

informa



Informa plc

NOTICE OF ANNUAL GENERAL MEETING 2008 THURSDAY 15 MAY 2008 AT 11.00 A.M.

**TO BE HELD AT THE OFFICES OF CMS CAMERON McKENNA LLP
AT MITRE HOUSE, 160 ALDERSGATE STREET, LONDON EC1A 4DD**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares, please pass this document together with 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 ordinary shares.

Dear Shareholder,

Notice of Annual General Meeting 2008

I am pleased to invite you to the Annual General Meeting (“AGM”) of the Company to be held on Thursday 15 May 2008 at 11.00 a.m. at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD. The formal notice of AGM is set out on pages 3 and 4 of this document which sets out the business to be considered at the Meeting, followed by explanatory notes on the resolutions to be proposed.

Each resolution will be proposed and voted on separately and there will be an opportunity during the AGM to ask questions of your Directors on the issues involved.

Your Directors believe the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of each of the proposed resolutions.

The Form of Proxy enclosed with this letter should be completed and returned as soon as possible, but in any event so as to be received by Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by no later than 11.00 a.m. on 13 May 2008. Alternatively, shareholders may register the appointment of a proxy electronically by logging on to the website www.sharevote.co.uk. Electronic proxy appointments must also be received by Equiniti no later than 11.00 a.m. on 13 May 2008. Proxy voting in respect of uncertificated shares may also be registered electronically through CREST – see note 8 on page 5 of this document.

If you are viewing this letter via the Informa website, and have registered on www.shareview.co.uk to cast your vote online, you can do so by logging on to www.shareview.co.uk. However, if you wish to receive a hard copy proxy card, you will need to contact the Company’s Registrars, Equiniti, by calling 0871 384 2381 or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, stating your name, shareholding and shareholder reference number.

Shareholders who return a Form of Proxy or give an electronic proxy instruction will still be able to attend and vote in person at the Meeting if they so wish.

I look forward to meeting you at the AGM.

Yours sincerely,



Derek Mapp
Chairman

NOTICE OF ANNUAL GENERAL MEETING 2008

Notice is hereby given that the AGM of Informa plc will be held at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD on Thursday 15 May 2008 at 11.00 a.m. The business of the Meeting will be to consider and, if thought fit, to pass the following Resolutions of which Resolutions 1 to 13 are proposed as Ordinary Resolutions and Resolutions 14 to 18 as Special Resolutions:

Ordinary Resolutions

1. To receive the Report of the Directors and the Accounts for the year ended 31 December 2007 and the Report of the Auditors on the Accounts.
2. To declare a final dividend of 11.3p per ordinary share.
3. To re-elect Mr Derek Mapp as a Director.
4. To re-elect Mr Peter Rigby as a Director.
5. To re-elect Mr Adam Walker as a Director.
6. To re-elect Mr Sean Watson as a Director.
7. To re-elect Dr Pamela Kirby as a Director.
8. To re-elect Mr John Davis as a Director.
9. To re-elect Dr Brendan O'Neill as a Director.
10. To approve the Directors' Remuneration Report for the year ended 31 December 2007.
11. To re-appoint Deloitte & Touche LLP as auditors of the Company.
12. To authorise the Directors to determine the remuneration of the auditors.
13. That, in accordance with article 6 of the Company's current Articles of Association, the directors be empowered to allot relevant securities up to a maximum nominal amount of £141,633 that such authority shall expire at the conclusion of the next Annual General Meeting and that all previous authorities under section 80 of the Companies Act 1985 shall be revoked.

Special Resolutions

14. To approve the 2008 US Employee Stock Purchase Plan.
15. To authorise the Company and those companies which are subsidiaries of the Company at any time during the period, for the purposes of Part 14 of the Companies Act 2006 (previously section 347 of the Companies Act 1985), during the period from the date of the passing of this resolution and expiring at the conclusion of the AGM in 2012 or 15 July 2012, whichever is earlier:
 - (i) to make political donations to political parties, and/or independent election candidates;
 - (ii) to make political donations to political organizations other than political parties; and
 - (iii) to incur political expenditure,up to an aggregate of £50,000 and the total amount authorized under each of paragraphs (i) to (iii) shall be limited to £25,000.
16. That the Directors be empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94(2) of that Act) for cash pursuant to the general authority conferred on them by resolution 13 above and/or to sell equity securities held as treasury shares for cash pursuant to section 162D of that Act, in each case as if section 89(1) of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) any such allotment and/or sale of equity securities in connection with an issue or offer by way of rights or other pre-emptive issue or offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of relevant shares (as defined in section 94(5) of the Act), an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal value, not exceeding the sum of £21,245.

