forms to Shareholders, however these are available on request from MUFG Corporate Markets. You can appoint a proxy or proxies via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>, shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with procedures set out in the CREST Manual. Please see the procedural notes on pages 10 to 12 of this document for further information.

Yours faithfully,

Douglas Sutherland, Chairman

Inspection of documents

The following documents will be available for inspection on the Company's website (www.iwgplc.com) from the date of this Notice of AGM until the end of the AGM:

- *a copy of this document;*
- *copies of the appointment agreements of the Executive Directors;*
- *copies of the appointment agreements of the Non-Executive Directors;*
- *a copy of the existing Memorandum and Articles of Association of the Company;*
- *a copy of the Memorandum and Articles of Association of the Company marked to show the changes resulting from resolution 21;*
- *a clean copy of the Memorandum and Articles of Association proposed to be adopted under resolution 21; and*
- *a copy of the Annual Report and Accounts.*

PART II

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

INTERNATIONAL WORKPLACE GROUP PLC

Notice is hereby given that this year's annual general meeting will be held at 11:00 a.m. (Swiss time) 10:00 a.m. (UK time) on Tuesday, 19 May 2026 at Baarerstrasse 52, CH-6300, Zug, Switzerland.

You will be asked to consider and vote upon the resolutions set out below. Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions. Resolutions 17 to 21 (inclusive) will be proposed as special resolutions.

In order to allow the voting preferences of all Shareholders to be taken into account, voting in respect of all resolutions to be put to the AGM will be conducted by means of a poll.

Ordinary resolutions

1. To receive the Company's Annual Report and Accounts.
2. To approve, on an advisory basis, the Annual Report on Remuneration for the financial year ended 31 December 2025, as set out on pages 75 to 83 of the Company's Annual Report and Accounts.
3. To authorise the payment of a final dividend on the Ordinary Shares of 0.93 US cents per Ordinary Share for the year ended 31 December 2025 on 29 May 2026 to Shareholders on the register at the close of business on 1 May 2026.
4. To approve the re-appointment of KPMG Ireland as independent auditor of the Company to hold office until the conclusion of next year's annual general meeting.
5. To authorise the Directors to determine the remuneration of KPMG Ireland as independent auditor.
6. To re-elect Lázaro Campos as a director of the Company.
7. To re-elect Mark Dixon as a director of the Company.
8. To re-elect Laurie Harris as a director of the Company.
9. To re-elect Nina Henderson as a director of the Company.
10. To re-elect Stephen Jennings as a director of the Company.
11. To re-elect Sophie L'Hélias as a director of the Company.
12. To re-elect Tarun Lal as a director of the Company.
13. To re-elect Charlie Steel as a director of the Company.
14. To re-elect Douglas Sutherland as a director of the Company.
15. To resolve that, in substitution for any like authority previously conferred on them (but, for the avoidance of doubt, in addition to, and not in substitution for, the authority conferred on them pursuant to the resolutions passed at the general meeting of the Company held on 21 December 2020), the Directors of the Company be generally and unconditionally authorised to exercise all or any of the powers of the Company pursuant to the Company's Articles of Association to allot and issue Relevant Securities (as defined in Article 11(H)(viii) of the Company's Articles of Association) and to allot and issue shares in pursuance of an employee share scheme (including any employee share scheme of any company that is a subsidiary of the Company):
 - (A) up to an aggregate nominal amount of USD 4,023,555; and
 - (B) comprising equity securities (as defined in Article 11(H)(iv) of the Company's Articles of Association) up to an aggregate nominal amount of USD 8,047,109 (after deducting from such limit any Relevant Securities allotted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, for a period expiring (unless this authority is previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 18 August 2027), save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities (or shares in pursuance of an employee share scheme) to be allotted and issued after such expiry and the Directors may allot and issue Relevant Securities (or shares in pursuance of an employee share scheme) pursuant to such offer or agreement as if the authority conferred hereby had not expired.

- 16. To authorise the Company to hold as treasury shares any shares purchased or contracted to be purchased by the Company pursuant to the authority granted in resolution 17 prior to the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 18 August 2027), if the Directors of the Company resolve to hold as treasury shares any shares so purchased or contracted to be purchased.

