

# Notice of Annual General Meeting

Friday 24 May 2019  
at 11.00 am

To be held at  
240 Blackfriars Road,  
London SE1 8BF

**THIS DOCUMENT IS IMPORTANT  
AND REQUIRES YOUR IMMEDIATE  
ATTENTION.**

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Informa PLC, you should forward this Notice of Annual General Meeting, together with the accompanying documents, to the purchaser or transferee or to the person who arranged the sale or transfer so that they can be passed to the person who now holds the shares.



17 April 2019

Dear Shareholder

**2019 Annual General Meeting**

I am pleased to invite you to the 2019 Annual General Meeting (AGM) of Informa PLC (the Company) which will be held at 240 Blackfriars Road, London SE1 8BF on Friday 24 May 2019 at 11.00 am. The formal notice convening the AGM is set out on pages 3 to 4 of this Notice (the Notice). Explanatory notes to the resolutions and other shareholder information are set out on pages 5 to 10 of this Notice.

The AGM provides an opportunity for you to meet the Board and to ask questions about the business of the Company.

**Voting**

In order to allow the voting preferences of all shareholders to be taken into account, a poll vote will be conducted on all resolutions at the AGM. The results of the voting will be posted on the Company's website after the meeting and notified to the London Stock Exchange.

If you are unable to attend the AGM but would like to exercise your right to vote on the resolutions contained within this Notice, please complete the Form of Proxy that was also sent to you and return it to our Registrar, Computershare, to arrive no later than 11.00 am on Wednesday 22 May 2019.

Alternatively, you may register your proxy appointment electronically by visiting Computershare's website ([www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)). Electronic proxy appointments must also be lodged no later than 11.00 am on 22 May 2019.

Further information on appointing a proxy is given on pages 9 to 10 of this Notice.

**Board Changes**

In accordance with the UK Corporate Governance Code (the Code), with the exception of Greg Lock, all Directors will stand for election or re-election at the AGM. Greg Lock joined as Deputy Chairman for one year following the acquisition of UBM plc and he will retire from the Board at the conclusion of the AGM on 24 May 2019.

Since the last AGM, Mary McDowell and David Wei have been appointed to the Board as independent Non-Executive Directors. Both were appointed in June 2018 having previously served as independent Non-Executive Directors of UBM plc.

Biographies for all Directors who served on the Board are set out on pages 94 to 95 of the Annual Report and also available on our website: [www.informa.com](http://www.informa.com).

**Final Dividend**

Shareholders are being asked to approve a final dividend of 14.85 pence per ordinary share for the year ended 31 December 2018. Subject to shareholder approval, it is expected that the final dividend will be paid on 31 May 2019 to all ordinary shareholders on the register of members at the close of business on 26 April 2019.


Details of the Company's Dividend Reinvestment Plan, including full terms of reference and eligibility for shareholders based outside the UK, are available from Computershare's website: [www.investorcentre.co.uk](http://www.investorcentre.co.uk).

**Recommendation**

Your Board considers that the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of each of them. The Directors intend to vote in favour of these resolutions in respect of their own shareholdings.

The other Directors and I look forward to seeing as many of you as possible at the AGM and thank you for your continued support.

Yours faithfully



**Derek Mapp**  
Chairman

**Informa PLC**

Registered Office: 5 Howick Place, London SW1P 1WG  
Registered in England & Wales No: 8860726

# Notice of 2019 Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held at 240 Blackfriars Road, London SE1 8BF on Friday 24 May 2019 at 11.00 am, to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 19 will be proposed as ordinary resolutions and Resolutions 20 to 23 will be proposed as special resolutions.

## ORDINARY RESOLUTIONS

### Resolution 1

To receive the Annual Report and audited financial statements of the Company for the year ended 31 December 2018 (Annual Report) and the reports of the Directors and Auditor on such Annual Report.

### Resolution 2

To approve the Directors' Remuneration Report set out on pages 113 to 125 of the Annual Report.

