

Creating a Leading B2B Information Services Group

Recommended Offer by
Informa PLC for UBM plc

30 January 2018



informa

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Disclaimer

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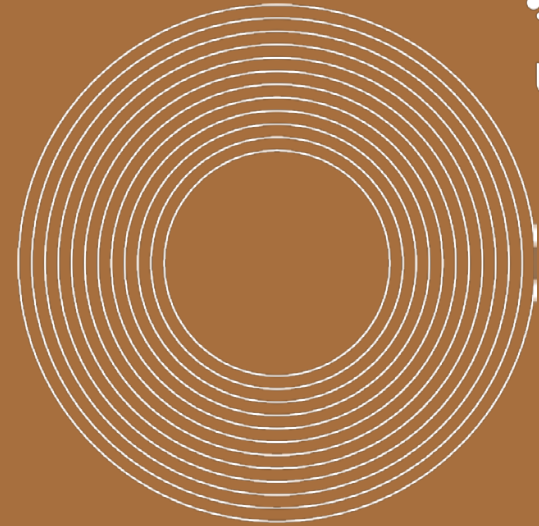
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STEPHEN A. CARTER

Group Chief Executive





COMBINING GLOBAL TALENT



PROGRESSIVE VALUE CREATION FOR SHAREHOLDERS

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Growth Acceleration Plan



UBM

Events First

Strategy

Scale in B2B Exhibitions, capability in Data and Subscriptions, US expansion, revenue growth and operating capability for scale

Reshaped portfolio, high quality B2B events, successfully redeployed disposal proceeds into bolt-ons and Allworld

Focus

Reduce exposure to conference market and mass-market information; increase focus on end markets and customers

Sale of non-core businesses, rationalisation of smaller, non-core events

Invest

Around £100m invested in products, platforms and technology

£25m+ invested in *Events First*, including Salesforce and Marketing Automation

Improve

Operational fitness, sales excellence, customer retention, digitisation

Operational effectiveness and efficiency

Grow

7.6%

Global Exhibitions Underlying Revenue Growth in 2017; 3%+ at a Group level

5%+

Adjusted Underlying Revenue Growth in Events in 2017; c.3.5% unadjusted

FURTHER PROGRESSIVE VALUE CREATION FOR SHAREHOLDERS

Significant annual recurring pre-tax operating synergies of £60m+

Enhanced growth and significant revenue opportunities

Positive growth momentum at both groups

Portfolio fit

Cashflow strength with £0.6bn* free cash flow

Attractive earnings accretion in first full financial year

ROIC ahead of WACC within 3 full financial years

Predictable and sustainable growth with two-thirds revenue forward booked

Portfolio balance and breadth

Progressive dividend policy

OPERATING SCALE AND INDUSTRY SPECIALISATION

*Pro-forma 2016



WHY NOW?



WHY NOW



TWENTY QUESTIONS TODAY...

1 Why now?

2 How long have you been in discussions?

3 Is this the right time given the shift to accelerating growth?

4 Having not acquired Advanstar and AllWorld then, why now?

5 Can you achieve £30-50m of cost synergies?

6 Is the premium justified by synergies?

7 Are there really scale benefits in B2B Events?

8 Is the Enlarged Group too exposed to Fashion?

9 How does depth in industry verticals create value?

10 Is the Enlarged Group more or less cyclical?

11 Can you identify meaningful revenue synergies?

12 What are the benefits of combining B2B Events and B2B Intelligence?

13 Do you have the operational and systems capacity for scale integration?

14 How have you balanced leverage, risk and cost of debt?

15 What is the impact on the Enlarged Group's tax rate?

16 What is the capital allocation policy for the Enlarged Group?

17 Will the Enlarged Group be committed to future dividends?

18 Does the Enlarged Group have the optimal portfolio mix?

19 What is the regulatory/competition risk?

20 What is the process from offer to completion?



TWENTY ANSWERS TODAY...

1 Portfolio complementarity, market strength, growth acceleration, capability and B2B market opportunities

2 How long have you been in discussions?

3 Is this the right time given the shift to accelerating growth?

4 Timing, historical capacity and market risk at the time

5 Can you achieve £30-50m of cost synergies?

6 Is the premium justified by synergies?

7 Are there really scale benefits in B2B Events?

8 c.5% of Enlarged Group revenue

9 How does depth in industry verticals create value?

10 Is the Enlarged Group more or less cyclical?

11 Can you identify meaningful revenue synergies?

12 What are the benefits of combining B2B Events and B2B Intelligence?

13 Do you have the operational and systems capacity for scale integration?

14 Managed use of balance sheet to around 3x net debt to EBITDA on completion, supported by equity consideration

15 What is the impact on the Enlarged Group's tax rate?

16 What is the capital allocation policy for the Enlarged Group?

17 Will the Enlarged Group be committed to future dividends?

18 Balanced mix of information and events businesses, with subscription, exhibition, attendee and marketing revenues

19 What is the regulatory/competition risk?

20 What is the process from offer to completion?

KNOWLEDGE & INFORMATION ECONOMY

B2B Events + Business Intelligence + Scholarly Research

“ It is clear the B2B Market is moving to **Operating Scale** and **Industry Specialisation**. Today we are creating a leading B2B Information Services Group with the reach and market capabilities to take full advantage of these trends. ”