This authority (which revokes the authority taken pursuant to section 95 of the Act dated 15 May 2007) shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 13 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

17. That the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 0.1p each in the capital of the Company in accordance with its Articles of Association provided that in doing so it:
- (a) purchases no more than 42,489,780 ordinary shares in aggregate;
 - (b) pays not less than 0.1p (excluding expenses) per ordinary share; and
 - (c) pays a price per share that is not more (excluding expenses) per ordinary share than the higher of (i) 5 per cent. above the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company but the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

18. THAT the Articles of Association of the Company contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the 2008 Annual General Meeting.

By order of the Board



John Burton
Company Secretary

4 April 2008

Registered Office: Mortimer House, 37-41 Mortimer Street, London, W1T 3JH
Registrars: Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual 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. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. 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 registrars, Equiniti on 0871 384 2381.
2. To be valid, the enclosed reply-paid form of proxy, together, if appropriate, with the power of attorney or the authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be deposited at the offices of Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not later than 11.00 a.m. on 13 May 2008. If you prefer, you may send them in an envelope using the same FREEPOST address details.
3. Alternatively, shareholders may register the appointment of a proxy electronically by logging on to the website of www.sharevote.co.uk. Full details of the procedure are given on that website. Electronic proxy appointments must be received by Equiniti no later than 11.00 a.m. on 13 May 2008.
4. The return of a completed form of proxy or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General 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.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. Pursuant to Regulations 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on 13 May 2008 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. As at 19 March 2008 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 424,897,800 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 19 March 2008 are 424,897,800.
 - (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.
 - (b) 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 instruction, as described in the CREST Manual. 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 7RA01) by 11.00 a.m. on 13 May 2008. 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 Application 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.
 - (c) 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 message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 - (d) 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.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that
 - (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a

vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

10. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.

Explanatory Notes on the Resolutions to the Notice of Annual General Meeting

Resolution 1: Report and Accounts

The Directors are required by the Companies Act 1985 to present to the shareholders of the Company at a general meeting the reports of the directors and auditors, and the audited accounts for the year ended 31 December 2007.

Resolution 2: Final dividend

The Directors recommend that a final dividend of 11.3p per ordinary share be paid which, together with the interim dividend of 5.6p per ordinary share paid on 5 October 2007, makes a total for the year of 16.9p per ordinary share. The final dividend will be payable on 21 May 2008 to shareholders registered as at the close of business on 18 April 2008.

Resolutions 3 to 9 inclusive: Re-election of Directors

Article 59 of the Company's current Articles of Association provides that at each Annual General Meeting, any Director then in office shall retire from office but shall be eligible for re-appointment. Accordingly, all of the Directors, including Adam Walker and Brendan O'Neill who were appointed during the year, will retire at the Annual General Meeting and, being eligible, seek re-election. In respect of each of these Directors, the Board is satisfied, following formal evaluation that each Director continues to be effective and to demonstrate commitment to his/her role (except that, as Dr O'Neill and Mr Walker have only latterly joined the board, neither has been subject to formal evaluation). The Directors therefore unanimously recommend that each be re-elected as a Director of the Company. Short biographical details of each Director seeking re-election are set out on pages 10 and 11 of this document.

Resolution 10: Directors' Remuneration Report

The Company is required by law to seek shareholder approval at the AGM for the Directors' Remuneration Report for the previous financial year. The Directors' Remuneration Report is set out on pages 60 to 68 of the Annual Report for the year ended 31 December 2007.

Resolution 11: Re-Appointment of Auditors

This resolution proposes the re-appointment of Deloitte & Touche LLP as auditors.

Resolution 12: Auditors' Remuneration

This resolution authorises the Directors to determine the remuneration of the auditors.

Resolution 13: Authority to Allot Shares

This resolution will give authority for the Directors to allot relevant securities until the conclusion of the Annual General Meeting of the Company to be held in 2009 up to a maximum nominal amount of £141,633 (representing one-third of the total issued ordinary share capital as of 19 March 2008 (being the latest practicable date before publication of this document)). The Company does not hold any treasury shares at the date of this document.

Resolution 14: The 2008 US Employee Stock Purchase Plan

The purpose of the 2008 US Employee Stock Purchase Plan ("the Plan") is to provide, from 1 February 2008, eligible employees of the Company and certain of its subsidiaries with opportunities to purchase the Company's shares. The Plan is explained in more detail in Appendix 1 on page 12.

