

addition to any US federal income tax imposed on US Holders with respect to amounts received that constitute investment income for this purpose. US Holders should consult their tax advisers regarding the application of this tax.

The amount realized on a sale or other disposition of New Informa Shares for an amount in foreign currency will be the US dollar value of this amount on the date of sale or disposition. On the settlement date, the US Holder will recognize US-source foreign currency gain or loss (taxable as ordinary income or loss) equal to the difference (if any) between the US dollar value of the amount received based on the exchange rates in effect on the date of sale or other disposition and the settlement date. However, in the case of New Informa Shares traded on an established securities market that are sold by a cash basis US Holder (or an accrual basis US Holder that so elects), the amount realized will be based on the exchange rate in effect on the settlement date for the sale, and no exchange gain or loss will be recognized at that time.

(f) *Disposition of foreign currency*

Foreign currency received on the sale or other disposition of a New Informa Share will have a tax basis equal to its US dollar value on the settlement date. Foreign currency that is purchased will generally have a tax basis equal to the US dollar value of the foreign currency on the date of purchase. Any gain or loss recognized on a sale or other disposition of a foreign currency (including its use to purchase New Informa Shares or upon exchange for US dollars) will be US source ordinary income or loss.

(g) *Backup withholding and information reporting*

Payments of dividends and other proceeds with respect to New Informa Shares, by a US paying agent or other US intermediary, will be reported to the IRS and to the US Holder as may be required under applicable regulations. Backup withholding may apply to these payments if the US Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to report all interest and dividends required to be shown on its US federal income tax returns. Certain US Holders (including, among others, corporations) are not subject to backup withholding. US Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against the US Holder's US federal income tax liability, provided that the required information is furnished to the IRS.

13. Jersey taxation

Based on Jersey taxation law as it is understood to apply at the date of this document to holders of Informa Shares (other than holders of Informa Shares who are residents of Jersey, if any), no taxation or stamp duty will be payable in Jersey by holders of Informa Shares as a result of the cancellation of the Scheme Shares or the implementation of the Scheme.

This summary does not constitute legal or tax advice. Informa Shareholders should consult their professional advisers on the implications of the Scheme under the laws of the jurisdiction(s) in which they may be liable to taxation. Informa Shareholders should also be aware that tax laws, rules and practice and their interpretation may change.

14. Consent

Barclays has given and has not withdrawn its written consent to the inclusion in this document of its name in the form and context in which it appears.

15. Documents available for inspection

Copies of the following documents are available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ and at the registered office of Informa, during normal business hours on any business day from the date of this document until close of business on the day of the Meetings:

- (a) the Informa Articles and memorandum of association and the Amended Informa Articles;
- (b) the New Informa Articles;
- (c) the rules of the New SIP and New LTIP;
- (d) the consolidated audited accounts of the Informa Group for the three financial years ended 31 December 2011, 2012 and 2013;
- (e) the consent letter referred to in paragraph 14 of this Part IV; and
- (f) this document.

The Prospectus and any supplementary prospectus will be available for inspection alongside the above documents after such documents have been filed with the FCA in accordance with the Prospectus Rules (expected to be on or about 16 May 2014).

PART V

DEFINITIONS

The following definitions apply throughout this document (except in those parts of this document containing the Scheme, the notice of the Jersey Court Meeting and notice of the Scheme General Meeting, which contain separate definitions) unless the context requires otherwise.

“Admission”	means admission of the New Informa Shares to the Official List and to trading on the London Stock Exchange’s main market for listed securities and “Admission becoming effective” means it becoming effective in accordance with paragraph 3.2.7 of the Listing Rules and the Admission and Disclosure Standards published by the London Stock Exchange;
“Amended Informa Articles”	means the Articles, as they are proposed to be amended at the Scheme General Meeting;
“Articles”	means the articles of association of Informa;
“associated undertaking”	has the meaning given in the Large and Medium-sized Companies and Group (Accounts and Reports) Regulations 2008;
“Audit Committee”	means the audit committee established by the Board;
“Barclays”	means Barclays Bank PLC, acting through its investment bank;
“BLUE Form of Proxy”	means the BLUE form of proxy to be used in connection with the Scheme General Meeting;
“BST”	means British Summer Time;
“business day”	means a day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in the City of London or Jersey for the transaction of normal banking business;
“certificated” or “in certificated form”	means in relation to a share or other security, a share or other security which is not in uncertificated form;
“CEST”	means Central European Summer Time;
“City Code”	means the City Code on Takeovers and Mergers;
“Companies Act”	means the Companies Act 2006 of England and Wales;
“Conditions”	means the conditions to the Scheme which are set out in paragraph 4 of Part II of this document;
“Corporate Governance Code”	means the Corporate Governance Code published in September 2012 by the Financial Reporting Council;
“CREST”	means the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations;
“CREST Regulations”	means (as applicable) the Uncertificated Securities Regulations 2001, as amended or the Companies (Uncertificated Securities) (Jersey) Order 1999 as amended;
“Depository”	means The Bank of New York Mellon;

