

INFORMA PLC

# NOTICE OF ANNUAL GENERAL MEETING

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Thursday 19 May 2016  
at 9.00 am

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To be held at the Conrad London St. James Hotel,  
22-28 Broadway, London, SW1H 0BH

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 a stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Informa PLC, please forward this document and the accompanying form of proxy 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.

**informa**



11 April 2016

Dear Shareholder,

## **INFORMA PLC (the “Company”)**

### **Annual General Meeting – 19 May 2016**

I have pleasure in inviting you to the Company’s 2016 Annual General Meeting (“AGM”) to be held at 9.00 am on Thursday 19 May 2016 at the Conrad London St. James Hotel, 22-28 Broadway, London SW1H 0BH. The formal notice convening the AGM is on pages 4 to 7 of this document which sets out the business to be considered at the meeting.

The AGM provides an opportunity for your Directors to meet with you, provide our thoughts on the development of the Company and answer your questions. Accordingly, we encourage Shareholders to attend the meeting.

If you would like to vote on the resolutions but are unable to attend, please complete the Form of Proxy that was sent to you with this notice and return it no later than 9.00 am on 17 May 2016. Alternatively, you may register your appointment of proxy electronically by logging on to the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 9.00 am 17 May 2016.

Further information on the various ways you can appoint a proxy is given in the Shareholder notes on pages 8 and 9.

Please note that if you do appoint a proxy, you may still attend, speak and vote at the meeting in person.

We will take all Resolutions on a poll vote. On a poll, each Shareholder has one vote for every share held. The results of the voting will be posted on the Company’s website after the meeting and notified to the London Stock Exchange.

There are 19 Resolutions proposed this year. Explanatory notes for each proposed Resolution are contained in Part II of the enclosed Notice of Meeting.

Your Directors consider the Resolutions proposed to be in the best interests of Shareholders as a whole and unanimously recommend Shareholders to vote in favour of them all, as they intend to do in respect of their own shareholdings.

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

Yours sincerely,



**Derek Mapp**  
Chairman

# Part I

## NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 Annual General Meeting of Informa PLC will be held at the Conrad London St. James Hotel, 22-28 Broadway, London SW1H 0BH on Thursday 19 May 2016 at 9.00 am, to consider the following business:

Resolutions 1 to 16 will be proposed as Ordinary Resolutions. Resolutions 17, 18 and 19 will be proposed as Special Resolutions.

## ORDINARY RESOLUTIONS

### Resolution 1

To receive the Annual Report and Financial Statements of the Company for the year ended 31 December 2015 ("the Accounts") and the reports of the Directors and auditors on such Accounts.

### Resolution 2

To declare a final dividend for the year ended 31 December 2015 of 13.55 pence per Ordinary Share.

### Resolution 3

To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy), as set out in the Accounts.

### Resolution 4

To re-elect Derek Mapp as a Director.

### Resolution 5

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

### Resolution 6

To re-elect Gareth Wright as a Director.

### Resolution 7

To re-elect Gareth Bullock as a Director.

### Resolution 8

To re-elect Dr Brendan O'Neill as a Director.

### Resolution 9

To re-elect Cindy Rose as a Director.

### Resolution 10

To re-elect Helen Owers as a Director.

### Resolution 11

To elect Stephen Davidson as a Director.

### Resolution 12

To elect David Flaschen as a Director.

### Resolution 13

To reappoint Deloitte LLP, Chartered Accountants and Statutory Auditors, as auditors of the Company until the conclusion of the next AGM at which accounts are laid before the Company.

### Resolution 14

To authorise the Audit Committee (for and on behalf of the Directors) to determine the remuneration of the auditors.

### Resolution 15

In accordance with sections 366 and 367 of the Companies Act 2006 ("the 2006 Act"), to authorise the Company and all companies that are its subsidiaries at any time during the period for which this Resolution has effect to:

- (i) make political donations to political parties or independent election candidates (as such terms are defined in sections

363 and 364 of the 2006 Act), not exceeding £30,000 in aggregate;

- (ii) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the 2006 Act), not exceeding £30,000 in aggregate; and
- (iii) incur political expenditure (as such term is defined in section 365 of the 2006 Act), not exceeding £30,000 in aggregate.

