

INFORMA PLC

# NOTICE OF ANNUAL GENERAL MEETING

FRIDAY 25 MAY 2018  
AT 11.00 AM

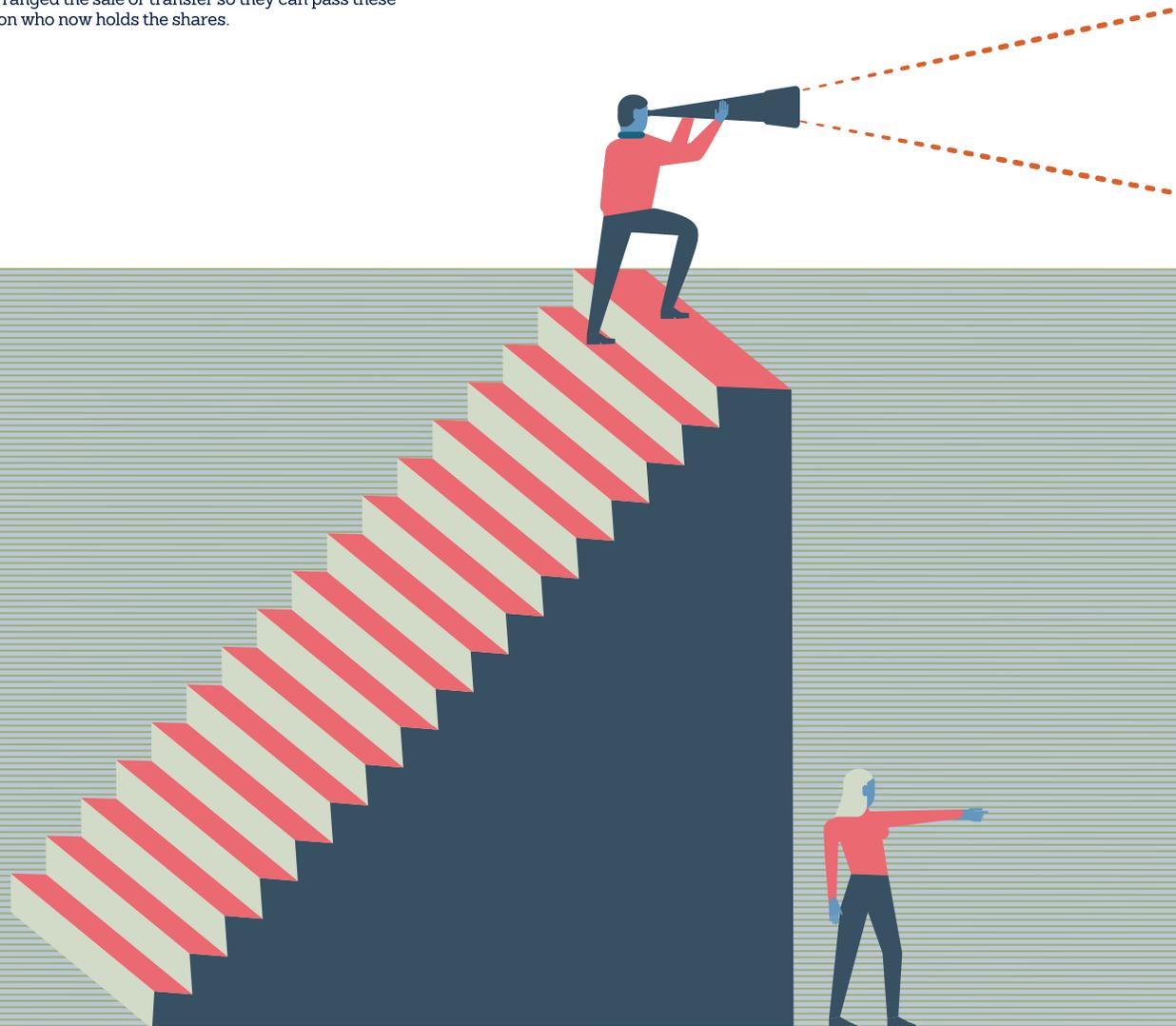
To be held at:

**Number Twenty, Grosvenor Street, London, W1K 4QJ**

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





23 April 2018

Dear Shareholder,

## **INFORMA PLC (the “Company”)**

### **Annual General Meeting – 25 May 2018**

I wanted to start by thanking Shareholders for their overwhelming support for our recommended offer for UBM plc, which was approved by 99% of Shareholders that voted on 17 April. The acquisition is expected to complete by the end of the second quarter, creating a leading B2B Information Services Group. The Board and the Management Team are excited by the opportunities this presents, bringing major benefits to Customers and Colleagues, and the potential to create significant value for Shareholders.