Special resolutions

- 17. Subject to resolution 21 being passed, to resolve that the Board be generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 and Article 8 of the Company's Articles of Association, to make market purchases of Ordinary Shares, provided that:
 - (A) the maximum number of Ordinary Shares authorised to be purchased is 145,918,746 (representing approximately 14.99 per cent of issued share capital (excluding treasury shares) as at the Latest Practicable Date) and further provided that no purchase shall be made if the nominal value of the Ordinary Shares so purchased would exceed 14.99 per cent of the nominal value of the issued share capital of the Company (excluding shares held in treasury) at the time the shares are purchased;
 - (B) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is USD 0.0124;
 - (C) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:
 - (i) an amount equal to five per cent above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
 - (D) the authority hereby conferred shall expire at the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 18 August 2027) except that the Company may make a contract or contracts to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired.
- 18. To resolve that if resolution 15 is passed, the Directors be authorised to allot and issue equity securities (as defined in Article 11(H)(iv) of the Company's Articles of Association) wholly for cash under the authority given by that resolution, and/or where such allotment and issue constitutes an allotment and issue of equity securities by virtue of Article 11(H)(i) of the

Company's Articles of Association, as if the pre-emption rights referred to in Article 12 of the Company's Articles of Association did not apply to such allotment and issue, such authority to be limited to:

- (A) the allotment and issue of equity securities in connection with a rights issue, open offer or pre-emptive offer in favour of holders of Ordinary Shares (excluding any shares held by the Company as treasury shares) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares on a fixed record date are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them, subject to any exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and/or to deal with legal or practical problems arising under the laws of, or requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever;
- (B) the allotment and issue of equity securities wholly for cash otherwise than pursuant to paragraph (A) above up to an aggregate nominal amount of USD 1,207,066 (representing approximately 10 per cent of the Company's issued share capital (excluding shares held in treasury) as at the Latest Practicable Date); and
- (C) the allotment and issue of equity securities (otherwise than under paragraph (A) or (B) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authorities to expire on the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 18 August 2027), save that the Company may, before such expiry, make an offer or agreement which would otherwise or might require equity securities to be allotted and issued after such expiry and the Directors may allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

19. To resolve that if resolution 15 is passed, the Directors be authorised in addition to any authority granted under resolution 18 to allot and issue equity securities (as defined in Article 11(H)(iv) of the Company's Articles of Association) wholly for cash under the authority given by resolution 15, and/or where such allotment and issue constitutes an allotment and issue of equity securities by virtue of Article 11(H)(i) of the Company's Articles of Association, as if the pre-emption rights referred to in Article 12 of the Company's Articles of Association did not apply to such allotment and issue, such authority to be:

- (A) limited to the allotment and issue of equity securities up to a nominal amount of USD 1,207,066 (representing approximately 10 per cent of the Company's issued share capital (excluding shares held in treasury) as at the Latest Practicable Date) and used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (B) limited to the allotment and issue of equity securities (otherwise than under paragraph (A) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire on the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 18 August 2027), save that the Company may, before such expiry, make an offer or agreement which would otherwise or might require equity securities to be allotted and issued after such expiry and the Directors may allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

20. To resolve that a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
21. To resolve to adopt and restate the Company's Memorandum and Articles of Association in the form tabled at the AGM.

16 April 2026

By order of the Board

Timothy Regan, Company Secretary

Registered Office:

22 Grenville Street, St Helier, Jersey JE4 8PX
Registered in Jersey No. 122154

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM (subject to the Company's right to exclude Shareholders or their proxies where necessary). A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder and further provided that either (i) each proxy is appointed in respect of a different shareholding account of that Shareholder, or (ii) the Shareholder appointing multiple proxies in respect of its shareholding is a professional that is acting on behalf of other individuals or bodies corporate in respect of its shareholding. A proxy need not be a Shareholder of the Company. Shareholders are encouraged to appoint the Chairman as their proxy. Shareholders wishing to appoint a proxy electronically should do so by 18:30 (Swiss time) 17:30 (UK time) on 15 May 2026 via Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>. If you require a hard copy Form of Proxy please contact MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufig.com or you may call on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 a.m. - 17:30 (UK time), Monday to Friday excluding public holidays in England and Wales. To be valid, any hard copy Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 18:30 (Swiss time) 17:30 (UK time) on 15 May 2026. Shareholders can register to receive electronic communications by visiting: <https://uk.investorcentre.mpms.mufig.com/>. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
2. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufig.com/>.



3. The return of a completed Form of Proxy or online proxy appointment or CREST Proxy Instruction (as defined in paragraph 10 below) will not prevent a Shareholder attending the AGM and voting in person if he/she wishes to do so (subject to the Company's right to exclude Shareholders where necessary).
4. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
6. Any person to whom this Notice is sent who is a person nominated under Article 60 of the Company's Articles of Association to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
7. The statements of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.