### Resolution 3

To approve a final dividend for the year ended 31 December 2018 of 14.85 pence per ordinary share.

### Resolution 4

To elect Mary McDowell as a Director.

### Resolution 5

To elect David Wei as a Director.

### Resolution 6

To re-elect Derek Mapp as a Director.

### Resolution 7

To re-elect Stephen A. Carter as a Director.

### Resolution 8

To re-elect Gareth Wright as a Director.

### Resolution 9

To re-elect Gareth Bullock as a Director.

### Resolution 10

To re-elect Cindy Rose as a Director.

### Resolution 11

To re-elect Helen Owers as a Director.

### Resolution 12

To re-elect Stephen Davidson as a Director.

### Resolution 13

To re-elect David Flaschen as a Director.

### Resolution 14

To re-elect John Rishton as a Director.

### Resolution 15

To reappoint Deloitte LLP as Auditor of the Company until the conclusion of the next general meeting at which accounts are laid.

### Resolution 16

To authorise the Audit Committee, for and on behalf of the Board, to determine the Auditor's remuneration.

### Resolution 17: Authority to make political donations

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the 2006 Act), the Company, and any company which is or becomes a subsidiary of the Company at any time during the period for which this resolution has effect, is generally authorised to:

- (i) make political donations to political parties or independent election candidates, not exceeding £30,000 in aggregate;
- (ii) make political donations to political organisations other than political parties not exceeding £30,000 in aggregate; and
- (iii) incur political expenditure not exceeding £30,000 in aggregate.

This authority will commence on the date this resolution is passed and expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020.

Any terms used in this resolution which are defined in Part 14 of the 2006 Act shall bear the same meaning for the purposes of this resolution.

### Resolution 18: Approval of the Informa ShareSave Plan

That:

- (i) the rules of the Informa ShareSave Plan (the Plan), in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, the principal terms of which are summarised on pages 7 to 8 of this Notice, be and are hereby approved and the Directors be and are hereby authorised to adopt the Plan and to do all acts and things that they consider necessary or expedient to give effect to the Plan; and
- (ii) the Directors be and are hereby authorised to adopt further plans based on the Plan, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.

### Resolution 19: Authority to allot shares

That, in accordance with section 551 of the 2006 Act and in substitution for all existing authorities, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £125,179.

This authority will apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020 (unless previously renewed, varied or revoked by the Company in a general meeting), but so that the Company may make offers and enter into agreements before this authority expires which would, or might, require shares to be allotted or subscription or conversion rights to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if this authority had not expired.

## SPECIAL RESOLUTIONS

### Resolution 20: General power to disapply pre-emption rights

That, in substitution for all existing powers and subject to the passing of Resolution 19, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash under the authority given by Resolution 19 and/or to sell treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
  - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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 the requirement of any regulatory body or stock exchange or any other matter; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to an aggregate nominal amount of £62,589.

This authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020 (unless previously renewed, varied or revoked by the Company in a general meeting), but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

### Resolution 21: Additional power to disapply pre-emption rights for acquisitions or capital investments

That, in addition to any authority granted under Resolution 20 and subject to the passing of Resolution 19, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash under the authority given by Resolution 19 and/or, pursuant to section 573 of the 2006 Act, to sell treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £62,589; and
- (ii) used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines 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.

This authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020 but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

### Resolution 22: Authority to purchase own shares

That, in accordance with section 701 of the 2006 Act, the Company is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the 2006 Act) of its ordinary shares on such terms as the Directors think fit, provided that:

- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 125,179,000 (representing just under 10% of the issued ordinary share capital);
- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value; and
- (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
  - (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

This authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020, provided that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after the expiry of this authority and to purchase ordinary shares in accordance with such contract as if the authority conferred had not expired.