Ahead of the likely completion of the UBM transaction, I am pleased to invite you to Informa’s 2018 Annual General Meeting (“AGM”), which will be held at 11.00am on Friday 25 May 2018 at Number Twenty, Grosvenor Street, London, W1K 4QJ.

This document contains information on all the matters that will be considered at this year’s AGM, including 24 proposed Resolutions on topics including the re-election of Directors, the final 2017 dividend and the Directors’ Remuneration Report and the Remuneration Policy. The formal notice convening the AGM is on pages 2 to 7 and explanatory notes for each proposed Resolution are contained in Part II of this document.

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

The AGM provides an opportunity for Shareholders to meet with your Board’s Directors, hear the Directors’ thoughts on the development of the Company and answer questions directly. Accordingly, we encourage Shareholders to attend the meeting.

If you would like to vote on the Resolutions but are unable to attend, complete the Form of Proxy that was sent to you with this notice and return it no later than 11.00am on 23 May 2018. Alternatively, you may register your appointment of proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 11.00am 23 May 2018.

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

If you appoint a proxy, you are still welcome to 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 regardless of whether they attend the AGM. We believe this results in a more accurate reflection of the views of Shareholders. The results of the voting will be posted on the Company’s website after the meeting and notified to the London Stock Exchange.

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

Yours sincerely,



**Derek Mapp**  
Chairman

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

# Part I

## Notice of 2018 Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting of Informa PLC will be held at Number Twenty, Grosvenor Street, London, W1K 4QJ on Friday 25 May 2018 at 11.00am, to consider the following business:

Resolutions 1 to 20 will be proposed as Ordinary Resolutions. Resolutions 21 to 24 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 2017 (the "Accounts") and the report of the Directors and Auditor on such Accounts.

### Resolution 2

To declare a Final Dividend for the year ended 31 December 2017 of 13.8 pence per ordinary share.

### Resolution 3

To approve the Directors' Remuneration Policy, the text of which is set out on pages 97 to 104 of the Accounts and with the additions set out in Appendix 1 to this Notice of Meeting.

### Resolution 4

To approve the Directors' Remuneration Report for 2017 (excluding the Directors' Remuneration Policy), the full text of which is set out on pages 105 to 113 of the Accounts.

### Resolution 5

To re-elect Derek Mapp as a Director.

### Resolution 6

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

### Resolution 7

To re-elect Gareth Wright as a Director.

### Resolution 8

To re-elect Gareth Bullock 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 re-elect Stephen Davidson as a Director.

### Resolution 12

To re-elect David Flaschen as a Director.

### Resolution 13

To re-elect John Rishton as a Director.

### Resolution 14

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

### Resolution 15

To authorise the Audit Committee to determine the remuneration of the Auditor.

### Resolution 16

In accordance with sections 366 and 367 of the Companies Act 2006 (the "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 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 Act), not exceeding £30,000 in aggregate; and
- (iii) incur political expenditure (as such term is defined in section 365 of the 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 24 May 2019.

### Resolution 17

In accordance with section 551 of the Act and in substitution for all existing authorities, except the authority granted to the Directors at the Company's general meeting held on 17 April 2018 in connection with the proposed acquisition of UBM plc, 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 £274,668 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (ii) of this Resolution 17 in excess of £274,668); and
- (ii) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate amount of £549,336 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (i) of this Resolution 17) 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 or, if earlier, at the close of business on 30 June 2019 (unless previously renewed, varied or evoked 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.