This authority shall commence on the date of this Resolution and expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2017.

### Resolution 16

In accordance with section 551 of the 2006 Act and in substitution for all existing authorities, to authorise the Directors generally and unconditionally 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:

- (i) up to an aggregate nominal amount of £216,313 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (ii) of this Resolution 16 in excess of £216,313); and
- (ii) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate amount of £432,627 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (i) of this Resolution 16) in connection with an offer by way of a rights issue:
  - (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 any other matter.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, or, if earlier, at the close of business on 30 June 2017 (unless previously renewed, varied or revoked by the Company in a general meeting), provided that the Company may make offers and enter into agreements before this authority expires which would, or might, require equity securities 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 17

In substitution for all existing powers and subject to the passing of Resolution 16, that the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot

equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 16 and/or, pursuant to section 573 of the 2006 Act, to sell treasury shares for cash, in each case as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall 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 (but in the case of an allotment pursuant to the authority granted under paragraph (ii) of Resolution 16, to be limited to the allotment of equity securities by way of a rights issue only):
  - (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,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (ii) in the case of an allotment (otherwise than under paragraph (i) of this Resolution) of equity securities or sale of treasury shares up to an aggregate nominal amount of £64,894 which represents 10% of the Company's issued share capital as at 4 April 2016.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2017, save that the Company may, before this power expires, make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

#### **Resolution 18**

That in accordance with section 701 of the 2006 Act, the Company be 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 number of Ordinary Shares that may be purchased is 64,894,124, being 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 4 April 2016;
- (ii) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 0.1 pence; 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 venue where the purchase is carried out.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2017, 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 19**

That the Directors be authorised to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice.

By order of the Board



**Rupert Hopley**  
Company Secretary

11 April 2016

Registered Office: 5 Howick Place, London SW1P 1WG

Registered in England and Wales No: 8860726

# Part II

## EXPLANATORY NOTES ON RESOLUTIONS

### Resolution 1 – Annual Report and Financial Statements (“the Accounts”)

For each financial year, the Directors must present the Accounts of the Company to Shareholders at the AGM.

### Resolution 2 – Final Dividend

This resolution seeks Shareholder approval for a final dividend of 13.55 pence per share for the year ended 31 December 2015, which is recommended by your Board. If approved, the final dividend will be paid on 26 May 2016 to those Shareholders on the register at the close of business on 29 April 2016.

### Resolution 3 – Directors’ Remuneration Report

This resolution seeks Shareholder approval for the Directors’ Remuneration Report. The Directors’ Remuneration Report can be found on pages 80 to 90 of the Accounts.

The Company’s auditors, Deloitte LLP, has audited those parts of the Directors’ Remuneration Report required to be audited and their report may be found on pages 96 to 101 of the Accounts.

Section 439 of the 2006 Act requires that the Directors’ Remuneration Report for the financial year be put to a vote of Shareholders at the Annual General Meeting. This vote is advisory and the Directors’ entitlement to receive remuneration is not conditional upon it. In compliance with the 2006 Act, Shareholders will be invited to approve the Directors’ Remuneration Report.

The Remuneration Policy, which is contained in pages 92 to 98 of the Directors’ Remuneration Report in the 2014 Annual Report, was approved by Shareholders at the 2015 AGM. As it is not being amended, it is not being put before Shareholders for approval at the 2016 AGM.

### Resolutions 4 to 12 – Election and Re-election of Directors

These resolutions seek the election and re-election of the Company’s Directors.

The UK Corporate Governance Code recommends that Directors should seek re-election by Shareholders annually (Resolutions 4-10) and the re-election of Directors will take effect at the conclusion of the meeting.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role and continues to be an effective and valuable member of the Board. Details of the performance evaluation may be found in the Governance section of the Accounts on page 71. The Board is content that each Non-Executive Director offering themselves for re-election is independent and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, the Board unanimously recommends the re-election of the Directors.