8. Pursuant to Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the register of members of the Company at 20:00 (Swiss time) 19:00 (UK time) on 15 May 2026 (or, in the event of any adjournment, 20:00 (Swiss time) 19:00 (UK time) on the date which is two working days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meetings. Any person who has sold or otherwise transferred his or her registered holding of Ordinary Shares in the Company (the "**Transferring Shareholder**") should pass all the documentation he or she has received in relation to the AGM to the purchaser or transferee or to the person who arranged for the sale or transfer so they can pass those documents to the person who now holds the shares. In selling or otherwise transferring such shares, the Transferring Shareholder will cede his/her/its rights to attend and vote at the AGM to the purchaser or transferee. All Shareholders, and only those Shareholders, who are registered in the register of members of the Company at 20:00 (Swiss time) 19:00 (UK time) on 15 May 2026 (or, in the event of any adjournment, 20:00 (Swiss time) 19:00 (UK time) on the date which is two working days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM.
9. As at the Latest Practicable Date, the Company's issued share capital consists of 988,002,171 Ordinary Shares, of which 14,561,564 are held in treasury. The total voting rights in the Company are therefore 973,440,607.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 18:30 (Swiss time) 17:30 (UK time) on 15 May 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
14. A Shareholder which is a body corporate and which wishes to be represented at the AGM, other than by way of a proxy, by a person or persons with authority to speak and vote (each, a "**corporate representative**") must appoint such a person or persons by resolution of its directors or other governing body. A corporate representative has the same powers on behalf of the body corporate he/she represents as that body corporate could exercise if it was an individual member of the Company. However, Shareholders are encouraged to appoint the Chairman as their proxy rather than a named person who will not be able to attend the meeting.
15. Voting on all resolutions set out in this Notice will be conducted by way of a poll rather than on a show of hands. This allows the votes of both shareholders who have lodged proxies and shareholders who attend the meeting to be taken into account.
16. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
17. If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last received, none of the proxy appointments shall be treated as valid in respect of that share.
18. Members who have general queries about the AGM should contact the Company's registrar, MUFG Corporate Markets, via email on shareholderenquiries@cm.mpms.mufg.com or on its shareholder helpline 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 09:00 a.m. - 17:30 (UK time), Monday to Friday excluding public holidays in England and Wales. No other method of communication will be accepted. You may not use any electronic address provided either in this Notice or any related documents (including the Letter from the Chairman and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
19. Under Article 61 of the Company's Articles of Association, Shareholders meeting the threshold requirements set out in that Article have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office. The Company would not require the Shareholders requesting such a website publication to pay the Company's expenses in

complying with Article 61 and, if required to place a statement on a website under that Article, it will forward the statement to the Company's auditor not later than the time it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Article 61 to publish on a website.

20. Any member attending the AGM (subject to the Company's right to exclude Shareholders where necessary) has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Shareholders are reminded that unacceptable behaviour will not be tolerated at the Meeting and will be dealt with appropriately by the Chair.
21. Shareholders have certain rights to request that the Company add an item to the agenda of the AGM or to provide a draft resolution to be proposed at the AGM. To be valid, such a request must have been received by the Company at its head office (Baarerstrasse 52, CH-6300, Zug, Switzerland, or InvestorRelations@iwgplc.com) no later than the date of this Notice and must meet certain other requirements. Further information regarding the other requirements that must be met for Shareholders to exercise these rights can be found in Article 58 (Circulation of Members' resolutions) of the Company's Articles of Association, which are available on the Company's website at www.iwgplc.com.
22. Personal data provided by or on behalf of Shareholders in connection with the AGM may be processed by the Company and any third party to whom it discloses such data in connection with the holding of the AGM (including the Company's registrars) for the purposes of compiling and updating the Company's records in connection with the AGM, fulfilling its legal obligations and handling the rights exercised by Shareholders. The Company shall process such personal data in accordance with its privacy policy, a copy of which is available at <https://investors.iwgplc.com/~media/Files//IWG-IR/documents/iwg-privacy-notice-shareholders-2025.pdf>.
23. A copy of this Notice (which contains the full unabridged text of the resolutions to be proposed at the AGM), a copy of the Company's Articles of Association and, where relevant, any explanatory statements and members' resolutions received by the Company after the date of this Notice, can be found at www.iwgplc.com. The Company's Annual Report and Accounts are also available at www.iwgplc.com. Should you wish to request a further copy of this document or the Annual Report and Accounts, please make your request to MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0391 and +44 (0) 371 664 0391 (international). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

PART III

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions at the AGM. Resolutions 1 to 16 (inclusive) in the notice of AGM will be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 21 (inclusive) will be proposed as special resolutions. This means that, for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of the resolution.

As at the previous AGM, voting on all resolutions set out in this Notice will be conducted by way of a poll rather than on a show of hands in order to allow the voting preferences of all Shareholders to be taken into account. The quorum for the AGM is two members present in person or by proxy and entitled to vote (but no fewer than two individuals shall constitute a quorum).

Annual General Meeting Resolutions 1 and 2: Annual Report and Accounts and Annual Report on Remuneration

The Directors are required to present to the AGM the Company's Annual Report and Accounts for the year ended 31 December 2025. In resolution 1, Shareholders are invited to receive the Annual Report and Accounts.