#### **Resolution 18**

To approve the amendments to the Informa 2014 Long-Term Incentive Plan explained on page 6 of this Notice of Meeting and authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

#### **Resolution 19**

To approve the amendments to the Informa plc 2017 U.S. Employee Stock Purchase Plan explained on page 6 of this Notice of Meeting and authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

#### **Resolution 20**

To approve an increase to the aggregate sum that may be paid as Non-Executive Directors' fees per year, as set out in the Company's articles of association, from £1,000,000 to £1,500,000.

### **SPECIAL RESOLUTIONS**

#### **Resolution 21**

In substitution for all existing powers and subject to the passing of Resolution 17, that the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 17 and/or, pursuant to section 573 of the Act, to sell treasury shares for cash, in each case as if section 561 of the 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/or 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 17, 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, regulatory or practical problems in/or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter; 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 £41,200.

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 2019, 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 22**

That in addition to the powers granted in Resolution 21 and subject to the passing of Resolution 17, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 17 and/or, pursuant to section 573 of the Act, to sell treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £41,200; 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 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 of Meeting.

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 2019, 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/or sell treasury shares) under any such offer or agreement as if the power had not expired.

#### **Resolution 23**

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

- (i) the maximum aggregate number of ordinary shares that may be purchased is 82,400,505;
- (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) 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 shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at close of business on 30 June 2019, 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 24**

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

A handwritten signature in black ink, appearing to read 'Rupert Hopley', written in a cursive style.

**Rupert Hopley**  
Company Secretary

23 April 2018

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. The report of the Directors, the financial statements and the report of the Company’s Auditor on the financial statements and on those parts of the Directors’ Remuneration Report that are capable of being audited are contained within the Accounts.

### Resolution 2 – Final Dividend

This resolution seeks Shareholder approval for a Final Dividend of 13.80 pence per share for the year ended 31 December 2017, which is recommended by your Board. If approved, the Final Dividend will be paid on 1 June 2018 to those shareholders on the register at the close of business on 20 April 2018.

### Resolution 3 – Directors’ Remuneration Policy

This resolution seeks Shareholder approval for the Directors’ Remuneration Policy set out on pages 97 to 104 of the Accounts and with the additions set out in Appendix 1 to this Notice of Meeting.

The current Directors’ Remuneration Policy was approved by Shareholders at the 2015 AGM. As a result, we are required by legislation to put a new Directors’ Remuneration Policy to Shareholders for a binding vote at the AGM. If approved, the new Directors’ Remuneration Policy will replace the current Directors’ Remuneration Policy in its entirety and set out the Company’s future policy on Directors’ remuneration. The vote on Resolution 3 is binding in nature and, if approved, the revised Directors’ Remuneration Policy will take effect from the end of this AGM. Once the Directors’ Remuneration Policy has been approved, the Company may not make a remuneration payment or payment for loss of office to a Director or former director of the Company unless that payment is consistent with the approved Directors’ Remuneration Policy, or has otherwise been approved by a shareholder resolution. The new Directors’ Remuneration Policy will apply for three years, although the Company’s Remuneration Committee may seek approval for a new Directors’ Remuneration Policy at an earlier point if it is considered appropriate.

Since the proposed Directors’ Remuneration Policy was included in the Accounts, the Company has consulted with major Shareholders on particular components of the policy as explained on page 94 of the Accounts. The additions to the proposed Directors’ Remuneration Policy set out on pages 97 to 104 of the Accounts are set out in Appendix 1 to this Notice of Meeting.

### Resolution 4 – Directors’ Remuneration Report for 2017

This resolution seeks Shareholder approval for the Directors’ Remuneration Report for 2017 (other than the Directors’ Remuneration Policy) set out on pages 105 to 113 of the Accounts. The Shareholder vote on this Resolution is advisory and therefore does not directly affect the remuneration paid to any Director.

The Company’s auditor Deloitte LLP, have audited those parts of the Directors’ Remuneration Report required to be audited and their report may be found on page 120 of the Accounts.

### Resolutions 5 to 13 – Re-election of Directors

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

The UK Corporate Governance Code recommends that Directors should seek re-election by shareholders annually 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 Corporate Governance section of the Accounts at pages 81 and 82. 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.

