

**This document is important. You are advised, if you are in any doubt as to what action to take, to consult appropriate independent advisers. If you have sold or otherwise transferred all your ordinary shares, please forward this document and accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

6 April 2006

Dear Shareholder

## **Notice of Annual General Meeting of Informa plc (the "Company")**

I am pleased to invite you, in my capacity as your Chairman, to the AGM of the Company to be held on Tuesday 16 May 2006 at 11.00 am at the offices of CMS Cameron McKenna, Mitre House, 160 Aldersgate Street, London EC1A 4DD.

You will find enclosed the formal notice of the Meeting, which sets out the business to be considered at the Meeting and contains explanatory notes on the resolutions to be proposed. This business includes the receipt of the Company's Reports and Accounts for the previous financial year to 31 December 2005, approval of the final dividend, re-appointments to the Company's Board of Directors, approval of the Directors' Remuneration Report for the previous financial year, the re-appointment of Deloitte & Touche LLP as the Company's auditors, authorities and powers to allot shares, amendments of the borrowing powers and an authority for the Company to purchase its own shares. 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 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 Lloyds TSB Registrars at The Causeway, Worthing, West Sussex BN99 6ZL by no later than 11.00 am on 14 May 2006. Alternatively, shareholders may register the appointment of a proxy electronically by logging on to the website [www.sharevote.co.uk](http://www.sharevote.co.uk). Electronic proxy appointments must also be received by Lloyds TSB Registrars no later than 11.00 am on 14 May 2006. Proxy voting in respect of uncertificated shares may also be registered electronically through CREST – see Note 4 on page 4 of this document.

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

**Richard Hooper**  
Chairman

**Informa plc**

Mortimer House, 37-41 Mortimer Street  
London W1T 3JH, UK

Tel +44 (0)20 7017 5000 Fax +44 (0)20 7017 4519

[www.informa.com](http://www.informa.com)

Registered Office: Mortimer House, 37-41 Mortimer Street, London W1T 3JH

Registered in England and Wales. Registered Number 3099067

## Notice of Annual General Meeting

Notice is hereby given that the AGM of Informa plc (the "Company") will be held at the offices of CMS Cameron McKenna, Mitre House, 160 Aldersgate Street, London EC1A 4DD on Tuesday 16 May 2006 at 11.00am for the following purposes (all resolutions will be proposed as ordinary resolutions save for resolutions numbered 9, 10 and 11 which will be proposed as special resolutions).

- 1 To receive the Directors' and Auditors' Reports and the Audited Accounts for the year ended 31 December 2005.
- 2 To declare a final dividend of 6.0p per share on the ordinary share capital.
- 3 To elect Mr John Davis as a Director.
- 4 To re-elect Mr David Gilbertson as a Director.
- 5 To approve the Directors' Remuneration Report for the year ended 31 December 2005.
- 6 To re-appoint Deloitte & Touche LLP as auditors of the Company.
- 7 To authorise the Directors to fix the remuneration of the auditors.

To consider and, if thought fit, pass the following resolutions:

- 8 That the Directors be generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £14,059,041 provided that this authority shall expire on the earlier of 15 August 2007 and the date of the next Annual General Meeting of the Company (save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and that the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority had not expired), such authority to be in substitution for any and all authorities previously conferred upon the Directors for the purposes of Section 80 of the Act.
- 9 That, subject to the passing of Resolution number 8 set out in the notice of the 2006 Annual General Meeting of the Company, the Directors be empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to (i) allot equity securities (as defined in Section 94(2) of the Act) of the Company for cash pursuant to the authority conferred by Resolution number 8; and (ii) sell relevant shares (as defined in Section 94 of the Act) held by the Company as treasury shares for cash; as if Section 89(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to the allotment of equity securities for cash and the sale of relevant shares:
  - (a) in connection with or pursuant to a rights issue or any other offer in favour of the holders of equity securities and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the respective amounts of equity securities held by them (or, as appropriate, the number of such securities which such other persons are for those purposes deemed to hold), on the record date for such allotment but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with any fractional entitlements, treasury shares, record dates or legal or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory or otherwise howsoever; and
  - (b) (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount equal to £2,108,856.

and this power shall expire on the earlier of 15 August 2007 and the date of the next Annual General Meeting of the Company, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

- 10 That the Articles of Association of the Company be altered by deleting paragraph (a) of Article 72(3)(A)(iii).