INTERNATIONAL
BRANDS

MARKET
INTELLIGENCE

NETWORKS &
COMMUNITIES

DATA & INSIGHT

SPONSORSHIP &
PROMOTION

TRUSTED & RELIABLE
RESEARCH

FACE-TO-FACE
PLATFORMS

SPECIALIST
CONTENT

TARGETED LEAD
GENERATION

COMPELLING STRATEGIC & COMMERCIAL RATIONALE

1

Operating Scale & Industry Specialisation...

creation of a leading B2B Information Services Group

2

Highly complementary portfolios...strong fit by industry vertical and geography, with leading positions in major growth economies

3

Operating momentum...combining from a position of strength, with operational benefits and improving growth following *Events First* and the *Growth Acceleration Plan*

4

Cashflow strength...c.£0.6bn* of annual free cash flow, providing funds for ongoing **growth** investment, progressive shareholder returns and balance sheet flexibility

5

Enhanced growth...significant revenue growth opportunities in Cross-Marketing, Internationalisation, Data & Marketing, Digitisation, Sponsorship and Customer Value

6

Significant synergies...

at least £60m of cost savings, with around £50m in 2019

7

Shareholder value...

attractive earnings accretion in first full financial year; positive returns within 3 full financial years

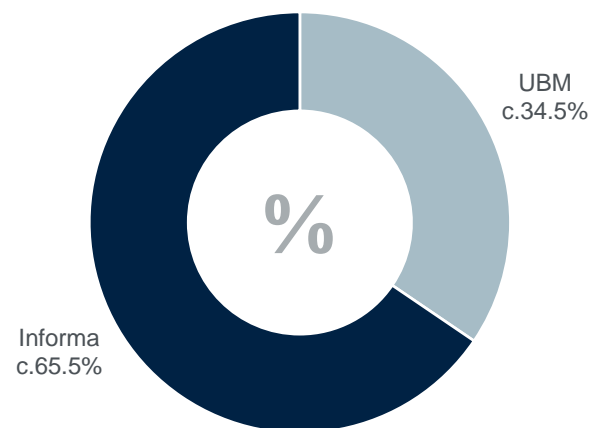
CREATING A LEADING GLOBAL B2B INFORMATION SERVICES GROUP

SUMMARY OF OFFER TERMS

RECOMMENDED SHARES AND CASH OFFER FOR THE ENTIRE SHARE CAPITAL OF UBM

- For every UBM share
 - 1.083 New Informa Shares
 - 163p in cash
- Based on the closing share prices as at 15 January 2018, the offer*:
 - Equates to 971p per UBM Share
 - A value of c.£3.9 billion for UBM
 - A premium of 29.9% to the closing price on 15 January and 29.0% to the 30 trading day VWAP
- Anticipated completion during Q2 2018

Split of Enlarged Group's Equity



THE ACCELERATED INTEGRATION PLAN (“AIP”)

CREATE A UNIFIED BUSINESS BY END 2018 WITH PACE AND PURPOSE

Accelerated Integration Plan

Simplicity & Speed:
Management & leadership

Patrick Martell to take over as CEO of UBM operating unit to lead AIP through to target date for commercial integration of year-end 2018; Charlie McCurdy and Andrew Mullins to lead integration of B2B Events businesses

Business First:
Minimise disruption

Minimal disruption to brand and event teams, providing strong ongoing support

Leaning into Strength:
Operating approach by region

Combination to reflect relative strength in verticals in each region

Stability & Continuity:
No changes to share service centres

Streamlining with minimal disruption, hence no changes to shared service centres

Efficiency First:
Maximise the benefits of scale

Target potential scale efficiencies in venues, contractors, consultants, travel, IT services, property, insurance, marketing and governance

Efficiency First:
Duplication of resources

Identify optimal combination of people and resources and provide clarity quickly

Focused Scale:
Growth in verticals and Specialisation

Combine strengths in verticals to pursue benefits of Industry Specialisation

Customer First:
Revenue opportunities

6-Step Revenue Growth Plan: Cross-marketing, Internationalisation, Data & Marketing Solutions, Digitisation, Sponsorship, Customer-Value Initiatives

