

INFORMA PLC

DIVISION OF RESPONSIBILITIES

Roles of the Chair, Group Chief Executive,
Senior Independent Director and Non-Executive Directors

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Division of Responsibilities

Role of the Chair of the Board

A. The Chair is responsible for:

1. Meetings

- Chairing Board and general meetings and those of the Nomination Committee.
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Setting forward looking agenda for the Board, taking into account strategic matters and any issues and concerns of Board members.
- Ensuring that there is appropriate delegation of authority from the Board to executive management.
- Ensuring that the Directors receive accurate, timely and clear information, including that on the Company current performance, to enable them Board to make sound decisions, monitor effectively and provide advice to promote the success of the Company.
- Managing Board meetings to allow adequate time for discussion of all agenda items. The Chair should ensure that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

2. Directors

- Promote a culture of openness and debate by facilitating the effective contribution of Non-Executive Directors in particular and encouraging active engagement by all members of the Board.
- Ensuring constructive relations between the Executive and Non-Executive Directors.
- Holding meetings with the Non-Executive Directors without the executive management being present.

3. Induction, development and performance evaluation

- Ensuring the new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
- Ensuring that the development needs of Directors are identified and agreed with each individual and, with the Company Secretary having a key role, that these needs are met. The Directors should be able to continually update their skills and their knowledge and familiarity with the Company required to fulfil their roles on the Board and its Committees.
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.
- Ensuring the performance of the Board, its Committees and individual Directors is evaluated annually and acting on the results of such evaluation.
- Where appropriate, through the Nomination Committee, proposing that new members be appointed to the Board or seeking the resignation of others.

4. Relations with shareholders

- Ensuring effective communication with shareholders.
- Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular in relation to governance, strategy and remuneration.
- Ensuring that the issues and concerns of major shareholders are communicated to the Board as a whole so that all Directors develop an understanding of these.

5. AGM

- Ensuring that the Committee Chairs are available to answer shareholder questions.

B. In addition, the Chair should:

- Uphold the highest standards of integrity and probity.
- Set the style and tone of the Board discussions to promote effective decision making and constructive debate.
- Ensure that they are fully informed about all issues on which the Board will be required to make a decision, through briefings with the Group Chief Executive, the Company Secretary, and members of executive management as appropriate.
- Ensure that there is a clear structure for, and effective running of, Board Committees.
- Ensure the effective implementation of Board decisions.
- Promote effective relationships and open communication between Executive and Non-Executive Directors both inside and outside the Boardroom, ensuring an appropriate balance of skills and personalities.
- Build an effective and complementary Board, and with the Nomination Committee, initiate change and plan succession in Board appointments (except that of a successor as Chair) subject to Board and shareholder approval.
- With the assistance of the Company Secretary, promote the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.
- Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- Ensure the long-term sustainability of the business.
- Ensure the continual improvement in quality and calibre of the executives.
- Establish a close relationship of trust with the Group Chief Executive and Group Finance Director, providing support and advice while respecting executive responsibility.
- Have the Group Chief Executive and the Company Secretary as direct reports.
- Provide coherent leadership of the Company, including, in conjunction with the Group Chief Executive and when appropriate representing the Company to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.

Role of the Group Chief Executive

The Group Chief Executive is accountable and reports to the Board and is responsible for running the Group's business.

A. The Group Chief Executive is responsible for the following, within the authority limits delegated by the Board:

1. Business Strategy and Management

- Developing Group objectives and strategy having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders.
- The successful achievement of objectives and execution of strategy following presentation to, and approval by, the Board.
- Recommending to the Board an annual budget and other financial plans as required and ensuring their achievements following Board approval.
- Optimising as far as is reasonably possible the use and adequacy of the Group's resources.

2. Investment and Financing

- Examining all trade investments and major capital expenditure proposed by subsidiary companies and the recommendation to the Board of Informa PLC those which, in a Group context, are material either by nature or cost.
- Identifying and executing acquisitions and disposals, approving major proposals or bids.
- Leading geographic diversification initiatives.
- Identifying and executing new business opportunities outside the current core activities.

3. Risk Management and Controls

- Managing the Group's risk profile, including the health and safety performance of the business, in line with the extent and categories of risk identified as acceptable by the Board.
- Ensuring appropriate internal controls are in place.