Resolution 15: Authority to make donations to EU political organizations and to incur EU political expenditure

This resolution will give the Company and its subsidiaries authority to make donations to EU political organizations and to incur EU political expenditure in the manner set out in the explanatory notes to this Notice in an amount which does not exceed an aggregate of £50,000 in the period from the date of this resolution to the conclusion of the AGM in 2012 or 15 July 2012, whichever is earlier.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the date of the AGM to the conclusion of the AGM in 2012 or 15 July 2012, whichever is earlier, up to a maximum aggregate amount of £50,000.

Resolution 16: Disapplication of Pre-emption Rights

This resolution will give the Directors power to allot equity securities for cash pursuant to the authority given by Resolution 13, disapplying the pre-emption provisions contained in section 89(1) of the Companies Act 1985. This power is valid for the same period and is limited to the allotment of equity securities up to a nominal amount of £21,245 (approximately 5 per cent. of the issued ordinary share capital at 19 March 2008) or in connection with a rights issue or other pre-emptive offer.

The Directors have no present intention of issuing any further shares other than in connection with the Company's employee share schemes. This authority will also cover the sale of treasury shares for cash.

Resolution 17: To Authorise the Company to Purchase its Own Shares

If passed this resolution will grant the Company authority to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 10 per cent. of the Company's issued share capital (excluding treasury shares) as at 19 March 2008, which is the latest practicable date prior to the publication of this document.

The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 0.1p per ordinary share and a maximum amount (excluding expenses) of the higher of:

- 5 per cent. above the average of the previous five business days' market values; and
- the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

This authority will only be exercised if market conditions make it advantageous to do so.

The Directors' present intention is that shares purchased pursuant to this authority (to the extent statutory requirements are met and provided any treasury shares held do not exceed 10 per cent. of the Company's issued share capital) will be held in treasury for future cancellation, sale for cash, or transfer to an employee share scheme, although they may be cancelled immediately on repurchase in the light of circumstances at the time. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends). The Directors will only make purchases under this authority if they believe that to do so would result in an increase in earnings per share for the remaining shareholders and were in the best interests of shareholders generally.

As at 19 March 2008, which is the latest practicable date prior to the publication of this document, the total number of options to subscribe for ordinary shares of 0.1p each in the Company was 2,464,057, representing approximately 0.58 per cent. of the issued share capital of the Company (excluding treasury shares) at that date. If the proposed market purchase authority were to be used in full and all of the repurchased shares were cancelled (but the Company's issued share capital otherwise remained unaltered), the total number of options

to subscribe for ordinary shares of 0.1p each in the Company at that date would represent approximately 0.64 per cent. of the Company's issued share capital (excluding treasury shares).

Resolution 18: Adoption of New Articles of Association

It is proposed in Resolution 18 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of changes brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix 2 on page 13 of this document. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 15 of this document.

Biographical Information on Directors Seeking Re-election

Derek Mapp

Non-Executive Chairman³ (57)

Derek Mapp joined the board of Taylor & Francis Group plc as a Non-Executive Director in 1998. He is currently Non-Executive Chairman of Staffline Recruitment Group plc and Salmon Developments plc and Executive Chairman of Imagesound plc. He also has a number of other private business interests. Mr Mapp was appointed as a Non-Executive Director upon the merger of Informa and Taylor & Francis in May 2004 and was designated the Senior Independent Director on 10 March 2005. He was appointed Non-Executive Chairman on 17 March 2008. He is also a member of the Nomination Committee.

Peter Rigby

Chief Executive⁴ (52)

After qualifying as an accountant, Peter Rigby joined Metal Box. In 1981 he moved into the media industry joining Book Club Associates, a joint venture between WH Smith and Doubleday. In 1983 he joined Stonehart Publications which was acquired by International Business Communications (later renamed IBC) in 1986. After two years as Finance Director of IBC, Mr Rigby was appointed Deputy Chief Executive and later its Chief Executive, leading IBC's expansion into North America, Asia and Australia. He became Chairman of Informa Group plc at the Company's inception upon the merger of IBC and LLP in 1998. Mr Rigby was appointed Chief Executive upon the merger of Informa and Taylor & Francis in May 2004. Mr Rigby was reappointed as Chairman of the Company at the 2007 AGM. He was re-appointed as Chief Executive on 17 March 2008. He is also Non-Executive Chairman of Electric Word plc. He is a member of the Risk Committee.

Adam Walker

Finance Director⁴ (40)

Adam Walker joined Touche Ross in 1989. Following his qualification as a Chartered Accountant he specialised in corporate finance work. In 1994 he joined Natwest Markets as an Associate Director. In 1998 his team joined Arthur Andersen where he became a Director of Corporate Finance. Following a short interlude with an internet incubator fund, in 2001, he joined National Express Group plc as Head of Corporate Development, and was appointed to the Board as Finance Director in 2003. He took up his appointment as Finance Director of the Company on 28 March 2008. He is a member of the Risk Committee.