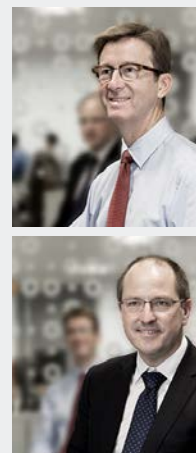
MANAGEMENT AND GOVERNANCE

Board of the Enlarged Group

Non-Executive Directors



Executive Directors



Integration Leads



EXTENSIVE EXECUTIVE, GOVERNANCE AND INTERNATIONAL EXPERIENCE

----- NEDs from UBM

OPERATING SYNERGIES AND REVENUE OPPORTUNITIES

Corporate Overhead

**Management &
Support**

Procurement

£60m+ savings*

One-off cost to deliver of £80m

2019
£50m
in-year

2020
£60m
run-rate

Significant Incremental Revenue Opportunities

6-Step Revenue Growth Plan

1. Cross-Marketing

2. Internationalisation

3. Data & Marketing
Solutions

4. Digitisation

5. Sponsorship

6. Customer Value
Initiatives

SIGNIFICANT INCREMENTAL REVENUE OPPORTUNITIES

6-Step Revenue Growth Plan: Penton illustration

1. Cross-Marketing	From Ingredients to Finished Goods: leveraging relationships across the value chain: strong growth in Vitafoods Europe and doubling of Vitafoods Asia
2. Internationalisation	Launch of SupplySide China in Guangzhou in 2018
3. Data & Marketing	More than £10m of revenue from non-events activities at GHNN
4. Digitisation	Launch of <i>Market Makr</i> product for <i>Health & Nutrition</i> in 2018
5. Sponsorship	Introduction of multi-event sponsorship products across different verticals eg Major financial services sponsor
6. Customer Value	Rollout of Customer Value Programme across portfolio with launch at Vitafoods Europe in 2018

CURRENT TRADING

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- 2017 results in line with expectations as at 10-month stage
- Underlying revenue growth >3%
 - Academic Publishing: +2.0%
 - Business Intelligence: +2.2%
 - Global Exhibitions: +7.6%
 - Knowledge & Networking: +0.1%
- Adjusted EPS of more than 45.5p
- Free cash flow around £400m
- Intended final dividend of 13.80p to give 20.45p total, +6% YoY
- 2018 outlook: underlying revenue growth at least 3.5%



- 2017 full year out-turn expected to be ahead of expectations*
- Adjusted underlying annual events revenue growth of at least 5%
- Underlying events revenue growth of c.3.5%
- OMS performance inline with expectations
- Total Group revenue of c.£1,000m*
- Adjusted operating profit margin of c.29%*
- Intended final dividend of 18.0p to give 23.5p total, +6.8% YoY

2017 FULL YEAR RESULTS FOR BOTH COMPANIES ON 28 FEBRUARY

BENEFITS OF OPERATING SCALE

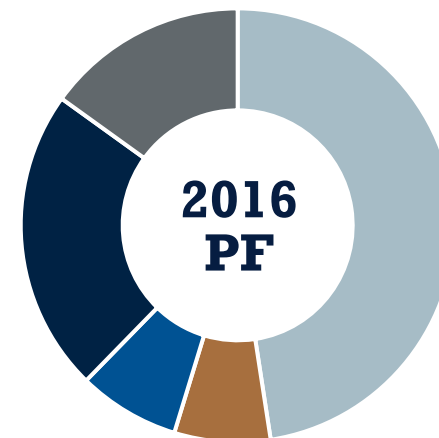
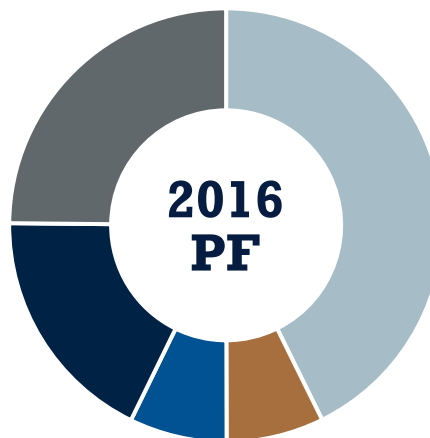
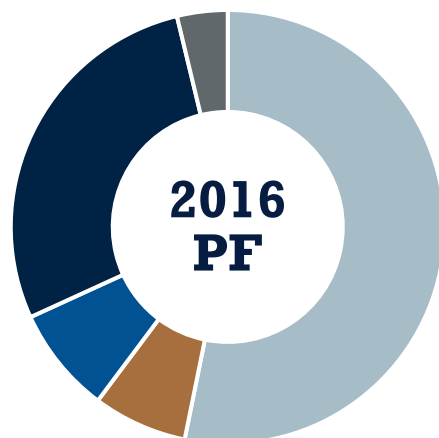
Growth	Scale growth business within attractive growth markets
Reach	Leading positions in major growth economies including US/China
Quality	Increased scale and international breadth; two-thirds of revenue from predictable and recurring revenue streams
Strength	Attractive profitability and cash conversion; Strong Free Cash Flow for reinvestment, dividends and balance sheet
Leadership	Scale and leadership in major Events markets of US, China, Middle East, ASEAN and South America; strength in 15+ major verticals
Excellence	Operational fitness and performance through world class in-market talent and operating experience
Innovation	Increased investment through greater operating and financial scale
Value	£60m+ operating synergies from duplication and scale efficiencies