### Resolution 23: Notice period for general meetings, other than annual general meetings

That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board



**Rupert Hopley**  
Company Secretary

17 April 2019

Registered Office: 5 Howick Place, London SW1P 1WG

Registered in England and Wales No: 8860726

# Explanatory Notes on Resolutions

## **Resolution 1 – Annual Report and Financial Statements**

For each financial year, the Directors must present the Annual Report to shareholders at the annual general meeting. The Strategic Report, Governance Review, Directors' Remuneration Report, Directors' Report, Auditor's Report and financial statements are contained within the Annual Report.

## **Resolution 2 – Directors' Remuneration Report**

Section 439 of the 2006 Act requires the Company to put the Directors' Remuneration Report (set out on pages 113 to 125 of the Annual Report) to an advisory vote at each annual general meeting. The Directors' Remuneration Policy was approved by shareholders at the AGM held on 25 May 2018 for a period of three years and is therefore not required to be put to shareholders for approval at this year's AGM. The Policy can be found on the Company's website: [www.informa.com](http://www.informa.com).

The Company's auditor, Deloitte LLP, has audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on pages 134 to 145 of the Annual Report.

## **Resolution 3 – Final Dividend**

This resolution seeks shareholder approval for a final dividend of 14.85 pence per share for the year ended 31 December 2018. If approved, the final dividend will be paid gross of any applicable tax on 31 May 2019 to shareholders on the register at the close of business on 26 April 2019.

## **Resolutions 4 to 14 – Election and Re-election of Directors**

In accordance with the Code, all Directors are standing for election or re-election, as relevant, at the AGM with the exception of Greg Lock who will retire from the Board at the conclusion of the AGM on 24 May 2019.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that they remain committed to the role and continue to be an effective and valuable member of the Board. The Board is also content that each Non-Executive Director offering themselves for election or re-election is independent and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, shareholders are asked to approve the election of Mary McDowell and David Wei as Directors and the re-election of the other Directors at the AGM.

The Board is satisfied that each of the Directors proposed for election and re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge the duties and responsibilities of a director effectively.

Biographical details for each Director can be found on pages 94 and 95 of the 2018 Annual Report and at [www.informa.com](http://www.informa.com).

## **Resolutions 15 and 16 – Re-appointment of Auditor and auditor's remuneration**

The 2006 Act requires that the Company appoints an auditor at each general meeting at which accounts are laid before shareholders. The auditor will usually hold office until the conclusion of the next general meeting at which accounts are presented.

Deloitte LLP have indicated their willingness to continue in office as auditor of the Company. Accordingly, on the recommendation of the Audit Committee, the Board proposes that Deloitte LLP be reappointed as the Company's auditor.

Resolution 16 proposes that the Audit Committee be authorised to determine the remuneration of the auditor. Section 492 of the 2006 Act requires the auditor's remuneration to be fixed by

ordinary resolution of the shareholders or in such manner as the shareholders may, by ordinary resolution, determine. In practice, and in line with the Code, the Audit Committee considers and approves audit fees for and on behalf of the Board. Details of the remuneration paid to the auditor for the year ended 31 December 2018 (including non-audit fees) are set out on page 170 of the Annual Report.

## **Resolution 17 – Authority to make political donations**

The authority being proposed in this resolution is a renewal of the authority granted at the 2018 AGM for the Informa Group to make donations to political parties, independent election candidates and political organisations and to incur political expenditure.

The Company's policy currently prohibits any donations to political parties within the ordinary meaning of those words and the Directors have no intention of using this authority for that purpose nor did they use it during 2018. The definition of political donations used in the 2006 Act is very broad and as a result could inadvertently catch legitimate activities such as policy review, law reform and the representation of the business community and special interest groups (such as those concerned with the environment) which the Company may wish to support. These activities are not designed to support any political party nor to influence public support for a particular party.

In accordance with section 366 of the 2006 Act, the Directors have decided to seek renewal of the current shareholder authority for political donations and political expenditure as a precautionary measure to ensure the Company and its subsidiaries do not inadvertently breach the 2006 Act.

This authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or 30 June 2020 and the Directors expect to seek to renew this authority at each AGM.