Biographical details for each Director can be found on pages 74 and 75 of the Accounts and at <https://informa.com/about-us/board-of-directors/>.

### Resolutions 14 and 15 – Re-appointment of Auditor and auditor remuneration

The 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.

The Board carried out a tender of the external Auditor in 2016 and further detail can be found in the Audit Committee Report on page 86 of the 2016 Annual Report.

### Resolution 16 – 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 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 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 Act.

### Resolution 17 – Authority to allot shares

Under the 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 general meeting. Accordingly, this resolution seeks to grant an authority under section 551 of the 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 £274,668.35 (representing 274,668,350 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 18 April 2018 (being the latest practicable date before publication of this notice). In accordance with guidance issued

by the Investment Association, 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 £274,668.35 (representing 274,668,350 ordinary shares). 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 18 April 2018. This authority will expire at the conclusion of the next AGM of the Company or if earlier, at the close of business on 30 June 2019.

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 Investment Association. As at the date of this Notice, no shares are held by the Company in treasury.

The authority granted under this resolution is in addition to the authority to allot shares granted to the Directors at the Company's general meeting held on 17 April 2018 in connection with the proposed acquisition of UBM plc.

#### **Resolution 18 – Amendments to the Informa 2014 Long-Term Incentive Plan (the “LTIP”)**

The resolution seeks Shareholder approval to make the following amendments to the LTIP:

- (i) the introduction of a power to decide whether to time pro-rate awards on a change of control or when a participant leaves employment with the Informa group as a good leaver due to death, injury, ill-health, disability, redundancy, retirement, the employing company no longer being part of the Informa group or another reason permitted by the Informa board.

This would allow the Board to decide whether a pro-rata reduction in the number of shares that vest is appropriate in any particular case and, if it determines that it is not appropriate, to increase the number of shares that vest. The increase would never exceed the number of shares under award at grant and awards would remain subject to the application of performance conditions;

- (ii) an increase in the aggregate maximum value of awards that may be granted to an executive Director in any financial year from 200% to 325% of base salary.

This increase reflects the growth in the Informa group's size and complexity as a result of business growth and acquisitions and the maximum opportunities offered to executive Directors in companies of a similar size.

#### **Resolution 19 – Amendments to the Informa plc 2017 U.S. Employee Stock Purchase Plan (the “USESPP”)**

The resolution seeks Shareholder approval to make the following amendments to the USESPP:

- (i) the reduction of the waiting period to participate in the USESPP from a minimum of six calendar months to 30 days.

This change will bring the USESPP in line with the other all-employee share plans operated by the Company, which either have a very short or no waiting period. This change also seeks to increase the number of US colleagues who can participate in and benefit from the USESPP; and

- (ii) an increase in the per colleague contribution limit from \$3,000 to \$21,250 per annum, to reflect the contribution limit level set in the applicable US legislation.

This change will bring the USESPP in line with other US employee stock purchase plans operating in the market and the contribution maximum provided for in Section 423 of the Internal Revenue Code of 1986.

#### **Resolution 20**

The resolution seeks Shareholder approval to increase the aggregate sum that may be paid as Non-Executive Directors' fees per year, as set out in the Company's articles of association, from £1,000,000 to £1,500,000.

The Company's articles of association currently provide that the total fees paid to Non-Executive Directors must not exceed £1,000,000 a year. The Company proposes to increase this to £1,500,000 a year to allow the Company to:

- (iii) increase the fees for existing Non-Executive Directors, to reflect the growth in the Informa group's size and complexity as a result of business growth and acquisitions and to bring the Non-Executive Directors' fees in line with the fees paid to Non-Executive Directors in companies of a similar size; and
- (iv) allow the Company to make additional Non-Executive Director appointments, which may be necessary as the Informa group continues to grow.

#### **Resolutions 21 and 22 – Disapplication of pre-emption rights**

Under section 561(1) of the 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 Act unless the shareholders have first waived their pre-emption rights.

Resolution 21, to be proposed as a special resolution, asks the shareholders to waive their pre-emption rights 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 £41,200 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the Company's issued ordinary share capital as at 18 April 2018 (being the latest practicable date prior to the publication of this notice).