BENEFITS OF SCALE: INTERNATIONAL SCALE AND REACH

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**ENLARGED
GROUP**



North America
 UK
 Continental Europe
 Emerging Markets & ROW
 China & Hong Kong

*Charts use 2016 reported results, pro-forma to include a full financial year of Penton, YPI and AllWorld

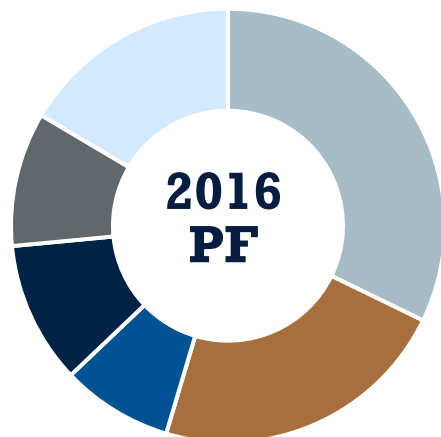
LEADING POSITIONS IN GROWTH ECONOMIES OF US, CHINA, MIDDLE EAST, ASEAN, SOUTH AMERICA, INDIA AND AFRICA

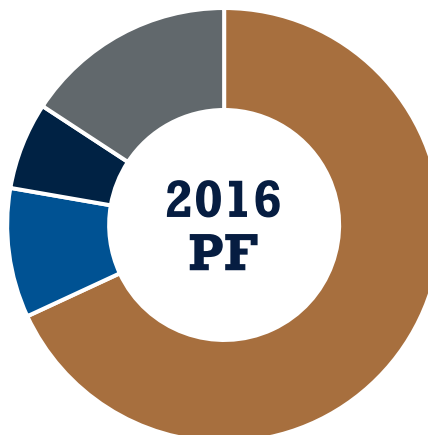
BENEFITS OF SCALE: INTERNATIONAL SCALE AND REACH



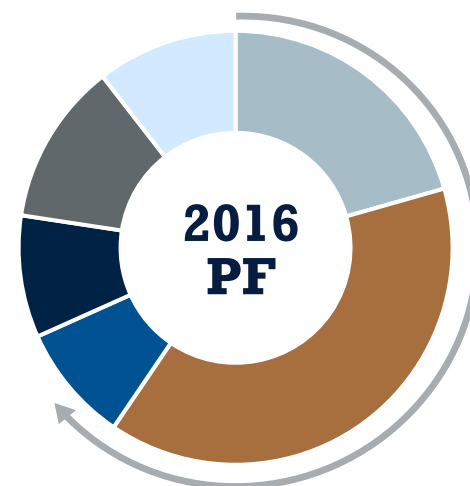
BENEFITS OF SCALE: QUALITY OF EARNINGS

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UBM


**ENLARGED
GROUP**



 Subscriptions
  Exhibitor
  Sponsorship
  Attendee
  Marketing Services
  Scholarly Reference Books