## **Resolution 18 – Approval of the Informa ShareSave Plan**

Resolution 18 seeks shareholder approval to adopt and operate the Plan (an all-employee savings and share option plan) in the UK and other selected jurisdictions globally. A summary of the proposed Plan is set out on pages 7 to 8 of this Notice.

## **Resolution 19 – Authority to allot shares**

Under the 2006 Act, the Company's Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders in general meeting.

Resolution 19 will, if passed, authorise the Directors to allot (or grant rights over) ordinary shares up to a nominal amount of £125,179 (representing 125,179,000 ordinary shares of 0.1 pence each). The Investment Association's Share Capital Management Guidelines allow this authority to apply up to a nominal amount of up to 33.33% of a company's issued ordinary share capital. However, the Directors do not wish to take the full authority and are therefore seeking shareholder approval to allot new shares up to 10% of the Company's issued ordinary share capital as at 16 April 2019 (being the latest practicable date prior to the publication of this Notice).

If passed, the authority will apply until the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020, whichever is earlier but the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

The Directors have no present intention to exercise the authority sought under this Resolution.

As at the date of this Notice, the Company does not hold any shares in treasury.

#### **Resolutions 20 and 21 – Disapplication of pre-emption rights**

Under section 561(1) of the 2006 Act, if the Directors wish to allot ordinary shares or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer those ordinary shares to existing shareholders in proportion to their holdings.

There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares or the sale of treasury shares for cash without a pre-emptive offer to existing shareholders. Section 570 of the 2006 Act permits the disapplication of these pre-emption rights.

Resolutions 20 and 21 renew the authorities that were given at the 2018 AGM and comply with the latest Pre-Emption Group recommendations in relation to the disapplication of pre-emption rights. Both resolutions will be proposed as special resolutions and require 75% of the votes cast to be in favour of the resolutions.

Resolution 20 will permit the Board to allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a maximum nominal amount of £62,589. This amount represents approximately 5% of the Company's issued ordinary share capital as at 16 April 2019 (being the latest practicable date prior to publication of this Notice).

Resolution 21 will permit the Board to additionally allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a further maximum nominal amount of £62,589. This amount also represents approximately 5% of the Company's issued ordinary share capital as at 16 April 2019. The Board will only use the power conferred by Resolution 21 in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and disclosed in the announcement of the issue.

The Directors have no present intention to exercise the authorities conferred by these resolutions.

The Directors confirm their intention to follow the provisions of the Pre-Emption Group Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. Those provisions provide that a company should not allot shares for cash representing either in excess of an amount equal to 5% of the total issued ordinary share capital (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital (excluding treasury shares) within a rolling three-year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

The Pre-emption Group's Statement of Principles can be found at <http://www.pre-emptiongroup.org.uk/>.

These authorities will automatically expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020.

#### **Resolution 22 – Authority to purchase own shares**

This resolution, which will be proposed as a special resolution and requires 75% of the votes cast to be in favour, renews the authority granted at last year's AGM. The resolution authorises the Company to buy back up to 125,179,000 of its issued ordinary

shares. This is equal to 10% of the Company's issued ordinary shares on 16 April 2019 (being the latest practicable date prior to publication of this Notice). The resolution sets out the lowest and highest prices that the Company can pay for the ordinary shares.

The Directors have no present intention of exercising this authority to buy back the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, the Directors believe that the effect of such purchases could be expected to lead to an increase in net asset value per share for the remaining shareholders and would be in the best interests of shareholders generally, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company.

Any shares which are bought back under this authority may either be cancelled or held in treasury. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. If resolution 22 is passed and purchases made, it is the Company's present intention that it would cancel all shares purchased pursuant to the authority granted. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors would reassess whether to cancel the purchased shares or hold them in treasury at the time of any and each actual purchase.