Sean Watson

Non-Executive Director^{1,2} (59)

A solicitor and Senior Corporate Finance Partner at CMS Cameron McKenna, Sean Watson has extensive experience in all areas of corporate law. In 2000 he was appointed as a Non-Executive Director. He is also a Non-Executive Director of TT Electronics plc. He is a member of the Audit Committee and the Remuneration Committee.

Dr Pamela Kirby

Senior Independent Non-Executive Director^{2,3} (54)

Pamela Kirby is currently Chairman of Scynexis Inc., a privately held chemistry-focused drug discovery and development company based in the US. She is also a Non-Executive Director of Smith & Nephew plc, Curalogic A/S and Novo Nordisk A/S. She was previously the Non-Executive Chairman of Oxford Immunotec Limited and was the CEO of US-based Quintiles Transnational Corporation. Prior to joining Quintiles, Dr Kirby held various senior positions in the pharmaceutical industry at Astra AB (now AstraZeneca plc), British Biotech plc (now Vernalis plc) and F. Hoffman-La Roche Limited. She has a PhD in Clinical Pharmacology from the University of London. Dr Kirby was appointed as a Non-Executive Director in September 2004. She chairs the Remuneration Committee and is a member of the Nomination Committee. She was also appointed as Senior Independent Non-Executive Director on 17 March 2008.

John Davis**Non-Executive Director¹³ (45)**

John Davis has been Chief Financial Officer of Yell Group plc since 2000. He previously held senior positions within Pearson Plc, where he was latterly Group Finance Director of the FT Group, and Emap plc, which he joined in 1989, where he was Director of Corporate Finance and Treasury between 1995 and 1997. Mr Davis is a Chartered Accountant, having qualified at Price Waterhouse and has a Masters in Management from the Stanford Graduate School of Business. He was appointed as a Non-Executive Director with effect from 1 October 2005. He chairs the Nomination Committee and is a member the Audit Committee.

Dr Brendan O'Neill**Non-Executive Director¹²⁴ (59)**

Brendan O'Neill is a Non-Executive Director of Aegis Group plc, Tyco International Inc, Watson Wyatt Worldwide Inc and of Endurance Speciality Holdings Limited. From 1999 to 2003 he was Chief Executive of ICI plc. Prior to joining ICI in 1998 he was an Executive Director of Guinness plc with responsibility for the Guinness Group's worldwide business brewing interests. He was also Non-Executive Director of Emap plc from 1995 to 2002. He was appointed as a Non-Executive Director with effect from 1 January 2008. He chairs the Audit Committee and Risk Committee, and is a member of the Remuneration Committee.

- 1 Member of Audit Committee
- 2 Member of Remuneration Committee
- 3 Member of Nomination Committee
- 4 Member of Risk Committee

Appendix 1

2008 U.S. Employee Stock Purchase Plan

1. Overview

The Stock Purchase Plan will provide a means by which the Group's US employees may be given the opportunity to purchase the Company's shares. The plan is intended to qualify as an *Employee Stock Purchase Plan* as defined in Section 423 of the US Internal Revenue Code of 1986.

2. Eligibility

All US employees working for more than 20 hours a week and more than 5 months in a calendar year will be eligible to participate in the Plan.

3. Shares Available under the Plan

The maximum number of shares that may be offered under the Plan is 10 million plus an annual increase of 1.25 million shares but the aggregate purchase price of all shares issued under the Plan during any one year may not exceed \$5 million.

In addition the maximum sum that may be contributed by an employee annually under the Plan is \$2,940.

4. Purchase Price

The purchase price per share will be 85 per cent. of the fair market value of a share at the time of purchase.

5. Transferability

The rights under the Plan are not transferable during the lifetime of the employee.

6. Plan amendment

The Board may at any time, and from time to time, amend the Plan in any respect, except that (a) if the approval of any such amendment by the shareholders of the Company is required by Section 423 of the Code, such amendment shall not be effected without such approval, and (b) in no event may any amendment be made which would cause the Plan to fail to comply with Section 423 of the Code.

7. Administration

The Stock Purchase Plan will be administered by the Remuneration Committee and the Board.

Appendix 2

Explanatory Notes of Principal Changes to the Company's Articles of Association

1. Articles which duplicate statutory provisions

Provisions in the Company's current Articles ("Current Articles") which replicate provisions contained in the Companies Act 2006 are in the main to be amended to bring them into line with the Companies Act 2006. Examples of these provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

3. Change of name

Currently, a company can only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the new Articles of Association proposed to be adopted pursuant to resolution 18 ("New Articles") will enable the directors to pass a resolution to change the Company's name once the relevant provisions in the Companies Act 2006 Act are in force.