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 22, which is also proposed as a special resolution, asks the shareholders to provide an additional authority to permit the directors 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) without a pre-emptive offer to existing shareholders otherwise than in connection with a pre-emptive

offer to existing shareholders, for the purposes only of financing or refinancing an acquisition or specified 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. The authority under Resolution 22 is limited to a nominal value of £41,200, equivalent to approximately 5% of the nominal value of the ordinary share capital of the Company in issue on 18 April 2018 (being the latest practicable date prior to the publication of this notice).

The Directors have no present intention to exercise the authorities conferred by Resolutions 21 and 22.

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 21 either in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with Shareholders. Adherence to the Pre-Emption Group's Statement of Principles would not preclude issuances under the authority sought under Resolution 22.

If Resolutions 21 and 22 are passed, the authorities will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2019.

#### **Resolution 23 – 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 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 higher 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 colleagues pursuant to the Company's employee share schemes.

As at 18 April 2018, employee share options were outstanding over 4,813,856 ordinary shares, representing approximately 0.46% 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 0.46% of the Company's issued ordinary share capital (excluding treasury shares). As at 18 April 2018, there were no warrants over ordinary shares outstanding.

The authority will be valid until the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2019.

#### **Resolution 24 – Authority to call General Meetings on 14 days' notice**

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 2016 with which the Company would intend to comply.

The approval will be effective until 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 Shareholders registered in the register of members of the Company at 8.00pm on 23 May 2018 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 at 8.00pm on the day (excluding any part of a day that is not a working 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. Lines are open from 8.30am to 5.30pm, 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 11.00am on 23 May 2018.

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). Full details of the procedure are given on that website.

Electronic proxy appointments must be received by Computershare no later than 11.00am on 23 May 2018 and will not be valid if received after that date or if sent to any address other than those provided. 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 Act 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 25 May 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI).

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 the 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 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 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 Act. Where the Company is required to place a statement on a website under section 527 of the 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 Act to publish on a website. The Accounts 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 Accounts itself.

### **Total voting rights**

As at 18 April 2018 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 824,005,051 ordinary shares carrying one vote each. The Company does not hold any treasury shares. Therefore, the total voting rights in the Company as at 18 April 2018 were 824,005,051 votes.

### **Documents available for inspection**

Copies of the executive Directors' service contracts, letters of appointment of the non-executive Directors and the proposed amended rules of the Informa 2014 Long-Term Incentive Plan and the Informa plc 2017 U.S. Employee Stock Purchase 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 meeting from 10.30am until its conclusion.

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

# Appendix 1

In the 2017 Directors' Remuneration Report, the Remuneration Committee indicated that the Remuneration Policy would be subject to further shareholder consultation during March and April 2018, and that the final proposed form of the updated Remuneration Policy would be published to shareholders prior to the AGM and will also be displayed on our website at [www.informa.com](http://www.informa.com). Additions made to the proposed Remuneration Policy are included in this Appendix, and if approved by shareholders, the final Remuneration Policy will take effect from the date of the AGM on 25 May 2018.

Following extensive shareholder consultation on the updated Policy, we are proposing five key changes that amend and supplement the Directors' Remuneration Policy on pages 97 to 104 of the Accounts. These changes ensure Informa remains in line with market best practice, whilst reflecting the increased size and international breadth of the Group since the Policy was first introduced.

Informa also recently received approval from shareholders for its recommended offer for UBM plc, with overwhelming support for the combination of the two businesses. Given the size and importance of this acquisition, if the new Remuneration Policy is approved it is the Committee's intention to link a significant proportion of the LTIP awards in 2018 and 2019 to the successful delivery of the **Accelerated Integration Plan**, as noted on pages 94 and 95 of the Accounts. These awards will be measured against the same targets announced to the market, namely the achievement of £60m of cost synergies and delivering a post-tax return on invested capital in line or ahead of the Group's weighted average cost of capital by the third full year post completion. This proposal was warmly welcomed by shareholders during consultation.