4. Board Committees

- Making recommendations of remuneration policy, executive remuneration and terms of employment of the senior executive team, including the Company Secretary, to the Remuneration Committee.
- Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of Executive Directors.

5. Communication

- Providing a means for timely and accurate disclosure of information, including an escalation route for issues.
- Ensuring effective communication with shareholders.

6. Other

- Setting Group HR policies, including management development and succession planning for the senior executive team and approving the appointment and termination of employment of members of that team.

B. The duties which derive from these responsibilities include:

- Leading the Executive Directors and the senior executive team in the day to day running of the Group's business, including chairing any Executive Committee and communicating its decisions/recommendations to the Board.
- Ensuring effective implementation of Board decisions.
- Regularly reviewing the operational performance and strategic direction of the Group's business.
- Regularly reviewing the Group's organisational structure and recommending changes as appropriate.
- Formalising the roles and responsibilities of the senior executive team, including clear delegation of authorities.
- Supervising the activities of subsidiary companies' most senior executives.
- Developing senior teams within subsidiaries and ensuring succession planning.
- Developing the following policies for Board approval and then implementing them:
 - Codes of ethics and business practice
 - Share dealing code
 - Health and safety policy, risks and procedures (to be reviewed annually)
 - Communications policy (including procedures for the release of price sensitive information)
 - Investor relations policy
 - Corporate social responsibility policy (including environmental, employee communications and employee disability)
 - Charitable donations policy.
- Ensuring that all Group policies and procedures are followed and conform to the highest standards.
- Together with the Chair of the Board, providing coherent leadership of the Company, including, representing the Group to customers, suppliers, government, shareholders, financial institutions, employees, the media, the community and the public.
- Keeping the Chair informed on all important matters.

Role of the Senior Independent Director

The role of the Senior Independent Director covers

1. Shareholders

- To be available to shareholders if they have concerns which contact through the normal channels of Chair, Group Chief Executive or other Executive Directors has failed to resolve or for which such contact is inappropriate.
- Attend sufficient meetings with a range of major shareholders and to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.

2. Chair

- Lead the process for the appointment of a successor to the Chair.
- Chair the Nomination Committee when it is considering matters where the Chair of the Board is conflicted.
- Provide a sounding board for the Chair and serve as an intermediary for the other Directors when required.
- Meet with the Non-Executive Directors at least once a year to appraise the Chair's performance and on such other occasions as is deemed appropriate.
- Be available as the main point of contact to shareholders on any matters that relate and reference the Chair in relation to the decisions of the Nomination Committee.

Role of a Non-Executive Director

The main roles and responsibilities of a Non-Executive Director are set out below.

1. Leadership

Non-Executive Directors should constructively challenge and help develop proposals on strategy including:

- Scrutinising the performance of management in meeting agreed goals and objectives.
- Monitoring the reporting of performance.
- Satisfying themselves on the integrity of financial information.
- Ensuring financial controls and systems of risk management are robust and defensible.
- Determining appropriate levels of remuneration of Executive Directors.
- Playing a primary role in appointing and where necessary, removing Executive Directors and succession planning.

Non-Executive Directors should have meetings without the Executive Directors present and should also meet without the Chair being present at least annually (and on other occasions as is deemed appropriate), in order to appraise the Chair's performance.

Non-Executive Directors should ensure that any concerns about the running of the Company or course of proposed action are recorded in the Company's minutes and, if necessary following resignation, should provide a written statement to the Chair for circulation to the Board.

2. Effectiveness

To ensure that Non-Executive Directors perform their role effectively:

- Non-Executive Directors should allocate sufficient time to the Company to discharge their responsibilities effectively and undertake that they will have sufficient time to meet the duties expected of them.
- Non-Executive Directors should disclose other significant commitments to the Board before appointment (with a broad indication of the time involved) and should inform the Board of any subsequent changes.
- All Directors should receive induction on joining the Board and should regularly update and refresh their skills and knowledge.
- There should be an annual evaluation of all Directors, including the Non-Executive Directors.
- The Non-Executive Directors, led by the Senior Independent Director, should be responsible for the annual performance evaluation of the Chair, taking into account the views of Executive Directors.
- The Board should set out in the papers accompanying a resolution to elect a Non-Executive Director why they believe that individual should be elected and, when proposing re-election, that the individual's performance continues to be effective.

3. Relations with shareholders

If requested, Non-Executive Directors should attend meetings with major shareholders for the purposes of discussing governance and strategy.