- 11 That the Company be generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of Section 163 of the Act) of ordinary shares of 10p each in the capital of the Company provided that:
- a) the maximum number of ordinary shares hereby authorised to be purchased is 42,177,123;
  - b) the minimum price which may be paid for each ordinary share is 10p;
  - c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which such share is contracted to be purchased (exclusive of associated expenses payable by the Company); and
  - d) this authority shall expire on 15 August 2007, or if earlier, at the conclusion of the AGM of the Company to be held in 2007 save that the Company may make a contract of purchase of its ordinary shares under this authority prior to the expiry of this authority which will or might be executed wholly or partly after the expiry of this authority, and may purchase its ordinary shares pursuant to any such contract.

By order of the Board  
**Jeff Thomasson**  
Company Secretary

6 April 2006

Registered Office: Mortimer House, 37-41 Mortimer Street, London W1T 3JH.

Notes:

- 1 A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company.
- 2 A shareholder wishing to appoint a proxy should complete the accompanying Form of Proxy, which is pre-paid and addressed. To be valid, the Form of Proxy must be received by Lloyds TSB Registrars at The Causeway, Worthing, West Sussex BN99 6ZL no later than 11.00 am on 14 May 2006. If you prefer, you may send it in an envelope using the same FREEPOST address details.
- 3 Alternatively, a shareholder may register the appointment of a proxy electronically by logging on to the website of [www.sharevote.co.uk](http://www.sharevote.co.uk). Full details of the procedure are given on that website. Electronic proxy appointments must be received by Lloyds TSB Registrars no later than 11.00 am on 14 May 2006.
- 4
  - a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM 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.
  - 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 CRESTCo'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 issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  - c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.
  - 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.
- 5 Shareholders who return a Form of Proxy or register the appointment of a proxy electronically will still be able to attend the Meeting and vote in person if they so wish.
- 6 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those registered in the register of members as at 6.00 pm on the date which is two days prior to the Meeting or adjourned Meeting shall be entitled to attend or vote at the Meeting or adjourned Meeting and that the number of votes which any such shareholder may cast will be determined by reference to the number of ordinary shares registered in such shareholder's name at that time. Changes to entries on the register of members after the relevant time shall be disregarded in determining the rights of any person to attend or vote at the Meeting or adjourned Meeting.

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

## **Resolution 1: Report and Accounts**

The Directors must present to shareholders at the AGM the Directors' Reports and Audited Accounts and the Auditors' Report for the year ended 31 December 2005.

## **Resolution 2: Dividend**

The Directors recommend that a final dividend of 6.0p per ordinary share be paid which, together with the interim dividend of 2.7p per ordinary share paid on 4 November 2005, makes a total for the year of 8.7p per ordinary share. The final dividend will be payable on 30 May 2006 to shareholders registered as at the close of business on 28 April 2006.

## **Resolutions 3 and 4: Election and Re-Election of Directors**

Article 59 of the Company's Articles of Association states that any Director who has been appointed by the Company's Directors since the previous AGM or who has held office for more than 30 months since he was last re-elected by the Company in general meeting must retire from office but shall be eligible for re-election.

Mr John Davis was appointed as a Director of the Company on 1 October 2005. Mr Davis was recruited to the Board in the light of his strong financial and industry experience, as outlined on page 7 of this document. The remaining Directors therefore unanimously recommend that he be elected as a Director of the Company.

Mr David Gilbertson was appointed a Director on 29 January 1996 and re-appointed at the AGM held on 22 May 2003. The Board is satisfied, following formal evaluation, that Mr Gilbertson continues to be effective and to demonstrate commitment to his role. The remaining Directors therefore unanimously recommend that he be re-elected as a Director of the Company.

Short biographical details of Directors seeking election or re-election are set out on page 7 of this document.

## **Resolution 5: 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 27 to 33 of the Audited Accounts for the year ended 31 December 2005.