John Davis has served on the Board since 1 October 2005 and will not be seeking re-election. Therefore, following the AGM the Board will comprise nine Directors, consisting of the Chairman, two Executive Directors and six Non-Executive Directors, whose experience and expertise are derived from a range of industries and sectors providing an invaluable perspective on the Company’s business. Biographical details for each Director can be found on pages 62 and 63 of the Accounts and at [www.informa.com](http://www.informa.com).

Resolutions 11 and 12 ask the Shareholders to elect Stephen Davidson and David Flaschen for the first time, as Non-Executive Directors in accordance with the Articles of Association. Further details on their appointment and induction process can be found on page 71 of the Accounts.

The Board proposes the election of Stephen Davidson as a Non-Executive Director having considered his experience as noted on page 9 of this Notice.

The Board proposes the election of David Flaschen as a Non-Executive Director having considered his experience as noted on pages 9 and 10 of this Notice.

### Resolutions 13 and 14 – Re-appointment of auditor and auditor remuneration

The 2006 Act requires that auditors are re-appointed at each AGM at which accounts are presented. The Board on the unanimous recommendation of the Audit Committee, which has evaluated the effectiveness and independence of the external auditor, is proposing the reappointment of Deloitte LLP.

### Resolution 15 – To make political donations

The Company’s policy is not to make donations to any political parties or independent election candidates or for any political purpose. The 2006 Act requires companies to obtain Shareholder consent before they can make donations to a political party, other political organisation or an independent election candidate, or incur any political expenditure. 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. The authority being sought is a precautionary measure to ensure the Company and its subsidiaries do not inadvertently breach the 2006 Act.

### Resolution 16 – 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 the Shareholders in a general meeting. Accordingly, this resolution seeks to grant an authority under section 551 of the 2006 Act to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company.

The aggregate nominal value which can be allotted under the authority set out in this resolution is limited to £216,313 (representing 216,313,000 ordinary shares of 0.1 pence each), which is approximately one third of the issued Ordinary Share capital (excluding treasury shares) of the Company as at 4 April 2016 (being the latest practicable date before publication of this notice). In accordance with guidance issued by the Investment Association (“the IA”), the authority granted in this resolution will authorise the Directors to allot shares, or to grant rights to subscribe for or convert any security into shares, only in connection with a fully pre-emptive rights issue, up to a further nominal value of £216,313 (representing 216,313,000 ordinary shares of 0.1 pence each). This amount (together with the authority provided under paragraph (i) of the resolution) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 4 April 2016. This authority will expire at the

conclusion of the next AGM of the Company. The Directors have no present intention of exercising this authority. However, if they do exercise it, the Directors intend to follow best practice as regards its use as recommended by the IA. As at the date of this Notice, no shares are held by the Company in treasury.

#### **Resolution 17 – Disapplication of pre-emption rights**

Under section 561(1) of the 2006 Act, if the Directors wish to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into, Ordinary Shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must in the first instance offer them 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. This cannot be done under the 2006 Act unless the Shareholders have first waived their pre-emption rights. Resolution 17, to be proposed as a special resolution, asks the Shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of £64,894 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Company's issued Ordinary Share capital as at 4 April 2016 (being the latest practicable date prior to the publication of this notice). In accordance with The Pre-Emption Group's Statement of Principles published on 12 March 2015, the Directors confirm their intention that no more than 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) will be issued for cash on a non pre-emptive basis, and that no more than 7.5% will be issued for cash on a non pre-emptive basis during any rolling three-year period, other than, in each case, in connection with an acquisition or capital investment, which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. This resolution also seeks a disapplication of the pre-emption rights on a rights issue, so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas Shareholders.