→ Pre-booked / Recurring / Visible Revenue = 65%+

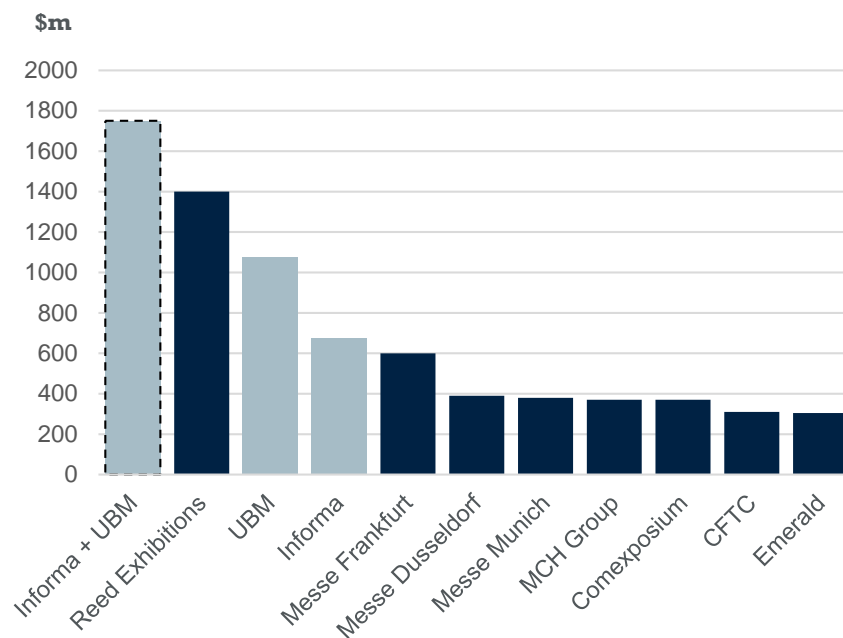
*Charts use 2016 reported results, pro-forma to include a full financial year of Penton, YPI and AllWorld

TWO-THIRDS OF REVENUE FROM FORWARD BOOKED AND PREDICTABLE REVENUE

BENEFITS OF SCALE: PORTFOLIO BREADTH

- A leading global B2B Events Group
- More than 500 B2B events
- Leading position in Exhibitions in US and China
- 24 of Top 250 Trade Shows in US (TSNN*)
- More than 150 brands with over £2m revenue
- More than 60 brands with over £5m revenue

Revenue of Leading Exhibitions Organisers



Source: AMR (2016 exhibition organising revenue + H1 2017 M&A)

*Trade Show News Network

BENEFITS OF INDUSTRY SPECIALISATION



DEPTH AND BREADTH IN INDUSTRY VERTICALS

A SELECTION OF INDUSTRY VERTICALS AND LEADERS

Technology



Health & Nutrition



Pharma & Biotech



Life Sciences



Furniture



Food Technology & Hospitality



Advanced Manufacturing & Industrial



Finance



Maritime



Infrastructure, Real Estate & Construction



Transportation



Fashion & Jewellery



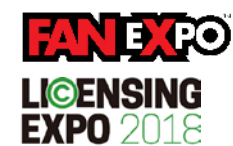
International Yachting



Agriculture



Pop Culture & Brands



BENEFITS OF SPECIALISATION: HEALTH & NUTRITION



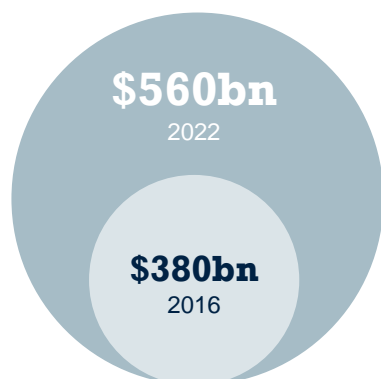
GLOBAL HEALTH & NUTRITION NETWORK
expertise | connections | business results

Events: Face to Face, sales, community & networking

Data & Insight: Lead generation, data as a product/service

Media: News, brands, content/custom marketing

GLOBAL NUTRACEUTICAL MARKET



+6.8%
CAGR*




FULLY INTEGRATED MARKET-FACING INFORMATION SERVICES BUSINESS

*Source: Mordor Intelligence

THE ENLARGED GROUP

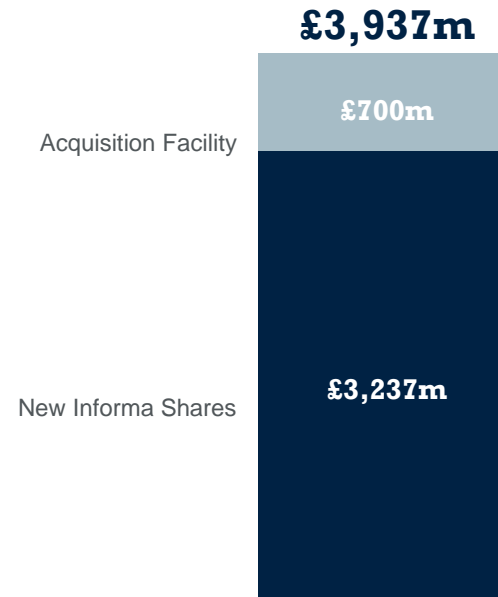
Year ended December 2016*

£m	informa	 UBM	ENLARGED GROUP PRE-SYNERGIES
Revenue	c.£1.7bn	c.£0.9bn	c.£2.6bn
Adjusted Operating Profit	c.£0.5bn	c.£0.3bn	c.£0.8bn
Adjusted Margin	30%+	28%+	c.30%
Free Cash Flow	c.£0.4bn	c.£0.2bn	c.£0.6bn
Headcount**	7,500+	3,750+	11,000+