In resolution 2, Shareholders are further invited to approve the Annual Report on Remuneration. Shareholders will be aware of the remuneration reporting regulations which regulate UK-incorporated companies listed on the London Stock Exchange. As a company incorporated in Jersey we are not legally required to comply with these regulations.

The Annual Report on Remuneration is set out on pages 75 to 83 of the Company's Annual Report and Accounts. The vote on the Annual Report on Remuneration will be on an advisory basis.

Resolution 3: Declaration of final dividend

Final dividends of the Company must be approved by the Shareholders. The Board has recommended a final dividend of 0.93 US cents per Ordinary Share which, provided Shareholders approve this resolution, will be paid by the Company on 29 May 2026 to all Shareholders on the register of members at the close of business on 1 May 2026. The final dividend will be funded from distributable reserves created as part of the 2016 scheme of arrangement, which established the Company as the holding company of the Group (the "2016 Scheme of Arrangement"). Such distributable reserves will qualify as capital contribution reserves for Swiss purposes. The final dividend will be declared in USD and paid in GBP. The foreign exchange rate at which the final dividend will be converted into GBP will be the New York closing rate on 1 May 2026, this will be reported via the Company's website as soon as practicable after it has been established. Shareholders wishing to receive their dividend in USD rather than GBP should request this through MUFG Corporate Markets.

An interim dividend of 0.45 US cents per Ordinary Share was paid by the Company in respect of the year ended 31 December 2025 and assuming the final dividend is approved the total dividend in respect of the year ended 31 December 2025 will be 1.38 US cents per Ordinary Share.

Resolutions 4 and 5: Re-appointment and remuneration of auditors

The independent auditor of the Company must be appointed or re-appointed at each annual general meeting. Resolution 4 proposes the re-appointment of the Company's existing independent auditor, KPMG Ireland, for a further year. Resolution 5 gives the Directors authority to determine the remuneration of the independent auditor.

Resolutions 6 to 14: Re-election of Directors

The UK Corporate Governance Code (as amended), which applies to all companies with a premium listing of equity shares regardless of whether they were incorporated in the UK or elsewhere, states that all directors are required to retire and offer themselves for re-election annually. The Company's Articles of Association also provide that at every annual general meeting all directors shall retire from office and may offer themselves for re-election. Accordingly, each of the Directors will offer him or herself for re-election this year.

It is considered by the Board that all of the Directors bring valuable skills and experience to the Board. Biographical details of the Directors seeking re-election can be found in Part IV on pages 20 to 22 of this document. Each of these Directors participated in an internal Board review in respect of 2025 and the Board is satisfied that each continues to be an effective member of the Board and demonstrates commitment to his or her role and fulfilment of their duty to act in the long-term interest of the Company on behalf of its members, while also having due regard for other stakeholders. Therefore, the Board considers each Director's contribution has been, and continues to be, important to the Company's long-term sustainable success.

The composition of the Board reflects the decision to maintain relevant extensive experience in the Board through the transformational period the flexible workspace market has been experiencing. As a result, two Board members with extensive enterprise and business knowledge applicable to IWG's strategic intentions, being Douglas Sutherland and Nina Henderson, are past the term guidelines recommended by the Code. This is being addressed through ongoing Board succession activities keeping in mind the value of Board member knowledge and experience which are directly applicable to the Company's important near-term strategic decisions and objectives. The impact decisions, such as determining the appropriate stock exchanges for listing the Company's shares, may have on the future structure and composition of the Board is integrated into the Company's Board succession planning.

Douglas Sutherland was considered independent on his appointment as board Chairman and the Nomination Committee has determined that all of the other Non-Executive Directors being proposed for re-election are independent in character and judgement, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, their independence. The Nomination Committee does not consider that independence will necessarily be compromised by the length of service of an individual director and following careful evaluation has determined that despite the tenure of Nina Henderson exceeding nine years she continues to demonstrate clear independence of character and judgement.

The Nomination Committee annually reviews the performance of Douglas Sutherland and in respect of 2025 it concluded that in consideration of the Group's near-term strategic objectives, it remains in the best interests of the Company's stakeholders that Douglas Sutherland continue in the Chairman role for the near-term, subject to regular review by the Nomination Committee.

Resolution 15: Directors' authority to allot shares

Pursuant to Article 11 of the Company's Articles of Association, the Directors require the authority of the Shareholders in general meeting to allot unissued shares of the Company and this resolution seeks to renew that authority.

Paragraph (A) of this resolution would give the Directors the authority to allot Ordinary Shares or grant rights to subscribe for, or convert any securities into, Ordinary Shares up to an aggregate nominal amount equal to USD 4,023,555 (representing 324,480,202 Ordinary Shares). This amount represents approximately one-third (33.33 per cent) of the issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date.