As at 16 April 2019 (being the latest practicable date prior to publication of this Notice), employee share awards were outstanding over 7,786,591 ordinary shares, representing approximately 0.62% of the Company's issued ordinary share capital (excluding treasury shares). If the proposed market purchase authority were used in full, the total number of awards outstanding would represent approximately 0.69% of the Company's issued ordinary share capital (excluding treasury shares).

The authority will automatically expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020.

#### **Resolution 23 – Authority to call General Meetings on 14 days' notice**

This resolution, which will be proposed as a special resolution and requires 75% of the votes cast to be in favour, would renew the authority that was given at the 2018 AGM and allow the Company to call general meetings (other than annual general meetings) on 14 clear days' notice.

The 2006 Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice.

The authority granted by this resolution, if passed, will be effective until the Company's next annual general meeting when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will only be used where, taking into account the circumstances, the Directors consider it is merited by the business of the general meeting and is thought to be to the advantage of the Company and shareholders as a whole. The Company offers the facility for all shareholders to vote by electronic means at any general meeting. The Company also provides the ability to appoint proxies electronically through CREST and retail shareholders can vote online via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

# Summary of the Informa ShareSave Plan (the Plan)

The Plan is an all-employee savings-related share option plan which is split into two parts. Part A is for UK participants and is designed to meet the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 (Schedule 3). Part B is for non-UK participants and is designed to replicate Part A, modified as necessary to take account of any specific non-UK requirements and/or to provide more flexibility where desirable than is permitted under Schedule 3.

## Part A: UK Rules

A summary of the main features of Part A is set out below.

### Eligibility

An individual must be an employee or full-time Director of the Company (full-time meaning not less than 25 hours per week) or a participating subsidiary who is tax-resident in the UK on the date that options under the Plan (Options) are granted and who has been an employee or full-time Director for a qualifying service period set by the Board (not exceeding five years).

The Board has discretion to nominate employees who do not satisfy the above conditions to participate in the Plan and can also decide which subsidiaries participate.

### Grant of Options

The Board may at any time (but subject to any relevant regulatory restrictions) invite all eligible employees to apply for Options. No Options may be granted more than ten years from the date of approval of the Plan by shareholders.

Options are not pensionable and are personal to optionholders (they cannot be transferred except on death).

### Savings contracts

An eligible employee who applies for an Option must also enter into a savings contract approved by HMRC for a specified period of three or five years. The Board has discretion to decide which of the savings contracts will be available. Under this contract, the employee will agree to make monthly savings contributions of a fixed amount set by the Board (which may not exceed the statutory maximum (currently, £500 per month)).

Shares may only be acquired under the Plan on the exercise of the Option using the payment under this contract (including any interest, unless the Board decides otherwise).

### Price

The Board shall set the price payable for each Share under Option, provided that the price shall not be less than the higher of:

- (a) 80% of the middle-market quotation for a Share in the Daily Official List of the London Stock Exchange (Daily Official List) on the dealing day preceding the date on which invitations to apply for Options are issued or 80% of the average of the middle-market quotations for a Share in the Daily Official List on the three consecutive dealing days before the date on which invitations to apply for Options are issued (or on such other dealing day or days as may be agreed with HMRC, if required); and

- (b) the nominal value of a Share, if the Option relates to new Shares.

### Overall limit

The number of the Company's unissued Shares that may be issued or placed under option or award in any period of ten years under the Company's employee share plans, including the Plan, may not exceed such number of Shares as represents 10% of the Company's ordinary share capital in issue from time to time.

Shares transferred out of treasury to satisfy Options will count towards this limit for so long as this is required by institutional investor guidelines.

### Scaling down

Applications to participate in the Plan may be scaled down by the Board if they exceed the number of Shares available for the grant of Options. The ways in which scaling down may be carried out are set out in the Plan.

### Exercise of Options

An Option can normally be exercised from the date the optionholder completed their three-year or five-year savings contract for a period of six months. Special provisions allow early exercise in the case of death, injury, disability, redundancy, retirement or because the Company or business which employs the optionholder is transferred out of the Company's group.