4. Redeemable shares and consolidation, division or sub-division

At present, if a company wishes to issue redeemable shares it must include in its articles the terms and manner of redemption. The Companies Act 2006 will enable directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation that will take effect once the relevant provisions in the Companies Act 2006 Act are in force. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way. In accordance with the Listing Rules the New Articles permit the Company to retain for its own benefit the net proceeds up to £5 of selling fractional entitlements arising on a consolidation, division or sub-division of its shares.

5. Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

6. Votes of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

7. Conflicts of interest

The Companies Act 2006 sets out Directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a Director must avoid a situation where

he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a Director becomes a Director of another company or a trustee of another organisation. The Companies Act 2006 allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The New Articles give the Directors authority to approve such situations and include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

8. Electronic and web communications

At last year's Annual General Meeting, shareholders gave the Company authority to use website communication for documents such as the Annual Report and Accounts. The New Articles reflect this authority by incorporating express provisions relating to website communications and communications to members in electronic form.

9. Directors' Fees

The New Articles increase the limit on the fees payable to non-executive Directors to an aggregate maximum amount not exceeding £500,000. This provision relates to fees paid to non-executive Directors, as distinct from salaries paid to executive Directors. The proposed increase reflects the impact on non-executive Directors' fees of the substantial increase in their corporate governance and other responsibilities in recent years.

10. Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify Directors and to fund expenditure incurred in connection with certain actions against Directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a Director against liability incurred in connection with the Company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a Director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

The existing authority to indemnify the Company's auditor has also been deleted and accordingly the Directors will not approve the granting of any such indemnity by the Company.

11. Updating statutory and regulatory references

The opportunity is being taken to update references to legislation as well as regulatory and other bodies.

Inspection of documents

The following documents are available for inspection during normal business on any weekday (public holidays excepted) at Mortimer House, 37-41 Mortimer Street London W1T 3JH until the day of the AGM and at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD from 15 minutes before the AGM until it concludes:

- Copies of the executive Directors' service contracts
- Copies of letters of appointment of the non-executive Directors
- A copy of the New Articles and a copy of the Current Articles marked to show the changes being proposed by Resolution 18.

AGM Information

Venue

The meeting will be held on Thursday 15 May 2008 at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD

Time

The meeting will start at 11.00 a.m. Please arrive no later than 10.50 a.m. for registration.

Refreshments

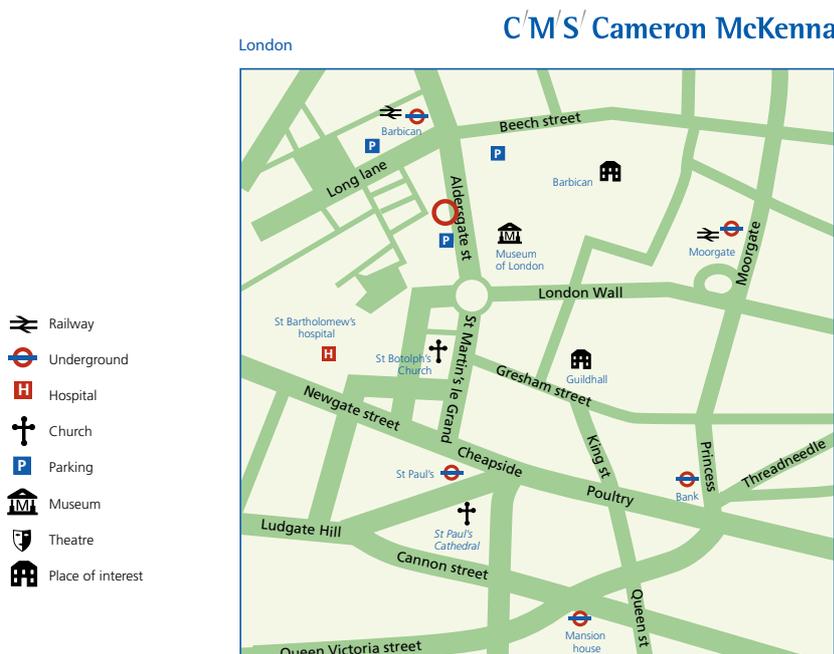
Tea, coffee and light refreshments will be served from 10.30 a.m.

Shareholders with special needs

We have arranged for induction loop facilities to be available in the meeting room.

Transport and directions to the venue

Venue: CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD



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