“Disclosure and Transparency Rules”	means the rules and regulations made by the FCA in its capacity as the UK Listing Authority under Part 6 of FSMA, and contained in the UK Listing Authority’s publication of the same name;
“DSBP”	means the Informa plc Deferred Share Bonus Plan;
“Effective Date”	means the date on which the Scheme becomes effective in accordance with Clause 7 of the Scheme, expected to be 30 May 2014;
“Employee Share Plan Proposals”	means the proposals in relation to the New Informa Employee Share Plans;
“English Court”	means the High Court of Justice in England and Wales;
“Euroclear”	means Euroclear UK & Ireland Limited;
“Executive Director”	means the executive Informa Director;
“Facilities Agreement”	means the £625 million revolving credit facility agreement between Informa and certain lenders dated 20 April 2011, as amended from time to time;
“FCA”	means the Financial Conduct Authority;
“Forms of Proxy”	means, as the context may require, either or both of (a) the PINK Form of Proxy and (b) the BLUE Form of Proxy, which accompany this document;
“FSMA”	means the Financial Services and Markets Act 2000, as amended;
“HMRC”	means HM Revenue & Customs;
“holder”	means a registered holder, including any person entitled by transmission;
“Informa” or “Company”	means Informa plc, a public limited company incorporated in Jersey with registered number 102786;
“Informa ADR”	means an American depositary receipt evidencing American depositary shares issued by the Depositary in respect of Informa Shares;
“Informa Board” or “Board”	means the board of directors of Informa;
“Informa Directors” or “Directors”	means the directors of Informa, whose names are set out in paragraph 4.1 of Part IV of this document;
“Informa Employee Share Plans”	means the LTIP, the DSBP, the SIP, the Stock Purchase Plan;
“Informa Group” or “Group”	means, before the Effective Date, Informa and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings and, after the Effective Date, New Informa and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings;
“Informa New Ordinary Shares”	means ordinary shares of £0.001 each in the capital of Informa created following the cancellation of the Scheme Shares, which shall be of an aggregate nominal amount equal to the aggregate nominal amount of the cancelled Scheme Shares and which shall be

	issued credited as fully paid to New Informa pursuant to the Scheme;
“ Informa Shareholders ” or “ Shareholders ”	means holders of Ordinary Shares, from time to time;
“ IRS ”	means the United States Internal Revenue Service;
“ ISA ”	means an individual savings account;
“ Jersey Court ”	means The Royal Court of Jersey;
“ Jersey Court Hearing ”	means the hearing by the Jersey Court of the claim form to sanction the Scheme and to confirm the reduction of share capital of Informa pursuant to the Scheme under the Companies (Jersey) Law 1991;
“ Jersey Court Meeting ”	means the meeting of the Informa Shareholders convened by order of the Jersey Court pursuant to Article 125 of the Companies (Jersey) Law 1991 to be held at the Radisson Blu Hotel, Flughafen Zürich, CH-8058 Zürich, Switzerland at 9.15 a.m. CEST (8.15 a.m. BST) on 23 May 2014 to consider and, if thought fit, approve the Scheme, notice of which is set out in Part VI of this document, and any adjournment thereof;
“ Jersey Court Order ”	means the order of the Act of Court sanctioning the Scheme under Article 125 of the Companies (Jersey) Law 1991 and confirming the Scheme Reduction of Capital under Article 61 of the Companies (Jersey) Law 1991, together with the approved minute attached thereto;
“ Jersey Income Tax Law ”	means the Income Tax (Jersey) Law 1961, as amended;
“ Listing Rules ”	means the listing rules of the UK Listing Authority;
“ London Stock Exchange ”	means London Stock Exchange plc;
“ LTIP ”	means the Informa 2009 Management Long Term Incentive Plan;
“ Meetings ”	means the Jersey Court Meeting and the Scheme General Meeting and “ Meeting ” means either of them;
“ member ”	means a member of Informa, on the register of members at any relevant date;
“ New Informa ”	means Informa Limited, a private company limited by shares and incorporated in England and Wales under the Companies Act with registered number 8860726, which is expected to be re-registered as a public company limited by shares with the name ‘Informa plc’ prior to the Jersey Court Meeting;
“ New Informa ADR ”	means an American depositary receipt evidencing American depositary shares issued by the Depositary in respect of New Informa Shares;
“ New Informa Articles ”	means the articles of association of New Informa, as they are proposed to be adopted prior to New Informa re-registering as a public company limited by shares;
“ New Informa Board ”	means the board of directors of New Informa;
“ New Informa Directors ”	means the directors of New Informa;