#### **Resolution 18 – Authority to purchase own shares**

This resolution, which will be proposed as a special resolution, renews the authority granted at last year's AGM which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own Ordinary Shares as permitted by the 2006 Act. The Board seeks authority to purchase up to 10% of the Company's issued Ordinary Shares (excluding any treasury shares), should market conditions and price justify such action.

The Directors only intend to use this authority to make such purchases if to do so 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.

The minimum price, exclusive of expenses, which may be paid for an Ordinary Share, is 0.1 pence. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of (i) an amount equal to 5% above the average market value for an Ordinary Share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the exchange where the purchase is carried out.

Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares by the Company. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employee share schemes.

As at 4 April 2016 (being the latest practicable date before publication of this notice), employee share options were outstanding over 2,314,055 ordinary shares, representing approximately 0.356% of the Company's issued ordinary share capital (excluding treasury shares). If the proposed market purchase authority were used in full, these purchases would represent approximately 0.396% of the Company's issued ordinary share capital (excluding treasury shares).

The authority will be valid until the conclusion of the next AGM of the Company.

#### **Resolution 19**

This resolution, which will be proposed as a special resolution, would allow the Company to call general meetings (other than Annual General Meetings) on 14 clear days' notice. The Act requires listed companies to call general meetings on at least 21 clear days' notice unless Shareholders have approved the calling of general meetings at shorter notice, which cannot, however, be less than 14 clear days. The 14 clear-day notice period would only be used in exceptional circumstances where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole, and noting the recommendations of the UK Corporate Governance Code 2014 with which the Company would intend to comply. The approval will be effective under the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company offers the facility of all shareholders to vote by electronic means. This is accessible to all shareholders and would be available if the Company was to call a meeting on 14 clear days' notice. The Company also provides the ability to appoint proxies electronically through CREST and Shareholders can vote online via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

# Shareholder Notes

## **Ordinary Shareholders' right to attend, speak and vote at the AGM**

Only those ordinary Shareholders registered in the register of members of the Company at 6.00 pm on 17 May 2016 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the Company specifies that only Shareholders entered on the Company's register of members not later than 6.00 pm on the day two days prior to the reconvened meeting shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.

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.

## **Shareholder right to appoint a proxy**

Members are entitled to appoint one or more proxies 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 member. A Shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare on 0370 707 1679. (Calls to this number cost 10p per minute from a BT landline but are included in some call plans. Other providers' costs may vary. These prices are for indication purposes only, if in doubt you should check with your phone line provider as to the exact cost involved for you to call this number. 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 and the notes to the Form of Proxy.

To be valid, any Form of Proxy, and the original (or a certified true copy) of any power of attorney or other authority under which the Form of Proxy is signed must be deposited at the offices of the Company's Registrar, whose address is shown on the enclosed reply paid envelope, no later than 9.00 am on 17 May 2016.

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 vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed on your Form of Proxy. Electronic proxy appointments must be received by Computershare no later than 9.00 am on 17 May 2016.

A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 9.00 am on 17 May 2016. Please note that any electronic communication found to contain a computer virus will not be accepted.

You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a member attending the AGM and voting in person if he/she wishes to do so.

## **Indirect Investors**

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the member 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 member as to the exercise of voting rights.

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

## **CREST**

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 19 May 2016 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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/CREST](http://www.euroclear.com/CREST). 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 of Meeting.

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 there are no 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.

### **Corporate Representatives**

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.

### **Information available on Informa PLC Corporate Website**

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. The 2015 Annual Report and Notice of Meeting are now available on our website: [www.informa.com/investors](http://www.informa.com/investors). This notification of availability on our website is not a substitute for reading the 2015 Annual Report itself.

### **Total voting rights**

As at 4 April 2016 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 648,941,249 ordinary shares carrying one vote each. The Company does not hold any treasury shares. Therefore, the total voting rights in the Company as at 4 April 2016 (being the last practicable date prior to the publication of this notice) were 648,941,249.

### **Documents available for inspection**

Copies of the Executive Directors' service contracts and letters of appointment of the Non-Executive Directors 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 meeting from 8.45 am until its conclusion.