## Under the heading "Remuneration Policy"

The proposed changes to the Remuneration Policy are summarised and shown in red below:

### 1. An increase in the level of Executive Director equity investment and holding

In order to align with the latest market best practice, the Committee is proposing that the percentage of salary Executive Directors are required to hold in shares should increase from a minimum of 150% of salary to **the level of their largest outstanding LTIP award on a 1 for 1 basis**.

### 2. The introduction of the post-vesting holding for LTIP awards

In order to align with the best market best practice, the Committee is proposing that future LTIP awards made to the Executive Directors (including in 2018) will be subject to a two-year **post-vesting** holding period following **the award vesting or becoming exercisable**. During the two-year holding period, they would only be allowed to dispose of shares **three year performance period, other than any disposals made** to meet income tax, National Insurance contributions or other regulatory obligations.

### 3. Malus and clawback provisions

In order to better align with the latest market best practice, the Committee is proposing an additional malus and clawback event referring to mathematical errors in calculating the incentive outcomes. This is noted on page 101.

### 4. Leaver and change of control provisions

In order to better align with the latest market best practice, the Committee is proposing some minor changes to the incentive plan structure and wording of the good/bad leaver and change of control provisions. These changes are:

- *Leaver categories:* Leavers are categorised into 'good' leavers (defined as death, retirement, ill health, disability, redundancy, or any other reason at the Committee's discretion) and all other leavers.
- *Good leaver treatment: STIP:* Good leavers will normally receive a time pro-rated bonus subject to performance measured at the normal time, with Committee discretion to dis-apply time pro-rating and/or accelerate testing of performance. Default treatment was previously to forfeit any bonus if under notice prior to bonus payment date, with Committee discretion to override.
- *Good leaver treatment: DSBP:* Awards will normally vest on the normal vesting date, with Committee discretion to accelerate. No Committee discretion was included in the previous Remuneration Policy, and good leavers received their deferred awards earlier, at the end of the notice period.
- *Good leaver treatment: LTIP:* Awards will normally be pro-rated for time and vest on the normal vesting date subject to performance, with Committee discretion to accelerate performance-testing and vesting. Default treatment was previously to test performance early and allow early vesting, with no Committee discretion to override.
- *Change of control:* The treatment of incentives on a change of control was not included in the previous Remuneration Policy. The new change of control provisions are set out on page 103 and are aligned to market practice.

### 5. STIP and LTIP awards

To reflect the Company's increased size, and international breadth since the Policy was introduced, the Committee is proposing to update the Policy to increase the maximum opportunity under the Short-Term Incentive Plan ("STIP") from 150% to 175% of base salary, and increase the normal maximum opportunity under the Long-Term Incentive Plan ("LTIP") to 325% of salary.

## In the "Short Term Incentive Plan ("STIP")" table

### Maximum

Below threshold performance results in a zero bonus.

Threshold **performance** results in a bonus of up to 25% of maximum of the award

On target performance results in a bonus of up to 67% of maximum of the award

Maximum ~~bonus pay-out opportunity~~ is 175% of salary ~~will be confirmed following the major shareholder consultation.~~

## In the “Long Term Incentive Plan (“LTIP”)” table

### Long Term Incentive Plan (“LTIP”)

#### Overview and link to strategy

The LTIP rewards Executive Directors for delivery of strong, sustained performance over a period of typically three years.

#### Operation

Executive Directors can receive an annual award of shares (or share-based equivalent) subject to the achievement of specified performance conditions over typically a three-year performance period.

Awards may vest or become exercisable after a minimum of three years, and a two-year holding period applies for vested or exercisable awards, during which time Executive Directors may not sell shares, save to cover tax or to meet other regulatory requirements.

Participants will receive a dividend equivalent payment in the form of cash or shares in respect of awards that vest.

In certain circumstances, the Committee will have the discretion to reduce the size of or cancel an unvested award (“malus”) under any share plan or bonus plan operated by the Company or require the repayment of the shares received (or an equivalent cash amount) (“clawback”) once shares have been received or options exercised by the Executive Director.

#### Performance framework

The performance measures, weightings and targets are set annually by the Committee.

LTIP awards will be linked to the achievement of challenging financial and, when appropriate, non-financial performance targets.

Details of the measures and their weightings will be disclosed annually in the Annual Report on Remuneration, with the targets disclosed, at the start of the performance period, provided they are not deemed to be commercially sensitive.