“New Informa Employee Share Plans”	means the New LTIP, the New DSBP and the New SIP proposed to be adopted by New Informa and summarised in paragraph 10 of Part IV of this document;
“New Informa Group”	means before the Effective Date, New Informa and, after the Effective Date, New Informa and its subsidiaries and subsidiary undertakings (including Informa) and where the context requires, its associated undertakings;
“New Informa Redeemable Shares”	means redeemable deferred shares of £1.00 each in the capital of New Informa;
“New Informa Reduction of Capital”	means the proposed reduction of capital of New Informa under the Companies Act, as described in paragraph 2(b) of Part I of this document;
“New Informa Shareholder”	means a holder of New Informa Shares from time to time;
“New Informa Shares”	means ordinary shares in the capital of New Informa;
“New Informa Subscriber Shares”	means 2 ordinary shares of £1.00 each in the capital of New Informa issued on incorporation of New Informa;
“Nomination Committee”	means the nomination committee established by the Board;
“Non-Executive Directors”	means the non-executive Informa Directors;
“Official List”	means the official list of the UK Listing Authority;
“Ordinary Shares” or “Informa Shares”	means ordinary shares of 0.1 pence each in the capital of Informa;
“Overseas Persons”	means Informa Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom or Jersey;
“PINK Form of Proxy”	means the PINK form of proxy to be used in connection with the Jersey Court Meeting;
“Private Placement Loan Notes”	means five series of notes issued by Informa Group Holdings Limited under the terms of a note purchase agreement dated 19 November 2010;
“Proposals”	means collectively the Scheme, the New Informa Reduction of Capital and the Employee Share Plan Proposals;
“Prospectus”	means the prospectus relating to New Informa and the New Informa Shares prepared in accordance with the Prospectus Rules;
“Prospectus Rules”	means the rules and regulations made by the FCA in its capacity as the UK Listing Authority under Part VI of FSMA and contained in the UK Listing Authority’s publication of the same name;
“Registrar of Companies”	means the Registrar of Companies in England and Wales;
“Registrars”	means Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bristol, Avon, BS99 6ZY;
“Regulatory Information Service”	means one of the regulatory information services authorised by the UK Listing Authority to receive, process and disseminate regulatory information in respect of listed companies;

“Remuneration Committee”	means the remuneration committee established by the Board;
“Scheme or Scheme of Arrangement”	means the scheme of arrangement proposed to be made under Article 125 of the Companies (Jersey) Law 1991 between Informa and the holders of Scheme Shares as set out in Part III of this document, with or subject to any modification, addition or condition approved or imposed by the Jersey Court and agreed to by Informa and New Informa;
“Scheme General Meeting”	means the general meeting of Informa Shareholders to be held at the Radisson Blu Hotel, Flughafen Zürich, CH-8058 Zürich, Switzerland at 9.30 a.m. CEST (8.30 a.m. BST) on 23 May 2014 (or as soon thereafter as the Jersey Court Meeting shall have been concluded or adjourned), notice of which is set out in Part VII of this document, and any adjournment thereof;
“Scheme Record Time”	means 6.00 p.m. on the business day immediately preceding the Effective Date;
“Scheme Reduction of Capital”	means the reduction of capital referred to in Clause 1(a) of Part III of this document;
“Scheme Shareholder”	means a holder of Scheme Shares as appearing in the register of members of Informa;
“Scheme Shares”	means: <ul style="list-style-type: none"> (a) all the Ordinary Shares in issue at the date of this document (b) all (if any) additional Ordinary Shares issued after the date of this document and before the Voting Record Time; and (c) all (if any) further Ordinary Shares which may be in issue at or after the Voting Record Time and immediately before the confirmation by the Jersey Court of the Scheme Reduction of Capital in respect of which the original or any subsequent holders shall be bound by the Scheme or in respect of which the original or any subsequent holders shall have agreed in writing to be so bound;
“SDRT”	means stamp duty reserve tax;
“SEC”	means the US Securities and Exchange Commission;
“SIP”	means the Informa plc Investment Plan and the Informa plc 2009 Investment Plan;
“Stock Purchase Plan”	means the Informa 2009 United States Stock Purchase Plan;
“subsidiary”	has the meaning given in section 1159 of the Companies Act;
“subsidiary undertaking”	has the meaning given in section 1162 of the Companies Act;
“UK Listing Authority”	means the FCA acting in the exercise of its functions in respect of Admission;
“uncertificated” or “in uncertificated form”	means, in relation to a share or other security, a share or other security title to which is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;