In line with guidance issued by the Investment Association ("IA"), paragraph (B) of this resolution would give the Directors authority to allot Ordinary Shares or grant rights to subscribe for, or convert any securities into, Ordinary Shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to USD 8,047,109 (representing 648,960,405 Ordinary Shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds (66.67 per cent) of the issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date.

The authorities sought under paragraphs (A) and (B) of this resolution will last until the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 18 August 2027). The Directors have no present intention to exercise either of the authorities sought under this resolution. The Directors intend to follow IA recommendations concerning the use of the authorities sought under paragraphs (A) and (B) of this resolution.

The authority sought under resolution 15 is in addition to, and not in substitution for, the authority granted to the Directors pursuant to the resolutions passed at the general meeting of the Company held on 21 December 2020.

As at the Latest Practicable Date, 14,561,564 Ordinary Shares are held by the Company in treasury, representing approximately 1.50 per cent of the Company's issued share capital (excluding treasury shares) as at that date.

Resolution 16: Authority to hold repurchased shares in treasury

Resolution 17 seeks authority for the Company to repurchase its own shares in the market. Under Jersey law any shares so repurchased (or, as the case may be, contracted to be repurchased) are automatically cancelled on repurchase unless Shareholders have authorised the holding of shares in treasury by the Company. Shares held in treasury may be used to satisfy obligations under the Company's share option schemes, as well as for other purposes permitted by law and the Company's Articles. Accordingly, this resolution seeks authority for the Company to hold as treasury shares any shares purchased or contracted to be purchased by the Company pursuant to the authority granted in resolution 17. As at the Latest Practicable Date, 14,561,564 Ordinary Shares are held by the Company in treasury.

Resolution 17: Authority to purchase own shares

In the event that resolution 21 is successfully passed, resolution 17 seeks approval for the Directors to be authorised to make repurchases of up to 14.99 per cent of issued share capital (excluding treasury shares) until the conclusion of next year's annual general meeting or, if earlier, at the close of business on 18 August 2027 (unless otherwise revoked or varied by the Company in general meeting). The Directors intend to seek renewal of this power at subsequent annual general meetings. Any repurchase by the Company of its own shares will be funded from distributable reserves created as part of the 2016 Scheme of Arrangement. Such distributable reserves will qualify as capital contribution reserves for Swiss purposes.

The Company announced its on-market share buyback programme for 2026 on 31 December 2025 with an initial tranche of up to USD 50,000,000 having been approved by the Board with further tranches envisaged subject to Board approval (the "2026 Share Buyback Programme"). On 3 March 2026 a further tranche was approved increasing the 2026 Share Buyback Programme to USD 100,000,000. Save as required for the 2026 Share Buyback Programme, the Directors have no present intention of exercising the authority to purchase its own shares and would do so only when they believe that the effect of such purchases is in the best interests of the Company and Shareholders generally, taking into account the relevant factors and circumstances at that time, and could be expected to result in an increase in the earnings per share of the Company. If resolution 16 is passed, any shares purchased under this authority may be cancelled or held in treasury. Holding any such shares in treasury gives the Company the ability to reissue them quickly and cost effectively and provides additional flexibility in the management of the Company's capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, shares held in treasury.

Resolution 17 specifies the maximum number of shares which may be purchased (representing approximately 14.99 per cent of the Company's issued share capital (excluding treasury shares) as at the Latest Practicable Date) and the minimum and maximum prices at which they may be bought. Shares will not be purchased pursuant to this authority if the nominal value of the shares so purchased would exceed 14.99 per cent of the nominal value of the issued share capital of the Company (excluding shares held in treasury) at the time the shares are purchased.

The total number of outstanding options to subscribe for Ordinary Shares as at the Latest Practicable Date was 63,071,595. This represents approximately 6.38 per cent of the issued share capital (including treasury shares) of the Company at that date. If the Company were to buy back the maximum number of Ordinary Shares permitted pursuant to the authority granted at the annual general meeting in 2025 and pursuant to the passing of this resolution 17, then the total number of options to subscribe for shares outstanding at the Latest Practicable Date would represent approximately 8.56 per cent of issued share capital (including treasury shares).

Resolutions 18 and 19: Directors' power to disapply pre-emption rights

Under Article 12 of the Company's Articles of Association, the Directors require the authority of Shareholders in a general meeting to disapply the pre-emption rights set out in Article 12(A) of the Company's Articles of Association so that they can allot shares in the Company for cash otherwise than to existing holders of Ordinary Shares pro rata to their holdings.