BALANCED APPROACH TO FINANCING

Financing Mix

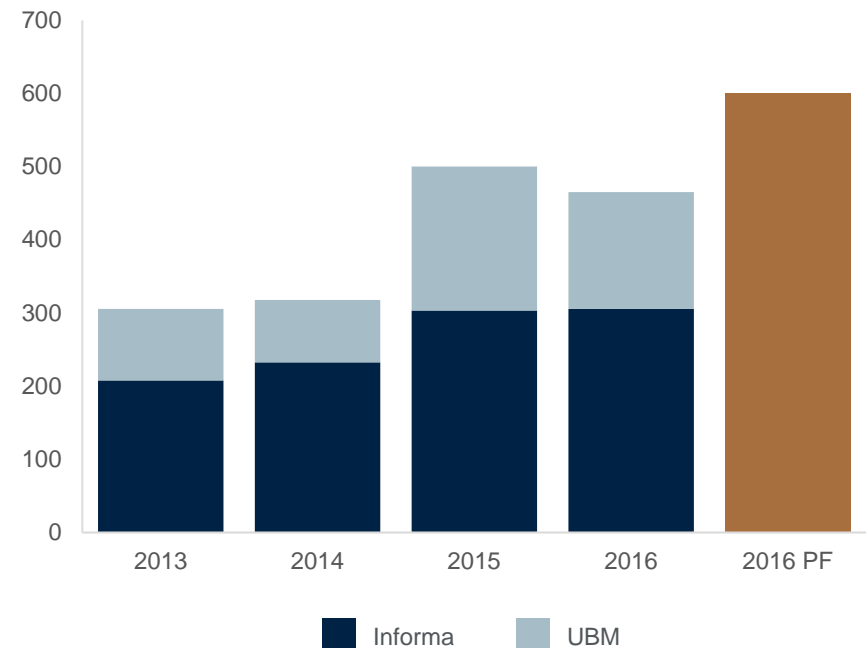
- Financed through mix of shares and cash
- Based on closing prices as at 15 January 2018:
 - Equity consideration of £3,237m
 - Cash consideration of £653m
- Acquisition facility initially at 0.85% above LIBOR
- Expected covenant leverage of c.3x on completion
- Leverage consistent with investment grade profile



BENEFITS OF FINANCIAL SCALE

- **Effective tax rate**
 - 2018 pro-forma effective tax rate of c.19%
 - 2019, 2020 effective tax rate of c.19%
 - Cash tax rate lower than P&L tax rate in 2018-2020
- **Dividend policy**
 - Continued progressive dividend
 - Underpinned by strong free cash flow growth
- **Future results reporting:**
 - H1 2018: UBM disclosed as a separate division
 - FY 2018: Report as a combined entity

Free Cash Flow Expansion (£m)