If an optionholder ceases employment for any other reason within three years of the grant date, their Option will lapse. Special provisions also allow early exercise on a change of control, reconstruction or winding up of the Company but internal reorganisations do not automatically trigger the early exercise.

### Variation of capital

In the event of any variation in the share capital of the Company, the Board may make such adjustments as it considers appropriate to the number of Shares under Option and the Option price. Any variation must ensure that the total market value of the Shares under Option and the total Option price must be substantially the same before and after the variation.

### Amendments

The Board may, at any time, amend the Plan but prior approval of the Company in general meeting is required for any amendment to the advantage of optionholders which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining an optionholder's entitlement to, and the terms of, Shares provided under the Plan, and the adjustments that may be made in the event of any variation of share capital.

The only exceptions to this requirement are minor amendments to benefit the administration of the Plan, take account of a change in legislation or obtain or maintain favourable tax, exchange control or regulatory treatment for optionholders, the Company or any member of the Company's Group.

Any amendment to the material disadvantage of optionholders in relation to Options already granted to them requires their majority consent.

## **Part B: International Rules**

The main features of Part B replicate Part A except as follows:

### **Eligibility**

An individual does not need to be tax-resident in the UK to participate in the Plan.

### **Savings contracts**

An eligible employee does not have to enter into a savings contract approved by HMRC. The Board can approve a savings contract and determine how the savings by each participant will be made.

### **Price**

The price payable for each Share under Option will be the same as set under Part A but the Board has discretion to decide otherwise.

### **Settlement of Options**

The Board has discretion to determine whether it would be appropriate to net settle or cash settle the Options. To net settle the Options, the Board may allot or transfer the net number of Shares after deducting the number of Shares that is equal in value to the total price payable to exercise the Option. To cash settle the Options, the Board may transfer a cash sum to the optionholder equal in value to the net number of Shares that would otherwise be transferred to the optionholder.

### **Tax arrangements**

For optionholders who are not subject to tax in the US, the Board has discretion to amend an exercise period to take account of local legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for optionholders, the Company or any subsidiary.

To meet any tax liability arising, an optionholder must enter into any arrangements acceptable to the Board to ensure this tax liability is met.

### **Savings shortfall**

Optionholders are permitted to "top up" their savings in certain circumstances to the extent necessary to take account of up to 12 missed monthly contributions and any relevant fluctuations in exchange rates.



# Shareholder Notes

## Entitlement to attend and vote

1. Only those shareholders whose names are registered on the register of members of the Company at 10.00 pm on Wednesday 22 May 2019 (or, in the event of any adjournment, 10.00 pm on the date which is two days before the time of the adjourned meeting excluding any non-working days) are entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.
2. Any shareholder attending the meeting has the right to ask questions. The Company must provide an answer to 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.

## Appointment of proxy

3. Shareholders 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 meeting. A proxy need not be a member of the Company. 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. Any shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on their behalf.

A proxy form which must be used to make such appointment and give proxy instructions accompanies this Notice. Please read the instructions on the proxy form to ensure the valid appointment of your proxy or proxies. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare on 0370 707 1679. Lines are open from 8.30 am to 5.30 pm, Monday to Friday. You can only appoint a proxy using the procedures set out in these notes.

To be valid, any proxy form, and the original (or a certified true copy) of any power of attorney or other authority under which the proxy form is signed, must be deposited at the offices of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BL99 6ZY, no later than 11.00 am on Wednesday 22 May 2019. A reply-paid envelope has been enclosed for the return of your proxy form.

Alternatively, shareholders may register the appointment of a proxy electronically by logging on to the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To appoint a proxy electronically, you will require the Control Number, Shareholder Reference Number and PIN detailed on your proxy form or the electronic broadcast you received from us.

Electronic proxy appointments must be also be received by the Company's Registrar, Computershare, no later than 11.00 am on Wednesday 22 May 2019. Proxies received after that date or sent to any other address, will not be valid. Any electronic communication found to contain a computer virus will not be accepted.