The authority under resolution 18 would be limited to:

- (A) allotments and issues of equity securities in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Directors consider necessary;

- (B) allotments and issues of equity securities wholly for cash otherwise than pursuant to paragraph (A) above up to an aggregate nominal amount of USD 1,207,066 (representing approximately ten per cent of the Company's issued share capital (excluding shares held in treasury) as at the Latest Practicable Date); and
- (C) allotments and issues of equity securities (otherwise than under paragraph (A) or (B) above) up to an aggregate nominal amount of USD 241,413, which represents approximately 2 per cent of the Company's issued share capital (excluding shares held in treasury) as at the Latest Practicable Date, to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolution 19 would give the Directors authority to (i) allot a further 10 per cent of the Company's issued share capital as at the Latest Practicable Date for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice (the "**Statement of Principles**") and (ii) allot and issue shares (otherwise than under paragraph (i)) up to an aggregate nominal amount of USD 241,413, which represents approximately 2 per cent of the Company's issued share capital (excluding shares held in treasury) as at the Latest Practicable Date, to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The disapplication authorities under resolutions 18 and 19 are in line with guidance set out in the Statement of Principles. The Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 10 per cent of a company's issued share capital for use on an unrestricted basis, (ii) up to a further 10 per cent of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue and (iii) in the case of both (i) or (ii), up to an additional 2 per cent in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

At present there is no intention to exercise the powers under resolutions 18 and 19. The authority will expire at the conclusion of next year's annual general meeting of the Company (or, if earlier, at the close of business on 18 August 2027).

Resolution 20: Notice period for shareholder meetings

The notice period for Shareholder meetings of the Company is normally 21 clear days but Shareholder meetings (other than annual general meetings) can be convened on 14 clear days' notice if shareholder approval is obtained. Shareholders approved a reduction of the notice period from 21 clear days to 14 clear days at the annual general meeting in 2025, this resolution seeks to renew this approval.

The Directors believe that the Company should have the flexibility to convene a Shareholders' meeting as quickly as the law allows. However, in accordance with the Institutional Shareholder Services' guidance, this authority will not be used routinely, and 21 clear days' notice will always be given unless the circumstances justify shorter notice. The authority will expire at the conclusion of next year's annual general meeting of the Company (or, if earlier, at the close of business on 18 August 2027).

Resolution 21: Adoption and restatement of the Company's Memorandum and Articles of Association

In resolution 21, Shareholders are asked to approve the Amended Memorandum & Articles.

The proposed amendments are being made in response to the Amendment Law passed on 21 January 2026, which will come into force on 1 June 2026. The Amendment Law makes significant changes to the Companies Law with the aim of increasing flexibility and ensuring that Jersey company law continues to reflect current international standards and market practice.

Further information on the Amendment Law and proposed Amended Memorandum & Articles is set out in the Appendix on page 17. A copy of the Amended Memorandum & Articles will be tabled at the AGM and will be available for inspection on the Company's website until the conclusion of the AGM.

APPENDIX

Resolution 21 – approval of updated Memorandum and Articles of Association of the Company

Amendment Law

The States of Jersey adopted the Amendment Law on 21 January 2026, which will come into force on the later of 1 June 2026 or 7 days after registration. The Amendment Law is designed to make Companies Law more flexible and to reflect international standards.

A summary of the changes to Companies Law, insofar as they are relevant to the proposed amendments to the Company's Memorandum and Articles of Association, is set out below:

1. **Abolition of authorised share capital:** The memorandum of a par value company will no longer have to state a maximum authorised share capital.
2. **Dispensation from issuing share certificates:** A company will be able to dispense with the requirement to issue share certificates in its articles confirming a practice some companies already adopt in their articles.
3. **Signing of share certificates:** There will no longer be a requirement for a share certificate to be signed by two signatories. A share certificate may be signed by one or more directors, the company secretary or other person authorised by the directors in accordance with the articles of association.
4. **Procedure for change of name:** A company may change its name not only by special resolution, but also by adopting other methods specified in its articles of association.
5. **On-market share purchases:** The annual resolution granting authority to make on-market share purchase may be proposed as an ordinary (rather than special) resolution (aligned with the Companies Act 2006).
6. **Directors' interests:** Directors need not declare interests if a transaction cannot reasonably be regarded as likely to give rise to a conflict or it concerns the terms of a director's service contract that has been or will be considered by the board or an appointed committee.
7. **Disqualification:** A person ceases to hold office as a director of a Jersey company if the person is or becomes subject to director disqualification sanctions in the UK and is personally responsible for liabilities of the company incurred when that person was involved in its management while subject to such sanctions.