OFFER TIMETABLE

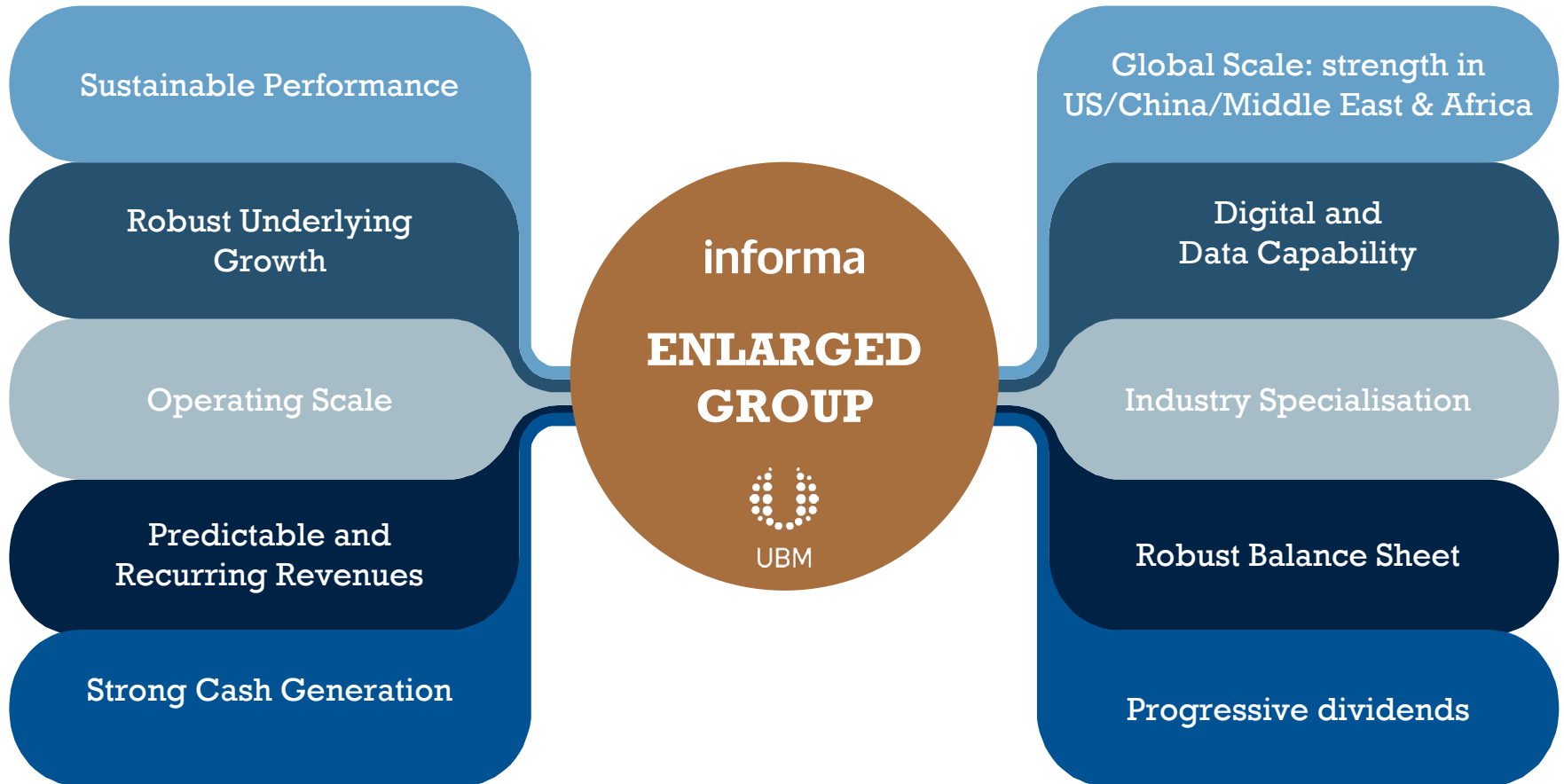
- Implemented via Scheme of Arrangement
- Class 1 transaction for Informa
- Anticipated completion date in Q2 2018
- Subject to:
 - Informa shareholder approval
 - UBM shareholder approval
 - Regulatory filings in China, Germany, Turkey and US

Expected Offer Timetable

30 January	Publication of Offer Announcement
28 February	Informa and UBM 2017 Full Year Results
March	Posting of Circular and Prospectus and Scheme Document
20 April	Proposed record date for final dividends
Q2 2018	Anticipated completion date in Q2 2018

2017 FULL YEAR RESULTS FOR BOTH COMPANIES ON 28 FEBRUARY

A LEADING B2B INFORMATION SERVICES GROUP



APPENDICES

OFFER SUMMARY

Recommended Offer	<ul style="list-style-type: none"> Recommended Offer by Informa for UBM Pro-forma combined market capitalisation of £8bn+ Pro-forma revenue of c.£2.6bn, adjusted profit of c.£0.8bn and free cash flow of c.£0.6bn*
Offer Terms	<ul style="list-style-type: none"> Structured as an offer for Shares and Cash by Informa for UBM 1.083 Informa shares and 163p in cash for every UBM share c.30% premium to the last UBM price prior to commencement of Offer Period
Dividends	<ul style="list-style-type: none"> UBM shareholders entitled to intended 18.0p final dividend of UBM for year to 31 Dec. 2017 UBM shareholders entitled to receive intended final dividend of Informa for year to 31 December 2017 of 13.8p or equivalent, depending on timing of Effective Date
Pro-Forma Ownership	<ul style="list-style-type: none"> Current Informa shareholders to own c.65.5% of Enlarged Group Current UBM shareholders to own c.34.5% of Enlarged Group Enlarged Group to have progressive dividend policy, reflective of free cash flow growth
Management & Governance	<ul style="list-style-type: none"> Stephen A. Carter to be Chief Executive of Enlarged Group Gareth Wright to be Finance Director of Enlarged Group 3 UBM Non-Executive Directors to join Enlarged Group's Board
Value Creation	<ul style="list-style-type: none"> At least £60m cost synergies and significant revenue opportunities Attractive earnings accretion in first full financial year of ownership ROIC ahead of WACC within 3 full financial years of ownership
Key Dates	<ul style="list-style-type: none"> Subject to shareholder, regulatory and anti-trust approvals Closing expected in Q2 2018