## **Resolution 6: Re-Appointment of Auditors**

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

## **Resolution 7: Auditors' Remuneration**

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

## **Resolution 8 : Authority to Allot Shares**

This resolution will give authority for the Directors to allot relevant securities until the earlier of 15 August 2007 and the date of the Annual General Meeting in 2007 up to a maximum nominal amount of £14,059,041 (representing 33.33% of the total issued ordinary share capital as at 13 March 2006 (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 9: 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 8, 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 £2,108,856 (approximately 5% of the issued ordinary share capital at 13 March 2006) 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 10: Changes to the Articles of Association Borrowing limits**

The Company's Articles of Association give the Directors the power to permit borrowings by the Group up to a limit, calculated by reference to a formula, set out in the relevant article, of a multiple of three times the Group's capital and reserves.

At the time of acquisition of IIR, shareholders authorised an adjustment to take account of the introduction of IFRS. One of the more significant changes that affects the balance sheet is to reclassify certain items previously shown under goodwill as intangible assets. The borrowing formula in the Articles requires intangible assets to be deducted from the total of capital and reserves. Consequently, a temporary disapplication of this deduction requirement was approved. Resolution 10 proposes to make this permanent by making an alteration to the Articles. The other temporary adjustment made at the time of the IIR acquisition will not be made permanent.

### **Resolution 11: To Authorise the Company to Purchase its Own Shares**

This resolution is in substitution for the existing authority and is limited to a maximum of 10% of the issued share capital as at 13 March 2006. The Company would make purchases under this authority only if satisfied that it was in the interests of the shareholders as a whole to do so and that it was likely to result in an increase in earnings per share. The resolution sets out the minimum and maximum prices that can be paid.

Shares purchased out of distributable profits by the Company pursuant to Resolution 11, may be held "in treasury" (for later sale, cancellation or, providing Listing Rules requirements are met, transfer for the purpose of or pursuant to an employee share scheme) instead of being cancelled immediately, providing that certain statutory requirements are met and that such shares held in treasury do not exceed 10% of the Company's issued share capital. Shares held in treasury can be held indefinitely pending, for example, a suitable time to place them back on the market. This will enable the Company to sell shares held in treasury to take advantage of capital growth in its own shares. Sales of treasury shares must be for cash and are subject to statutory pre-emption rights.

The Directors' current intention is that shares purchased under this authority will (to the extent statutory requirements are met) be held in treasury for future cancellation, sale for cash or (providing Listing Rules requirements are met) transfer for the purpose of or pursuant to an employee share scheme. However, shares repurchased by the Company may, in the light of the circumstances existing at the time of the repurchase, also be immediately cancelled. 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 had been cancelled (for example, shares held in treasury carry no voting rights and do not rank for dividends).

As at 13 March 2006 (being the latest practicable date prior to the publication of this document), 6,899,295 ordinary shares were reserved for the exercise of outstanding options to subscribe pursuant to the Company's share schemes. This represents approximately 1.6% of the issued share capital at that date and approximately 1.8% of the issued share capital if the full buy-back authority is utilised.

### **Documents on Display**

The following documents are available for inspection during normal business hours on any week day (Public Holidays excepted) at the Company's registered office and shall be available for inspection at least 15 minutes prior to and during the AGM at the offices of CMS Cameron McKenna, Mitre House, 160 Aldersgate Street, London EC1A 4DD:

- 1) the Register of Directors' (and their families') interests in the share capital of the Company;
- 2) the Directors' Remuneration Report;
- 3) copies of all Directors' service contracts;
- 4) copies of all Non-Executive Directors' letters of appointment;
- 5) copies of the proposed amended Articles of Association of the Company referred to in Resolution 10.

## Biographical Information on Directors Seeking Election or Re-election

### **John Davis – Non-Executive Director<sup>1, 2</sup> (44)**

Mr 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.

### **David Gilbertson – Managing Director (49)**

Mr David Gilbertson has some 25 years' experience in the information industry having held editorial and management positions with Metal Bulletin, Reuters and Reed Elsevier. He joined LLP in 1987 as Editor of *Lloyd's List*, joining the LLP board in 1992. Mr Gilbertson was a member of the management buy-out team which bought LLP from Lloyd's of London in 1995, becoming its Chief Executive in 1997. He took LLP to flotation on the London Stock Exchange in early 1998 and became Chief Executive of Informa Group plc upon its formation from the merger of LLP and IBC in December 1998. Mr Gilbertson was appointed Managing Director upon the merger of Informa with Taylor & Francis in May 2004. He is also non-Executive Chairman of John Brown Holdings Limited.

1. Member of Nomination Committee

2. Member of Audit Committee