At the end of the performance period, the Committee will assess performance against the targets set and review any other relevant events during the period in reaching a judgement with respect to the overall level of vesting under the award.

#### Maximum

**Below threshold** performance results in a zero vesting

**Threshold performance** results in vesting of up to 25% of maximum of the award

**On target performance** results in vesting of up to 67% of maximum of the award

**Maximum award** is up to 325% of salary ~~will be confirmed following the major shareholder consultation~~

## CHAIRMAN AND NON-EXECUTIVE DIRECTORS

### Maximum

There is no prescribed individual maximum but the fee levels will reflect prevailing market practice and salary increases across the Group. The maximum annual aggregate fee for all Non-Executive Directors is as set out in the Company’s Articles of Association, but may increase or decrease if the Articles of Association are amended to reflect such a change. An increase in the aggregate from £1,000,000 to ~~£1,250,000~~ £1,500,000 is proposed to be put to shareholders for approval at the 2018 AGM.

## Under the heading “Shareholding Requirements”

### SHAREHOLDING REQUIREMENTS

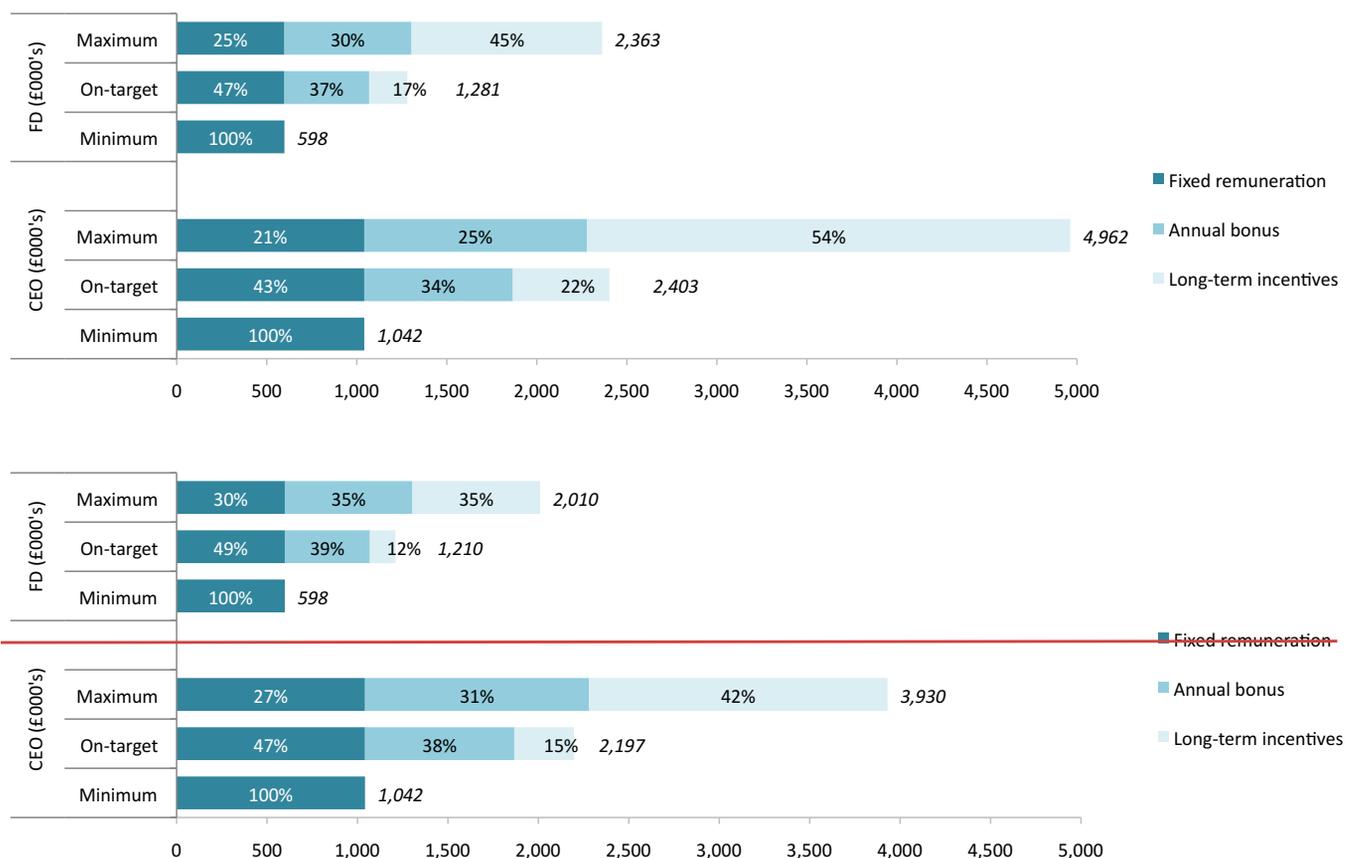
The percentage of salary the Executive Directors are required to hold in shares or in exercisable options over shares is equivalent to ~~200% of salary~~ the level of their largest outstanding LTIP award on a 1 for 1 basis. The increased shareholding requirements will take effect from the 2018 AGM. New Executive Directors are expected to meet the guideline within five years of appointment and maintain this throughout their term, and current Executive Directors will be expected to meet the increased requirement within five years from the date of the 2018 AGM.