*Pro-Forma to include a full year of Penton, YPI and AllWorld

INFORMA GROUP TODAY

INFORMA: Revenue c.£1.7bn, Adjusted Operating Profit c.£0.5bn*

ACADEMIC PUBLISHING

Taylor & Francis Group
an informa business

 **Routledge**
Taylor & Francis Group

 **CRC Press**
Taylor & Francis Group

 **cogent** oa

Dovepress

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GLOBAL EXHIBITIONS

 **ARAB HEALTH**

 **AGRISHOW**

 **FarmProgress**
Agriculture's Information Leader™

 **Natural
Products
EXPO WEST**

 **Vitafoods
Europe**

 **WORLD OF
CONCRETE**

 **Waste 360**

 **FL** FORT LAUDERDALE
INTERNATIONAL
BOAT SHOW

 **FAN EXPO**
CANADA

KNOWLEDGE & NETWORKING

**Broadband
World Forum**

 **LONDON
TECH
WEEK**

**FundForum
International**

**SuperReturn
International**

**Internet
of Things
World**

**Biotech Week
Boston**

23RD ANNUAL INTERNATIONAL PARTNERING CONFERENCE
BIO-EUROPE®

GLOBAL SUPPORT (Providing business services, leadership and governance)

*Pro-Forma to include a full year of Penton and YPI

CREATING A LEADING B2B INFORMATION SERVICES GROUP 30 JANUARY 2018

SELECTION OF INFORMA'S VERTICALS & BRANDS

Construction & Real Estate



dwel
on design



CITYSCAPE
GLOBAL

Health & Nutrition

SupplySide
WEST

Foodnews

Vitafoods
Europe

Natural
Products
EXPO WEST

Natural
Products
EXPO EAST

Life Sciences



BioProcess International
European Summit

Partnerships in
Clinical Trials
Europe

Agriculture



FarmProgress

**HUSKER
HARVEST
DAYS. 2017**

**Farm
Industry
News.**



International Yachting

mys
MONACO YACHT SHOW

FL FORT LAUDERDALE
INTERNATIONAL
BOAT SHOW

YACHTS MIAMI BEACH

Suncoast
BOAT SHOW

Beauty & Aesthetics



AMEC 2016

AMWC
Aesthetic & Anti-Aging
Medicine World Congress

FACE
FACIAL AESTHETIC CONFERENCE AND EXHIBITION

Pop Culture



FAN EXPO
CANADA

MegaCon
Dallas FanDays

Transportation

Lloyd's List Intelligence

Lloyd's List

MRO
AMERICAS

AVIATION WEEK
NETWORK

Automotive

WARDS AUTO.

Science, Tech & Medical

&action
PUBLISHING

CRC CRC Press
Taylor & Francis Group

LANDES
BIOSCIENCE

Maney Publishing
Research • Knowledge • Innovation

Humanities & Social Science

Routledge
Taylor & Francis Group

Anderson Books



ASHGATE

UBM GROUP TODAY



UBM – a leading global B2B events business

Total Group Revenues c£1 bn* – Adj operating profit c£290m*

3,750+ staff in 70 offices in more than 20 countries

>300 events annually + aligned Other Marketing Services



Advanced
Manufacturing



Lifestyle & Brands



Business Services
& Infrastructure
(inc construction)



Jewellery & Gem



Technology



Fashion



Food Hospitality &
leisure



Life Sciences &
Healthcare



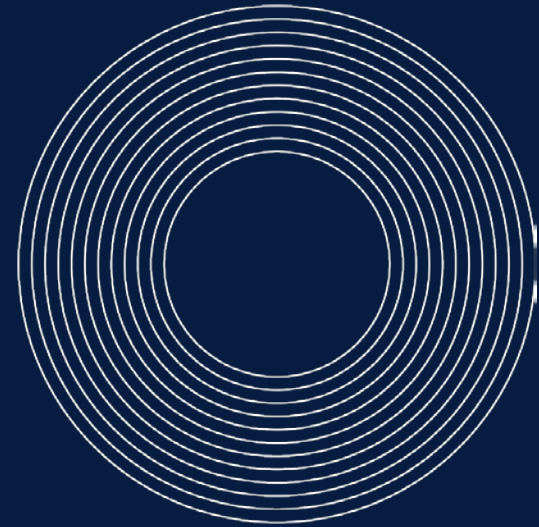
Pharma &
Biopharma



Resources



Transport
& Logistics



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