Resolution 21

In Resolution 21, Shareholders are asked to approve, by way of special resolution, that:

1. The Company's Memorandum be amended by deleting paragraph 4 in its entirety and by replacing it with the following as a new paragraph 4:
"4.
 - (a) Subject to paragraph 4(b), the authorised share capital of the Company is USD 99,200,000 divided into 8,000,000,000 shares designated as Ordinary Shares with a par value of USD 0.0124 each.
 - (b) Immediately upon the Companies (Jersey) Amendment Law 2026 coming into force, there will be no limit on the number of aggregate nominal value of Ordinary Shares in the capital of the company."
2. The Company's Articles of Association be amended by:
 - (a) inserting a new definition of Amendment Law immediately after the existing definition of ... as follows:
"**Amendment Law** means the Companies (Jersey) Amendment Law 2026;"
 - (b) inserting a new definition of Commencement Date immediately after the existing definition of ... as follows:
"**Commencement Date** means the date on which the Amendment Law comes into force;"

- (c) deleting article 8(B) in its entirety;
- (d) deleting article 19 in its entirety and replacing it with a new article 19 as follows:

“19. Right to Share Certificates

- (a) Subject to article 19(b), every person (except a person to whom the company is not by law required to issue a certificate) whose name is entered in the register as a holder of any certificated shares shall be entitled, without payment, to receive within the time limits prescribed by the Companies Law (or, if earlier, within any prescribed time limit or within a time specified when the shares were issued) one certificate for all those shares of any one class. In the case of a certificated share held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all. A member who transfers some but not all of the shares comprised in a certificate shall be entitled to a certificate for the balance without charge to the extent the balance is to be held in certificated form.
- (b) With effect from the Commencement Date, any person whose name is entered in the register as a holder of any certificated shares shall be entitled, at any time to:
 - (i) waive their right to receive a certificate in respect of such certificated shares which that person holds; and
 - (ii) revoke such person’s waiver of the right to receive a certificate under article 19(b)(i),in each case by notice in writing to the company.”
- (e) deleting article 21 in its entirety and replacing it with a new article 21 as follows:

“21. Execution of Share Certificates

Every share certificate shall be signed:

- (a) prior to the Commencement Date, by two directors or by one director and the secretary or executed under a seal; or
 - (b) with effect from the Commencement Date, by any one or more directors, the secretary or any other person authorised by the directors or executed under a seal,
- or in such other manner as the board, having regard to the terms of issue and any listing requirements, may authorise and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid up on the shares and (if required by the Companies Law) the distinguishing numbers of such shares. The board may by resolution decide, either generally or in any particular case or cases, that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical, electronic or other means or may be printed on them.”
- (f) inserting a new article 98(l) as follows:

“with effect from the Commencement Date, he is subject to director disqualification sanctions (within the meaning of article 78A of the Companies Law).”

- (g) inserting a new article 106(C) as follows:

“With effect from the Commencement Date:

- (i) a director need not disclose an interest in a transaction entered into or proposed to be entered into by the company or by a subsidiary of the company:
 - (A) if such transaction cannot reasonably be regarded as likely to give rise to a conflict of interest; or

- (B) if, or to the extent that, such transactions concerns terms of the director's service contract that have been or are to be considered by the directors (or any committee thereof); and
- (ii) general notice of disclosure may be given by a director in accordance with Article 75A of the Companies Law."
- (h) by inserting a new article 157 as follows:

"157. Change of name

The members may resolve to change the Company's name:

- (a) prior to the Commencement Date, by a special resolution of the company;
or
- (b) with effect from the Commencement Date, by an ordinary resolution of the company."

PART IV

DIRECTOR BIOGRAPHIES

Lázaro Campos

Senior Independent Non-Executive Director
Appointed to the Board on 20 May 2025

Experience

Lázaro's career included 25 years at the international banking platform SWIFT, where he ended his career as CEO leading the company through a major transformation post the 2008 financial crisis. After leaving SWIFT Lázaro co-founded FinTechStage, a company specialised in innovation programmes for the financial services sector around the world where he led financial inclusion initiatives with the Gates Foundation.

Previous appointments include roles as Senior Independent Director of the Bank of England's RTGS/CHAPS Board, member of the Board Financial Crime Risk Committee of Standard Chartered Bank, Chairman of open banking platform Atto, and Senior Executive Advisor to Booz | Allen | Hamilton's Financial Services practice.

External appointments

Independent Chairman, PPRO GmbH; Independent Director, Starling Bank; Independent Director, Payoneer; Chairman, FinTechStage.

Mark Dixon

Chief Executive Officer
Founder

Experience

Mark is one of Europe's best-known entrepreneurs and, since founding the Regus Group in Brussels, Belgium in 1989, he has achieved a formidable reputation for leadership and innovation. By understanding the way that globalisation, personal mobility and digital technology have enabled new ways of working, Mark has overseen the growth of IWG into the world's largest workspace provider.

Prior to Regus and IWG he established businesses in the retail and wholesale food industry.

Mark has received many awards for enterprise and is widely acknowledged as one of the pioneers of the workspace industry who revolutionised the way business approaches its property needs with his vision of the future of work.

Laurie Harris

Independent Non-Executive Director
Appointed to the Board on 14 May 2019.

Experience

Laurie was a global engagement audit partner with PricewaterhouseCoopers LLP, advising large public companies, including Fortune 100 financial services companies, in the US and internationally over her 38-year career. Laurie is Chair of the Audit Committee as the Board considers her to have recent and relevant financial experience.