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).

The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a member attending the AGM and voting in person if they wish to do so.

Shareholders may not use any electronic address provided either in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this Notice for the purpose of lodging instructions for the 2019 AGM. Similarly, the Company's website may not be used to send documents or instructions for the AGM.

## CREST

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on Friday 24 May 2019 and any adjournment(s) thereof 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 voting 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.

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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or 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 3RA50) by the latest time(s) for receipt of proxy appointments specified in this Notice.

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 Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that

Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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(s), 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 regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

#### **Corporate Representatives**

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

#### **Nominated Persons**

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the member by whom they were 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, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in Note 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

Nominated Persons are reminded that they should contact the registered holder of their shares, and not the Company, on matters relating to their investments in the Company.

#### **Total voting rights**

7. As at 16 April 2019 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 1,251,798,534 ordinary shares carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 16 April 2019 are 1,251,798,534.

#### **Requests under section 527 of the 2006 Act**

8. Under section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section 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 (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when 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 section 527 of the 2006 Act to publish on a website.

#### **Documents available for inspection**

9. Copies of the Executive Directors' service contracts, letters of appointment of the Non- Executive Directors and the proposed rules of the Informa ShareSave Plan are available for inspection at the registered office of the Company during normal business hours from the date of this Notice and will be available at the place of the AGM from 10.00 am until its conclusion.

#### **Website**

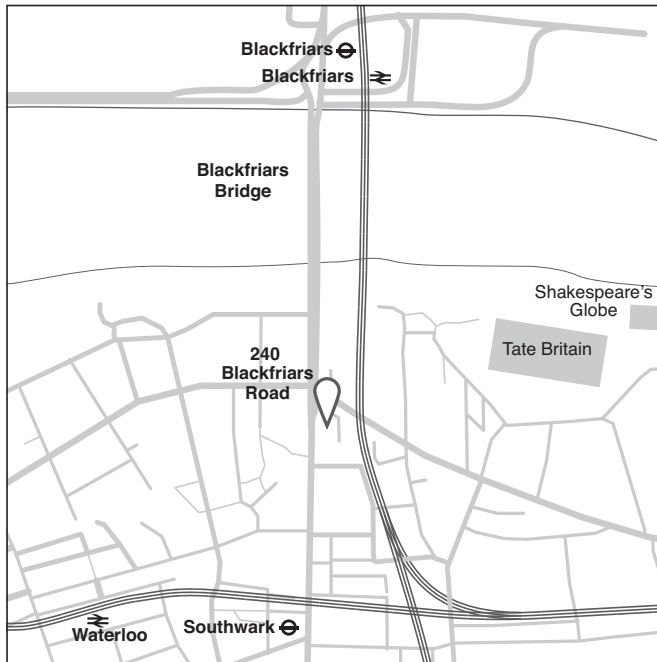
10. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at [www.informa.com](http://www.informa.com).

#### **Voting results**

11. The results of the voting at the AGM will be announced through a regulatory information service and will appear on our website [www.informa.com](http://www.informa.com) as soon as reasonably practicable following the conclusion of the AGM.

## Additional information for Shareholders attending the Annual General Meeting

The AGM will be held at 240 Blackfriars Road, London SE1 8BF on Friday 24 May 2019 and will start promptly at 11.00 am



### AGM schedule

**10.00 am** Registration opens

**11.00 am** AGM starts

The poll results will be released to the London Stock Exchange as soon as practicable following the conclusion of the AGM.

### Registration

Attendance Cards should be presented to the Registrar's staff who will be available as you arrive at the venue. Corporate representatives, proxies and guests should register at the registration desks, which will be clearly signposted.

### Persons with special needs

The AGM will be held on the 19th floor of 240 Blackfriars Road, London SE1 8BF. Please speak to security at main reception and say you are attending the Informa AGM if you need assistance.

### Refreshments

Tea and coffee will be available before the AGM.

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