## Under the heading “Pay for Performance Scenarios”

The charts below provide an illustration of the projected remuneration outcomes for Executive Directors in 2018. The updated **Remuneration Policy** includes the authority for a maximum opportunity of 175% of salary for the STIP and 325% of salary for the LTIP.

In 2018, the Committee is implementing the Policy to provide the Chief Executive with a maximum STIP opportunity of 150% of salary and a maximum LTIP opportunity of 325% of salary. For the Finance Director, the Committee is implementing the Policy to provide a maximum STIP opportunity of 150% of salary and a maximum LTIP opportunity of 225% of salary. The charts below illustrate the projected value and breakdown of remuneration for each Executive Director on this basis.

The projected values exclude the impact of any share price movements ~~and dividend equivalents~~.



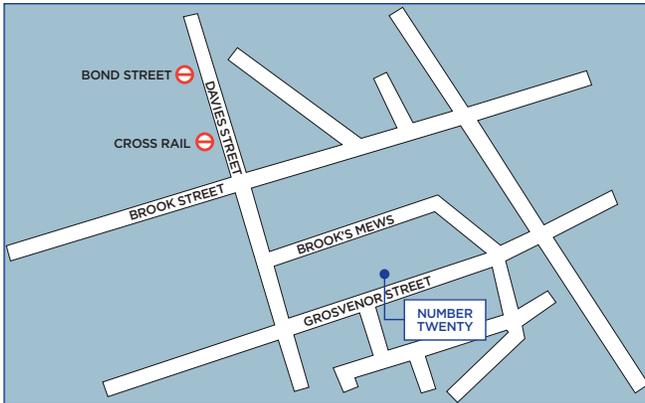
## FEEDBACK FROM SHAREHOLDERS

~~As noted on page 94, the Committee has been in consultation with its major shareholders during 2017 and will consult in early 2018 on the proposed changes to the Remuneration Policy (outlined on pages 97 to 104) and the setting of targets (outlined on page 101).~~

The Committee considers all feedback from shareholders, including feedback received during the extensive consultation undertaken in March and April 2018 and at the AGM each year, along with the guidance from shareholder representative bodies.

## Additional information for Shareholders attending the Annual General Meeting

The AGM will be held at Number Twenty, Grosvenor Street, London, W1K 4QJ



### Travelling to the AGM

The nearest tube station is Bond Street on the Central Line or Jubilee Line, a three minute walk from Number Twenty.

### Date and Time

Friday 25 May 2018

The AGM will start promptly at 11.00am

### AGM schedule

10.00am Registration desks open

11.00am AGM starts in Brooks Room

The final poll results are expected to be released to the London Stock Exchange following the meeting on Friday 25 May 2018.

### 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

Brooks Room is located on the ground floor and so is easily accessible by wheelchair users. Informa colleagues will be on hand to assist.

### Refreshments

Tea and coffee will be available before the AGM.

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