External appointments

Independent Director and Audit Committee Chair, QBE North America; Independent Director and Audit Committee Chair, Hagerty Inc (NYSE: HGTY); Independent Director and Audit Committee Chair, Everlake Insurance Company. She previously served as Independent Director and Audit Committee Chair, Synchronoss Technologies, Inc. (NASDAQ: SNCR).

Nina Henderson

Independent Non-Executive Director with oversight of employee engagement and CSR
Appointed to the Board on 20 May 2014.

Experience

In a 30-year career with Bestfoods Nina held international and North American general management and executive marketing positions, including Corporate Vice President of Bestfoods and President of Bestfoods Grocery. She has also served as director of numerous companies including Hikma Pharmaceuticals plc (LSE: HKM), AXA Financial Inc., Royal Dutch Shell plc, Del Monte Food Company and Pactiv Corporation. She holds a BSc (Hons) from Drexel University.

External appointments

Director and Human Resource Compensation Committee Chair, CNO Financial Inc. (NYSE: CNO); Vice Chair, Drexel University's Board of Trustees; Commissioner, Smithsonian National Portrait Gallery; Director, the Foreign Policy Association; Director, VNS Health; Trustee, Philadelphia Orchestra & Ensemble Arts; Director, St Christopher's Children's Hospital.

Stephen Jennings

Independent Non-Executive Director
Appointed to the Board on 20 May 2025.

Experience

Stephen served as a senior Strategy Principal at Deloitte, LLP, and as a member of Deloitte's U.S. Board of Directors and Deloitte Touche Tohmatsu's Global Board of Directors until his retirement in 2023. Stephen was the Managing Partner of Monitor Group from 2006, until its acquisition by Deloitte in 2013.

In addition to his expertise in enterprise growth, innovation, M&A, organisation transformations, and strategy, Stephen brings deep corporate governance experience from advising Fortune Global 500 C-suite executives and Boards of Directors.

His previous board experience includes serving as Chair of the Board at AspenTech (NASDAQ:AZPN) and as an independent Director of LTX-Credence (NASDAQ:LTXC).

External appointments

Lead Independent Director, Analog Devices (NASDAQ:ADI).

Sophie L'Hélias

Independent Non-Executive Director
Appointed to the Board 1 December 2022.

Experience

Sophie is founder President of LeaderXXchange® which advises investors and companies on governance and sustainability. She initially practised as a M&A lawyer in the US and Europe, and later specialised in finance as Managing Director of a New York-based investment fund. Sophie is a co-founder of the International Corporate Governance Network. She has served as Chair of Suez SA and Lead Independent Director of Kering.

External appointments

Non-Executive Director, Herbalife (NYSE); Non-Executive Director, Africa50; Non-Executive Director, Agence France-Locale; Non-Executive Director, Echiquier Positive Impact Europe funds; Non-Executive Director; Member, HCGE (Haut Comité de Gouvernement d'Entreprise); Senior Fellow, The Conference Board ESG Center in New York.

Tarun Lal

Independent Non-Executive Director
Appointed to the Board on 10 May 2022

Experience

Tarun, born in Bhagalpur and raised in Delhi, India, brings extensive franchising expertise to the Board from over 25 years with Yum! Brands, Inc., where he served as President of KFC U.S. until May 2025 and previously held executive roles, including KFC's Global Chief Operating Officer and Managing Director – KFC Middle East, Pakistan, Turkey, Africa, and India.

External appointments

CEO and Director, Dave & Buster's Entertainment, Inc. (NASDAQ:PLAY).

Charlie Steel

Chief Financial Officer
Appointed to the Board on 1 November 2022.

Experience

Prior to joining IWG, Charlie was Chief Financial Officer of Babylon, a US-listed digital-first, value-based healthcare provider, Global Head of Corporate Development at CMC Markets, a retail-focused financial services business, Vice President at Deutsche Bank AG and held positions at Lehman Brothers and IBM. Charlie holds a degree in Economics and Management from the University of Oxford.

External appointments

Non-Executive Director and Chair of the Audit Committee, Department of Work and Pensions in the UK Government; Non-Executive Director, AICPA.

Douglas Sutherland

Chairman (independent on appointment)
Appointed to the Board 27 August 2008.
Appointed as Chairman 18 May 2010.

Experience

Douglas was Chief Financial Officer of Skype during its acquisition by eBay. Prior to this, Douglas was an Arthur Andersen Partner with international management responsibilities. He has served as a director of companies in multiple jurisdictions and was the founding Chairman of the American Chamber of Commerce in Luxembourg.

External appointments

Chairman, Socrates Health Solutions Inc.;
Director, Medtop Group S.A.; Member of the
board of managers, Al Monet Parento S.à.r.l.