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

### **Biographical Information on Directors' Seeking Election**

#### **Stephen Davidson (60)**

##### **Non-Executive Director**

Stephen Davidson was appointed to the Board and as Chairman of the Remuneration Committee on 1 September 2015. Stephen brings extensive media, telecommunications, corporate and financial market experience to Informa having acted as Chief Financial Officer and Chief Executive of Telewest, Executive Chairman of Mecom Group plc and Vice-Chairman of Investment Banking at West LB. Over the past 15 years he has held a number of Chairman and Non-Executive positions on the boards of media, telecoms and technology companies. He achieved a 1st Class Honours MA in Mathematics and Statistics from the University of Aberdeen.

He is Chairman of Datatec Limited (JSE, AIM), Actual Experience Plc (AIM) and PRS for Music, Non-Executive Director of Inmarsat Plc (LSE), Non-Executive Director and Chairman of the Audit Committee of Jaywing Group plc (AIM) and Restore plc (AIM).

#### **David Flaschen (60)**

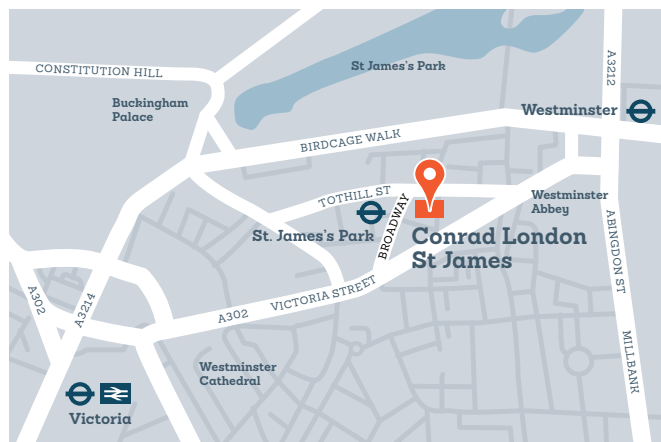
##### **Non-Executive Director**

David Flaschen was appointed to the Board on 1 September 2015 and as a Member of the Audit Committee on 1 October 2015. David has 20 years of Senior Executive and leadership experience in the Information Services industry, particularly in the US, including roles at Thomson Financial and Dun & Bradstreet. He has also served as Non-Executive Director of online companies such as TripAdvisor Inc., BuyerZone.com, Maptuit, Affinity Express, OnExchange Inc., LeadKarma, Affinova, Survey Sampling Inc., and e-Dialog Inc. He is a frequent speaker on corporate governance having been cited as one of 10 "Next Generation of Directors" by Corporate Board Member Magazine. As a professional football player, he was a founding member of the Executive Committee of the National American Soccer League Players Association. He has an MBA in Entrepreneurial Management from the Wharton School, University of Pennsylvania and a BA in Psychology from Brown University.

He is Director and Chairman of the Audit Committee of Paychex, Inc (PAYX), an Advisor to The Cross Country Group and a Member of the Advisory Board at Azima, Aircurity, Thoughtful Media and the Debt Exchange.

## Additional information for Shareholders attending the Annual General Meeting

The AGM will be held at the Conrad London St. James Hotel, 22-28 Broadway, London SW1H 0BH.



### Travelling to the AGM

The nearest tube stations are St. James' Park on the Circle and District lines and Victoria for the Victoria line and the Circle and District lines. The nearest over ground train stations are Victoria and Charing Cross.

### Date

Thursday 19 May 2016

### Time

The AGM will start promptly at 9.00 am.

### AGM schedule

8.30 am Registration desks open

9.00 am AGM starts in Whitehall Rooms 3 and 4

The final poll results are expected to be released to the London Stock Exchange following the meeting on Thursday 19 May 2016.

### 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 Conrad London St James is easily accessible by wheelchair users and has lift access. Informa staff will be on hand to guide you to the lifts.

### Refreshments

Tea and coffee will be available before the AGM.



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