“United Kingdom” or “UK”	means the United Kingdom of Great Britain and Northern Ireland;
“United States” or “US”	means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
“US Securities Act”	means US Securities Act of 1933, as amended; and
“Voting Record Time”	means the time fixed by the Jersey Court and the Company for determining the entitlement to vote, respectively, at the Jersey Court Meeting and the Scheme General Meeting, as set out in the notices thereof.

PART VI

NOTICE OF JERSEY COURT MEETING

IN THE ROYAL COURT OF JERSEY

No. 2014/107

Bailiff Birt

IN THE MATTER OF INFORMA PLC

and

IN THE MATTER OF THE COMPANIES (JERSEY) LAW 1991

NOTICE IS HEREBY GIVEN that by an Order dated 10 April 2014 made in the above matters the Court has directed a meeting to be convened of the holders of the ordinary shares of £0.001 each in the capital of Informa plc (the “**Company**”) (the “**Informa Shares**”) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) and that such meeting will be held at the Radisson Blu Hotel, Flughafen Zürich, CH-8058 Zürich, Switzerland, at 9.15 a.m. CEST (8.15 a.m. BST), on 23 May 2014, at which place and time all holders of the said shares are requested to attend.

A copy of the Scheme of Arrangement and a copy of the explanatory statement required to be furnished pursuant to Article 125 of the Companies (Jersey) Law are incorporated in the document of which this notice forms part.

Shareholders may vote in person at the said meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A PINK Form of Proxy for use at the said meeting is enclosed with this notice. Completion of the PINK Form of Proxy will not prevent a holder of Informa Shares from attending and voting at the said meeting.

It is requested that the PINK Form of Proxy (together with any power of attorney or other authority under which it is signed, or a notarially certified copy of such power or authority) be lodged with the Registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time appointed for the said meeting but if forms are not so lodged they may be handed to the Chairman of the Court Meeting or the Registrars before the start of the Court Meeting.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

The Company, pursuant to Article 40 of the Companies (Uncertified Securities) (Jersey) Order 1999, specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. BST on 21 May 2014 or, in the event that the Court Meeting is adjourned, 6.00 p.m. BST on the day two days prior to the day fixed for the adjourned meeting, shall be entitled to attend or vote in respect of the number of shares registered in their name at the relevant time. Changes to entries in the relevant register of members after 6.00 p.m. BST on 21 May 2014 or, in the event that the Court Meeting is adjourned, 6.00 p.m. BST on the day which is two days before the date appointed for any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Court Meeting.

By the said Order, the Court has appointed Derek Mapp or, failing him, any other director of the Company to act as Chairman of the said meeting and has directed the Chairman to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

NOTE FOR CREST MEMBERS

Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Court Meeting and any adjournment(s) thereof by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. 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 agent of Company's registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9.15 a.m. CEST (8.15 a.m. BST) on 21 May 2014 (or 48 hours preceding the date and time for any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, 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 Article 34 of the Companies (Uncertificated Securities)(Jersey) Order 1999.

Dated 15 April 2014

Mourant Ozannes
22 Grenville Street
St Helier
Jersey JE4 8PX
Channel Islands

Solicitors and Advocates for the Company in relation to Jersey law

PART VII

NOTICE OF GENERAL MEETING

INFORMA PLC

(Registered in Jersey under registered no. 102786)

NOTICE IS HEREBY GIVEN that a GENERAL MEETING (the “**Scheme General Meeting**”) of Informa plc (the “**Company**”) will be held at the Radisson Blu Hotel, Flughafen Zürich, CH-8058, Zürich, Switzerland on 23 May 2014 at 9.30 a.m. CEST (8.30 a.m. BST) (or as soon thereafter as the Court Meeting (as defined in the document of which this notice forms part) shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolutions, of which numbers 1, 2 and 3 will be proposed as Special Resolutions and number 4 will be proposed as an Ordinary Resolution:

SPECIAL RESOLUTIONS

1. THAT:

subject to and conditional upon the passing of Special Resolution 2 set out in this Notice, for the purpose of giving effect to the scheme of arrangement dated 15 April 2014 between the Company and the holders of the Scheme Shares (as such term is defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman, in its original form or subject to any modification, addition or condition approved or imposed by the Jersey Court (the “**Scheme**”):

- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) in connection with the Scheme:
 - (i) the share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares; and
 - (ii) forthwith and contingently upon such reduction of capital taking effect:
 - (A) the authorised share capital of the Company be increased to its former amount by the creation of such number of ordinary shares of 0.1 pence each in the capital of the Company (“**Informa New Ordinary Shares**”) as is equal to the aggregate number of Scheme Shares cancelled pursuant to paragraph 1(b)(i) of this resolution;
 - (B) the Company shall apply the credit arising in its books of account on such reduction of capital in paying up, in full at par, the Informa New Ordinary Shares, which shall be allotted and issued, credited as fully paid, to Informa Limited, a private company limited by shares incorporated in England and Wales with registered number 8860726, which is expected to be re-registered as a public company limited by shares with the name ‘Informa PLC’ prior to such allotment and issue (“**New Informa**”) and/or its nominee or nominees; and
 - (C) the directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of Article 6 of the Company’s articles of association, to allot the Informa New Ordinary Shares provided that:
 - I. the maximum nominal amount of share capital which may be allotted hereunder shall be £610,000;
 - II. this authority shall expire on the first anniversary of this resolution; and
 - III. this authority shall be in addition to any subsisting authority conferred on the directors of the Company pursuant to Article 6 of the Company’s articles of association;

- (c) with effect from the passing of this resolution, the Company's Articles be amended as follows:
- (i) the adoption and inclusion of the following new Article 140:

“140. Scheme of Arrangement

- (1) For the purpose of this Article 140, references to the Scheme are to the scheme of arrangement between the Company and the holders of the Scheme Shares dated 15 April 2014 under Article 125 of the Companies (Jersey) Law 1991 in its original form or with or subject to any modification, addition or condition approved or imposed by the Royal Court of Jersey and (save as defined in this Article) expressions defined in the Scheme shall have the same meaning in this Article.
- (2) Notwithstanding any other provisions of these Articles, if any ordinary shares in the capital of the Company are allotted and issued to any person (a “**New Member**”) other than New Informa and/or its nominee or nominees after the time at which this Article becomes effective and before 6.00 p.m. on the business day before the Effective Date (as defined in the Scheme), such ordinary shares in the share capital of the Company shall be allotted and issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the New Member, and any subsequent holder other than New Informa and/or its nominee or nominees, shall be bound by the terms of the Scheme.
- (3) Subject to the Scheme becoming effective, if any ordinary shares in the share capital of the Company are allotted and issued to a New Member at or after 6.00 p.m. on the business day before the Effective Date (the “**Post-Scheme Shares**”), they will, on receipt by the Company of an election in writing from New Informa, be immediately transferred to New Informa and/or its nominee or nominees in consideration of and conditional upon the issue or transfer to the New Member of one New Informa Share for each Post-Scheme Share, so transferred. Any New Informa Shares issued pursuant to this Article 140 to the New Member will be credited as fully paid and will rank equally in all respects with all New Informa Shares in issue at the time (other than as regards any dividend or other distribution payable, or return of capital made, by reference to a record time preceding the date of exchange) and will be subject to the Memorandum and Articles of Association of New Informa.
- (4) The number of New Informa Shares to be issued or transferred to the New Member under this Article 140 may be adjusted by the directors of the Company in such manner as the Company's auditors may determine on any reorganisation or material alteration of the share capital of either the Company or of New Informa or any other return of value to holders of New Informa Shares, provided always that any fractions of New Informa Shares shall be disregarded and shall be aggregated and sold for the benefit of New Informa.
- (5) In order to give effect to any such transfer required by this Article 140, the Company may appoint any person to execute and deliver a form of transfer on behalf of the New Member in favour of New Informa and/or its nominee or nominees and to agree for and on behalf of the New Member to become a member of New Informa. Pending the registration of New Informa as a holder of any Post-Scheme Shares to be transferred pursuant to this Article 140, New Informa shall be empowered to appoint a person nominated by the directors of the Company to act as attorney on behalf of the holder of the Post-Scheme Shares in accordance with such directions as New Informa may give in relation to any dealings with or disposal of the Post-Scheme Shares (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and any holder of Post-Scheme Shares shall exercise all rights attached thereto in accordance with the directions of New Informa but not otherwise. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares.

- (6) If the Scheme shall not have become effective by the applicable date referred to in Clause 7(b) of the Scheme, this Article 140 shall cease to be of any effect.

2. THAT, subject to and conditional upon: (i) the passing of Special Resolution 1 set out in this Notice; (ii) the ordinary shares of 435 pence each (or such other nominal value as New Informa shall resolve) in the capital of New Informa (“**New Informa Shares**”) required to be allotted and issued by New Informa pursuant to the Scheme having been allotted and issued and registered in the names of the persons entitled to such New Informa Shares in New Informa’s register of members; and (iii) the Scheme becoming effective:

the share capital of New Informa be reduced by reducing the nominal value of such New Informa Shares to 0.1p.

3. THAT, subject to and conditional upon the passing of Special Resolutions 1 and 2 set out in this Notice, a general meeting of New Informa, other than an annual general meeting, may be called on not less than 14 clear days notice.

ORDINARY RESOLUTION

4. (a) THAT conditional upon the Scheme becoming effective, the rules of the Informa 2014 Investment Plan (the “**New SIP**”), the main features of which are summarised in paragraph 10 of Part IV of the Circular and produced in draft to this meeting and, for the purposes of identification initialled by the Chairman, be and are hereby approved and the directors of New Informa, or a duly authorised committee of them, be authorised to:

- (i) make such modifications to the New SIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the New SIP (including making any amendments required in order to satisfy the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003) and to adopt the New SIP as so modified and to do all such other acts and things as they may consider appropriate to implement the New SIP; and
- (ii) establish further plans based on the New SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New SIP.

(b) THAT conditional upon the Scheme becoming effective, the rules of the Informa 2014 Long Term Incentive Plan (the “**New LTIP**”), the main features of which are summarised in paragraph 10 of Part IV of the Circular and produced in draft to this meeting and, for the purposes of identification initialled by the Chairman, be and are hereby approved and the directors of New Informa, or a duly authorised committee of them, be authorised to:

- (i) make such modifications to the New LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the New LTIP and to adopt the New LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the New LTIP; and
- (ii) establish further plans based on the New LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New LTIP.

By order of the Board
Rupert Hopley, Company Secretary

Registered Office
22 Grenville Street
St Helier
Jersey
JE4 8PX

15 April 2014

Notes:

1. A shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. A shareholder may appoint more than one proxy in relation to the Scheme General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. A BLUE Form of Proxy is enclosed with this document. To be valid, the BLUE Form of Proxy (together with any power of attorney or authority under which it is signed, or a notarially certified copy of such power or authority) must be received by the Registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time appointed for the meeting or, as the case may be, the adjourned meeting. Completion and return of the BLUE Form of Proxy will not prevent you from attending and voting at the meeting instead of the proxy should you so wish.
3. As an alternative to completing the BLUE Form of Proxy you may submit your Form of Proxy electronically by accessing www.exproxyappointment.com. For security purposes, you will need your unique shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online.
4. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes cast), shareholders must be entered on the Company's register of members at 6.00 p.m. on 21 May 2014 or, in the event that the meeting is adjourned, on the Company's register of members at 6.00 p.m. on the date two days before the date of any adjourned meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertified Securities) (Jersey) Order 1999.
6. Any person to whom this notice is sent who is a person nominated in accordance with Article 131 of the Company's Articles of Association to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or, to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 to 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
8. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative. A share owner which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.
9. Copies of the Company's existing Articles and the Company's Articles as proposed to be amended by Special Resolution 1 (set out in the Notice of General Meeting) are available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ and the Company's registered office at 22 Grenville Street, St Helier, Jersey JE4 8PX, during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this notice until the close of business on the date of the Scheme General Meeting and will also be available for inspection at the place of the meeting for at least 15 minutes prior to, and during, the Scheme General Meeting.
10. As at 11 April 2014 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 603,941,249 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 April 2014 are 603,941,249.

NOTE FOR CREST MEMBERS**Electronic proxy appointment through CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Scheme General Meeting and any adjournment(s) thereof by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by 9.30 a.m. CEST (8.30 a.m. BST) on 21 May 2014 (or 48 hours preceding the date and time for any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations

